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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Elegance Optical International Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other registered dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS INVOLVING RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Elegance Optical International Holdings Limited to be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Hong Kong on Friday, 30 August 2024 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.irasia.com/listco/hk/eleganceoptical).

Please complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM (i.e. by Wednesday, 28 August 2024 before 10:00 a.m.) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you subsequently so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

30 July 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong, on Friday, 30 August 2024 at 10:00 a.m. notice of which is set out on pages 15 to 19 of this circular;
“Board”	the board of Directors;
“Bye-law(s)”	the existing bye-law(s) of the Company as amended from time to time;
“close associate(s)”	has the meaning ascribed thereto in the Listing Rules;
“Company”	Elegance Optical International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange;
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules;
“core connected person(s)”	has the meaning ascribed thereto in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares as set out in the notice convening the AGM;
“Latest Practicable Date”	24 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Committee”	has the meaning as defined in the Listing Rules;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares as set out in the notice convening the AGM;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	the holder(s) of issued Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Director:

Mr. Chung Yuk Lun

Independent Non-Executive Directors:

Mr. Chan Chi Wai

Mr. Law, Michael Ka Ming

Ms. Lai Pik Chi Peggy

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*

Room 22, 22/F

On Hong Commercial Building

145 Hennessy Road

Wan Chai

Hong Kong

30 July 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The Directors wish to seek the approval of the Shareholders at the AGM for (i) renewal of the Issue Mandate and the Repurchase Mandate; and (ii) re-election of retiring Directors. The purpose of this circular is to provide you with details of these proposals, the relevant information required under the Listing Rules, and to give you notice of the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Directors will propose ordinary resolutions at the AGM to grant to the Directors:

- (i) the Issue Mandate to allot, issue and otherwise deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of the AGM and, subject to the Repurchase Mandate mentioned below approved by the Shareholders at the AGM, to add to such mandate any Shares repurchased by the Company pursuant to the Repurchase Mandate by a separate resolution at the AGM; and
- (ii) the Repurchase Mandate to repurchase Shares of not exceeding 10% of the total number of issued Shares as at the date of passing the proposed resolution at the AGM.

As at the Latest Practicable Date, a total of 872,863,684 Shares were in issue. Subject to the passing of the ordinary resolution approving the Issue Mandate to issue Shares and assuming that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Issue Mandate to issue a maximum of 174,572,736 Shares.

As at the Latest Practicable Date, a total of 872,863,684 Shares were in issue. Subject to the passing of the ordinary resolution approving the Repurchase Mandate to repurchase Shares and assuming that no further Shares are issued or repurchase prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 87,286,368 Shares.

The Issue Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the relevant resolutions granting such mandates as set out in the notice of the AGM.

An explanatory statement, as required by the Listing Rules, to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Bye-laws of the Company, Mr. Chung Yuk Lun, Mr. Chan Chi Wai, Mr. Law, Michael Ka Ming and Ms. Lai Pik Chi Peggy (“**Retiring Directors**”) shall retire by rotation as Directors at the AGM. All Retiring Directors, being eligible, will offer themselves for re-election.

Particulars of the Retiring Directors proposed for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

LETTER FROM THE BOARD

Recommendations of the Nomination Committee

The Nomination Committee has reviewed the biographical details of the Retiring Directors and their meeting of nomination criteria (including but not limited to, character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, time commitment to effectively discharge duties as Board member) and considered the diversity aspects (including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) and took the view that the Retiring Directors have been contributing to the Group effectively and are committed to their role as Directors.

The Board accepted the recommendation of the Nomination Committee for recommending the Shareholders to re-elect the Retiring Directors as Directors at the AGM. Each of them abstained from voting at the Board meeting regarding his own nomination.

The Board considered that the re-election of the Retiring Directors as Directors was in the best interest of the Company and the Shareholders as a whole and recommends the Shareholders to vote for their re-election at the AGM.

4. ANNUAL GENERAL MEETING

The notice convening the AGM to be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Hong Kong on Friday, 30 August 2024 at 10:00 a.m. is set out on pages 15 to 19 of this circular. Ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate and the re-election of Retiring Directors will be proposed at the AGM.

A form of proxy for use at the AGM is also enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (www.irasia.com/listco/hk/eleganceoptical). Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

The chairman of the AGM will demand for poll to be taken on votes cast on the resolutions proposed at the AGM pursuant to Rule 13.39(4) of the Listing Rules. An announcement on the results of the poll will be published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<http://www.irasia.com/listco/hk/eleganceoptical>) respectively after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, none of the Shareholders are required to abstain from voting in the AGM under the Listing Rules.

5. RECOMMENDATION

As at the Latest Practicable Date, the Company does not have any plan, intention, agreement or negotiation to (i) repurchase any Shares under the Repurchase Mandate; and (ii) issue any Shares under the Issue Mandate.

The Directors consider that the renewal of the Issue Mandate, the Repurchase Mandate and the re-election of Retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions as set out in the notice of the AGM.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement) and Appendix II (Details of Retiring Directors proposed for re-election) to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
Elegance Optical International Holdings Limited
Chung Yuk Lun
Executive Director

This is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate to be proposed at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 872,863,684 Shares in issue. Subject to the passing of the relevant ordinary resolution at the AGM to approve the Repurchase Mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 87,286,368 Shares, representing 10% of the total number of issued Shares of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earning per Share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Any repurchase of Shares by the Company will be made out of the Company's funds which will otherwise be available for dividends or distributions, or proceeds of a new issue of Shares made for such purposes. In repurchasing Shares, the Company may only apply funds legally available for such purposes in accordance with the Bye-laws, the laws of Bermuda and other applicable laws. As compared with the position disclosed in the Company's most recently published audited financial statements as at 31 March 2024, and taking into the current working capital position of the Company, the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases under the Repurchase Mandate were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing level.

4. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the proposed Repurchase Mandate to repurchase Shares in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

5. EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected persons of the Company have notified the Company that he or she has a present intention to sell the Shares to the Company or have undertaken not to sell any of the Shares held by him or her to the Company, in the event that the Company is authorised to make purchases of Shares.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any of its Shares (on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
July 2023	0.365	0.241
August 2023	0.27	0.195
September 2023	0.31	0.2
October 2023	0.3	0.243
November 2023	0.239	0.2
December 2023	0.206	0.149
January 2024	0.168	0.102
February 2024	0.123	0.1
March 2024	0.114	0.091
April 2024	0.103	0.087
May 2024	0.11	0.083
June 2024	0.093	0.084
July 2024 (up to and including the Latest Practicable Date)	0.09	0.062

The following are the details of the Directors due to retire and proposed to be re-elected at the AGM:

MR. CHUNG YUK LUN***Executive Director***

Mr. Chung, aged 63, had been appointed as an executive director of the Company from 29 September 2018 to 11 January 2019 and was reappointed on 15 July 2019. He is also the company secretary, an authorised representative and a consultant of the Company. Mr. Chung is a fellow member of the Association of Chartered Certified Accountants, an associate member of The Hong Kong Institute of Certified Public Accountants, a fellow member of The Institute of Chartered Accountants in England and Wales and an ICAEW Business and Finance Professional. He has over 30 years' management experience at board level in a number of listed companies in Hong Kong.

Mr. Chung is currently (i) an executive director, company secretary and authorised representative of China Come Ride New Energy Group Limited (Stock Code: 8039); and (ii) the company secretary of QPL International Holdings Limited (Stock Code: 243), all are listed companies in Hong Kong.

During the past 3 years, Mr. Chung was (i) an executive director and authorised representative of CT Environmental Group Limited (Stock Code: 1363), a listed company in Hong Kong, until 9 August 2021; and (ii) the Company secretary and authorised representative of King International Investment Limited (formerly known as Life Healthcare Group Limited) (Stock Code: 928), a listed company in Hong Kong, until 31 March 2023 and its joint company secretary from 18 December 2023 to 19 March 2024.

The following two private companies had been dissolved while Mr. Chung was a director at the relevant time. Details of the two winding up cases are set out below:

Cupac Technology Limited, a private company incorporated in Bermuda which was an investment holding company, was resolved by its board of directors to wind up by compulsory liquidation in mid-2009 in accordance with the Bermuda Companies Act because the company was insolvent and had an estimated deficiency of HK\$447,575,921. The winding up order was granted by the Bermuda Court on 21 August 2009 and the company was dissolved on 1 November 2012.

Cupac Finance Limited, a private company incorporated in Hong Kong where its principal activity was advancement of loans, was wound up by its board of directors and had a cash and bank balance of HK\$4,438. The company originally intended to have it being wound up by members winding up, but due to clerical errors, it was wound up by creditors winding up. Its board resolution for winding up was passed on 27 November 2009 and the company was dissolved on 3 December 2010.

The directorship of Mr. Chung in the Company is subject to retirement by rotation and re-election at general meetings of the Company in accordance with the Bye-laws and the Listing Rules. Mr. Chung is entitled to receive a director's fee of HK\$30,000 per month which is recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting after considering a range of factors including his experience, duties and responsibilities undertaken by him as a Director of the Company.

As at the Latest Practicable Date, Mr. Chung has a personal interest of 8,000,000 option shares granted by the Company under the Company's Share Option Scheme. Save as disclosed above, (i) Mr. Chung did not have any other interest in the Company within the meaning of Part XV of the SFO; (ii) Mr. Chung did not have any relationship with other Directors, senior management of the Company, or substantial or controlling Shareholders; (iii) there was no other information relating to the re-election of Mr. Chung that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules; (iv) Mr. Chung did not hold any directorship in other listed companies in Hong Kong or overseas in the last three years; and (v) there were no other matters in relation to the re-election of Mr. Chung that need to be brought to the attention of the Shareholders.

MR. CHAN CHI WAI***Independent Non-executive Director***

Mr. Chan, aged 46, has been appointed as independent non-executive Director, a member of each of the audit committee of the Company ("**Audit Committee**"), the remuneration committee of the Company ("**Remuneration Committee**") and the nomination committee of the Company ("**Nomination Committee**") with effect from 9 February 2024.

Mr. Chan obtained a Master's degree in Business Administration from Preston University in 2005. His expertise covers investment banking and alternative investment management. He is currently serving as a director of CNJ Capital Investment Inc., whose shares are listed on the Toronto Stock Exchange Venture Exchange. In addition, Mr. Chan is the co-founder of a well-known financial services company that focuses on inclusive finance in the middle and western regions of Canada.

Pursuant to the appointment letter given to Mr. Chan, his appointment as independent non-executive Director shall be for an initial term of one (1) year commencing from 9 February 2024 and shall continue automatically thereafter on a yearly basis until being terminated by either party with written notice. Mr. Chan shall hold office until the next general meeting after his appointment and be subject to re-election at that meeting. Thereafter, his directorship in the Company is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws of the Company and the Listing Rules. Mr. Chan is entitled to receive a director fee of HK\$10,000 per month which was determined with reference to his experience, duties and responsibilities within the Company.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Chan did not have any interest in the Company within the meaning of Part XV of the SFO; (ii) Mr. Chan did not have any relationship with other Directors, senior management of the Company, or substantial or controlling Shareholders; (iii) there was no other information relating to the re-election of Mr. Chan that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules; (iv) Mr. Chan did not hold any directorship in other listed companies in Hong Kong or overseas in the last three years; and (v) there were no other matters in relation to the re-election of Mr. Chan that need to be brought to the attention of the Shareholders.

MR. LAW, MICHAEL KA MING***Independent Non-executive Director***

Mr. Law, aged 63, has been appointed as independent non-executive Director, a member of the Audit Committee and chairman of both the Remuneration Committee and the Nomination Committee with effect from 10 May 2024.

Mr. Law has over 30 years of experience in corporate management, finance, banking, construction and property development. He is currently an executive director of Zhejiang United Investment Holdings Group Limited (Hong Kong Stock Code: 8366). Mr. Law is an independent non-executive director of Emperor Watch & Jewellery Limited (Hong Kong Stock Code: 887) and an independent non-executive director of Century Group International Holdings Limited (Hong Kong Stock Code: 2113). Mr. Law holds a Master's Degree in business administration from The Chinese University of Hong Kong and a Bachelor's Degree in building studies from The University of Hong Kong. He is a Chartered Quantity Surveyor of the Royal Institution of Chartered Surveyors and a member of the Hong Kong Institute of Surveyors.

Pursuant to the appointment letter given to Mr. Law, his appointment as independent non-executive Director shall be for an initial term of one (1) year commencing from 10 May 2024 and shall continue automatically thereafter on a yearly basis until being terminated by either party with written notice. Mr. Law shall hold office until the next general meeting after his appointment and be subject to re-election at that meeting. Thereafter, his directorship in the Company is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws of the Company and the Listing Rules. Mr. Law is entitled to receive a director fee of HK\$10,000 per month which was determined with reference to his experience, duties and responsibilities within the Company.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Law did not have any interest in the Company within the meaning of Part XV of the SFO; (ii) Mr. Law did not have any relationship with other Directors, senior management of the Company, or substantial or controlling Shareholders; (iii) there was no other information relating to the re-election of Mr. Law that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules; (iv) Mr. Law did not hold any directorship in other listed companies in Hong Kong or overseas in the last three years; and (v) there were no other matters in relation to the re-election of Mr. Law that need to be brought to the attention of the Shareholders.

MS. LAI PIK CHI PEGGY***Independent Non-executive Director***

Ms. Lai, aged 59, has been appointed as independent non-executive Director, chairman of the Audit Committee, a member of both the Remuneration Committee and the Nomination Committee and an authorised representative of the Company under Rule 3.05 of the Listing Rules with effect from 10 May 2024.

Ms. Lai has over 30 years of auditing, accounting, financial management experience. She obtained a master degree of business administration from the University of Manchester in the United Kingdom in June 2010. She is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

She is currently an independent non-executive director of KPa-BM Holdings Limited (stock code: 2663), a company listed on the Main Board of the Stock Exchange, an independent non-executive director of China Come Ride New Energy Group Limited (formerly known as KNK Holdings Limited) (stock code: 8039) since August 2019, a company listed on GEM of the Stock Exchange. She was an independent non-executive director of CT Environmental Group Limited (stock code: 1363 prior to delisting from the Main Board of the Stock Exchange) from 3 August 2020 to 9 August 2021. She was a non-executive director of Larry Jewelry International Company Limited (stock code: 8351, prior to delisting from GEM of the Stock Exchange) from 26 February 2020 to 30 November 2021. She was an independent non-executive director of Zhejiang United Investment Holdings Group Limited (stock code: 8366) from November 2019 to July 2021 and redesignated to an executive director from July 2021 to March 2024.

Pursuant to the appointment letter given to Ms. Lai, her appointment as independent non-executive Director shall be for an initial term of one (1) year commencing from 10 May 2024 and shall continue automatically thereafter on a yearly basis until being terminated by either party with written notice. Ms. Lai shall hold office until the next general meeting after her appointment and be subject to re-election at that meeting. Thereafter, her directorship in the Company is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws of the Company and the Listing Rules. Ms. Lai is entitled to receive a director fee of HK\$10,000 per month which was determined with reference to her experience, duties and responsibilities within the Company.

As at the Latest Practicable Date, save as disclosed above, (i) Ms. Lai did not have any interest in the Company within the meaning of Part XV of the SFO; (ii) Ms. Lai did not have any relationship with other Directors, senior management of the Company, or substantial or controlling Shareholders; (iii) there was no other information relating to the re-election of Ms. Lai that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules; (iv) Ms. Lai did not hold any directorship in other listed companies in Hong Kong or overseas in the last three years; and (v) there were no other matters in relation to the re-election of Ms. Lai that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that the annual general meeting of Elegance Optical International Holdings Limited (the “**Company**”) will be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 30 August 2024 at 10:00 a.m. to transact the following businesses:

AS ORDINARY BUSINESSES:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2024.
2. To re-elect Mr. Chung Yuk Lun as an executive director of the Company.
3. To re-elect Mr. Chan Chi Wai as an independent non-executive director of the Company.
4. To re-elect Mr. Law, Michael Ka Ming as an independent non-executive director of the Company.
5. To re-elect Ms. Lai Pik Chi Peggy as an independent non-executive director of the Company.
6. To authorise the board of directors of the Company (the “**Board**” or “**Directors**”) to fix the remuneration of the directors of the Company.
7. To re-appoint CCTH CPA Limited as auditors and authorise the Board to fix their remuneration.

AS SPECIAL BUSINESSES:

To consider and, if thought fit, pass the following resolutions, which will be proposed as ordinary resolutions of the Company:

NOTICE OF ANNUAL GENERAL MEETING

8. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal in additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company or a specific authority granted or to be granted by the shareholders of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the close of business on the date on which this resolution is passed; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the applicable laws of Bermuda to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares or issue of options, warrants or other securities carrying rights to convert into or subscribe for shares of the Company open for a period fixed by the Directors to holders of shares in the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

9. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own issued shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure or authorise repurchases of shares of the Company by itself or agents or nominees on behalf of the Company or its subsidiary, as the case may be, at a price and on such terms as determined by the Directors and to make, grant or enter into offers, agreements and other arrangements which might require the exercise of such powers during or after the end of the Relevant Period, in all circumstances in accordance with the applicable laws and regulations in Hong Kong;
- (C) the total number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the time of passing this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the applicable laws of Bermuda to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
10. “**THAT** conditional upon the passing of ordinary resolutions no. 8 and 9 set out above, the total number of shares of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution no. 9 shall be added to the total number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the ordinary resolution no. 8, provided that such extended number of shares shall not exceed 10% of the total number of issued shares of the Company as at the close of business on the date on which ordinary resolution no. 9 is passed.”

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

30 July 2024

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*
Room 22, 22/F
On Hong Commercial Building
145 Hennessy Road
Wan Chai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the AGM. Where the Chairperson/Chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by show of hands.
- (ii) A member of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (iii) In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, not less than 48 hours before the time for holding the AGM or adjourned meeting.
- (iv) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such share.
- (v) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the AGM and in such event, the form of proxy previously submitted shall be deemed to be revoked.
- (vi) The register of members of the Company will be closed from Tuesday, 27 August 2024 to Friday, 30 August 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the right to attend and vote at the AGM, all relevant certificates and properly completed transfer forms must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at the address stated in (iii) above before 4:00 p.m. on Monday, 26 August 2024.
- (vii) If typhoon signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect/hoisted any time at or after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.irasia.com/listco/hk/eleganceoptical to notify Shareholders of the date, time and place of the rescheduled meeting.
- (viii) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.