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O Luxe Holdings Limited

奧立仕控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 860)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of O Luxe Holdings Limited (the “**Company**”) will be held at 3:30 p.m. on 27 July 2016 at Room 29–30, 3/F, Hankow Centre, 5–15 Hankow Road, Tsim Sha Tsui, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution which will be proposed as ordinary resolution of the Company (unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 11 July 2016):

ORDINARY RESOLUTION

“THAT:

- (a) the Agreement entered into among the Company as the Purchaser, Golden Mega Holdings Limited as the Vendor and Mr. Zhang Jinbing as the guarantor to the Vendor (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for identification purpose), pursuant to which the Company has conditionally agreed to purchase and the Vendor has conditionally agreed to sell, at Completion, the Sale Shares (representing 60% of the issued share capital of Power Boom International Limited) for which the Company shall allot and issue 1,960,000,000 Consideration Shares at the issue price of HK\$0.30 per Consideration Share to the Vendor, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he may consider necessary or desirable for the purpose of or in connection with or to give effect to the Agreement and the transactions contemplated thereunder;
- (c) the Whitewash Waiver, granted or to be granted by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code waiving the obligation on the part of the Vendor and parties acting in concert with it, to make a mandatory general offer for all the Shares that are not already owned or agreed to be acquired by the Vendor and parties acting in concert with it as a result of the Company allotting and issuing the Consideration Shares to the Vendor, be and is hereby approved; and
- (d) subject to the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in the Consideration Shares, the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to (i) allot and issue the Consideration Shares at the issue price of HK\$0.30 per Consideration Share to the Vendor (and/or its nominee(s) as it may direct); and (ii) credit the Consideration Shares as fully paid and register the Consideration Shares in the name(s) of the allottee(s) on the Hong Kong branch register of members of the Company, on and subject to the terms and conditions of the Agreement, providing that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

By order of the Board
O Luxe Holdings Limited
Zhang Jinbing
Chairman

Hong Kong, 11 July 2016

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Head office and principal place of business:

Room 302, 3rd Floor
Lippo Sun Plaza
28 Canton Road, Tsim Sha Tsui
Kowloon, Hong Kong

As at the date hereof, the Board comprises three executive Directors, namely Mr. Zhang Jinbing (Chairman), Mr. Wong Chi Ming, Jeffry (Chief Executive Officer) and Mr. Yu Fei, Philip; one non-executive Director, namely Mr. Xiao Gang; and three independent non-executive Directors, namely Mr. Tam Ping Kuen, Daniel, Dr. Li Yifei and Dr. Zhu Zhengfu.

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Memorandum of Association and Articles of Association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. 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 any meeting 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 of members of the Company in respect of the joint holding.
3. A proxy form for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.
5. In order to be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
6. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) and, in such event, the proxy form appointing a proxy shall be deemed to be revoked.