

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**ELEGANCE OPTICAL INTERNATIONAL HOLDINGS LIMITED**  
**高雅光學國際集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 907)**

**DISCLOSEABLE TRANSACTION**  
**DISPOSAL OF PROPERTY**

The Board announces that on 4 January 2024 (after trading hours), the Vendor, being a wholly-owned subsidiary of the Company, entered into the Provisional Sale and Purchase Agreement with the Purchaser, pursuant to which the Vendor has agreed to dispose of and the Purchaser has agreed to purchase the Property at the consideration of HK\$9.1 million.

As the relevant percentage ratios (as defined under the Listing Rules) in respect of the Disposal exceed 5% but are under 25%, the Disposal constitutes discloseable transaction of the Company and is therefore subject to the announcement requirement as set out in the Listing Rules but is exempt from Shareholders' approval requirement under the Listing Rules.

**INTRODUCTION**

The Board announces that on 4 January 2024 (after trading hours), the Vendor, being a wholly-owned subsidiary of the Company, entered into the Provisional Sale and Purchase Agreement with the Purchaser, pursuant to which the Vendor has agreed to dispose of and the Purchaser has agreed to purchase the Property at the consideration of HK\$9.1 million.

**THE PROVISIONAL SALE AND PURCHASE AGREEMENT DATED 4 JANUARY 2024**

Vendor: Elegance Optical Investments Limited, a company incorporated in Hong Kong with limited ability and a wholly-owned subsidiary of the Company

Purchaser: Ms. Foo

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Purchaser is an Independent Third Party.

## Assets to be disposed

Pursuant to the Provisional Sale and Purchase Agreement, the Vendor has agreed to dispose of and the Purchaser has agreed to purchase the Property. The Property will be sold to the Purchaser on an “*as is*” basis.

## Consideration

The Consideration of HK\$9.1 million, which shall be paid by the Purchaser to the Vendor in the following manner:

- (a) HK\$455,000 shall be paid upon signing of the Provisional Sale and Purchase Agreement as initial deposit;
- (b) HK\$455,000 shall be paid on or before 17 January 2024 as further deposit;
- (c) The remaining balance of HK\$8.19 million shall be paid upon the Completion on or before 3 May 2024.

The Consideration was arrived at after arm’s length negotiations between the Vendor and the Purchaser on normal commercial terms with reference to the market value of the relevant properties the vicinity region.

## Formal agreement

A formal agreement for sale and purchase of the Property will be signed by the Vendor and the Purchaser on or before 17 January 2024.

## Completion

Completion of the Disposal shall take place on or before 3 May 2024.

## INFORMATION OF THE PROPERTY

The Property is a non-residential property and is subject to existing tenancy agreements which will expire in April 2024.

For the two years ended 31 March 2022 and 2023, the financial information of the Property is as follows:

	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
	<i>HK\$’000</i>	<i>HK\$’000</i>
Net rental income before tax	352	357
Net rental income after tax	352	357

The carrying value of the Property was HK\$8.7 million in the audited consolidated accounts of the Company as at 31 March 2023.

## **FINANCIAL EFFECT OF THE DISPOSAL AND INTENDED USE OF PROCEEDS**

Subject to review and confirmation by auditors, the Group is expected to record a gain of approximately HK\$0.4 million from the Disposal, which is calculated based on the Consideration less the carrying value of the Property as at 31 March 2023 before any related expenses.

It is estimated that the net proceeds from the Disposal would be approximately HK\$9.0 million. The Company intends to use the net proceeds from the Disposal for business development and as general working capital of the Group.

## **REASONS FOR THE DISPOSAL**

The principal activity of the Company is investment holding. The Group was engaged in the trading of optical frames and sunglasses, property investment, investment in debts and securities and film right investment and film distribution business and energy business. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser is an investor.

Taking into account of the current financial position and business operation of the Group, the Directors believe that the Disposal represents a good opportunity for the Company to realise the value of the Property at a reasonable price and the proceeds from the Disposal will improve the financial position and increase the general working capital of the Group.

The Board considers that the terms and conditions for the Disposal are on normal commercial terms, which are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As the relevant percentage ratios (as defined under the Listing Rules) in respect of the Disposal exceed 5% but are under 25%, the Disposal constitutes discloseable transaction of the Company and is therefore subject to the announcement requirement as set out in the Listing Rules but is exempt from Shareholders' approval requirement under the Listing Rules.

## **DEFINITIONS**

The following terms have the following meanings in this announcement, unless the context otherwise requires:

“Board”	the board of directors of the Company
“Company”	Elegance Optical International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Completion”	completion of the Disposal in accordance with the terms and conditions of the formal agreement
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules

“Consideration”	the consideration of HK\$9.1 million, being the total consideration payable by the Purchaser to the Vendor for the Disposal
“Directors”	the directors of the Company
“Disposal”	the disposal of the Property by the Vendor pursuant to the Provisional Sale and Purchase Agreement
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules)
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Property”	B1, 6/F, Block B, Mai Hing Ind. Bldg, 16-18 Hing Yip Street, Kwun Tong, Hong Kong
“Provisional Sale and Purchase Agreement”	the provisional sale and purchase agreement dated 4 January 2024 entered into between the Vendor and the Purchaser relating to the sale and purchase of the Property
“Purchaser” or “Ms. Foo”	Ms. Foo Hiu Hung Heidi, being an Independent Third Party
“Shareholder(s)”	holder(s) of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Elegance Optical Investments Limited, a company incorporated in Hong Kong with limited ability and a wholly-owned subsidiary of the Company
“%”	per cent

By order of the Board  
**Elegance Optical International Holdings Limited**  
**Chung Yuk Lun**  
*Executive Director*

Hong Kong, 4 January 2024

*As at the date of this announcement, the executive Director is Mr. Chung Yuk Lun, and the independent non-executive Directors are Mr. Man Wai Lun and Mr. Cheng Chun Man.*