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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 2:30 p.m. on 23 December 2016 at Unit 329 & 330, 3/F, Hankow Centre, 5–15 Hankow Road, Tsimshatsui, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions 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 8 December 2016):

SPECIAL RESOLUTION

1. “**THAT:**

the existing Articles of Association of the Company (the “**Articles**”) be and are hereby amended in the following manner:

- (i) That the existing definition of “the Chairman” in Article 1(A) of the Articles of the Company be and is deleted and replaced in its entirety therewith the new definition of “the Chairman” in Article 1(A) as set out below:

““the Chairman” shall mean, except in Articles 125 and 132, the Chairman presiding at any meeting of shareholders or of the Directors and where any reference is made to “the Chairman of the Company” or “the Chairman of the Board” in these Articles, it means such Chairman of the Company elected pursuant to Article 132 and where there is more than one Chairman of the Company elected pursuant to Article

132, each such person(s) may be referred to or construed as Chairman or Co-Chairman of the Company or the Board, as the context shall require;”

- (ii) That the existing Article 70 of the Articles of the Company be and is deleted and replaced in its entirety therewith the new Article 70 as set out below:

“70. The Chairman of the Board or if there is more than one Chairman of the Board, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as Chairman at a general meeting. If at any meeting no Chairman of the Board is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as Chairman of the meeting, the Deputy or Vice Chairman of the Company or if there is more than one Deputy Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as Chairman of the meeting. If no Chairman or Deputy or Vice Chairman is present or is willing to act as Chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as Chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the Chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be Chairman of the meeting.”

- (iii) That the existing Article 125 of the Articles of the Company be and is deleted and replaced in its entirety therewith the new Article 125 as set out below:

“125. The Directors may from time to time entrust to and confer upon one or more Chairman, Deputy Chairman, Vice Chairman, Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Directors that they may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and, subject to the terms thereof, the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.”

- (iv) That the existing Article 132 of the Articles of the Company be and is deleted and replaced in its entirety therewith the new Article 132 as set out below:

“132. The Directors may from time to time elect or otherwise appoint one or more of them to the office of Chairman of the Company (and where more than one Chairman of the Company is elected, each such Chairman of the Company may also be referred to as a Co-Chairman of the Company) and another to be the Deputy or Vice Chairman (or two or more Deputy or Vice Chairman) and determine the period for which each of them is to hold office. The Chairman of the Company or if there is more than one Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as Chairman at meetings of the Directors, or in the absence of any Chairman of the Company, the Deputy or Vice Chairman or if there is more than one Deputy or Vice Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as Chairman at meetings of the Directors but if no Chairman or Deputy or Vice Chairman has been elected or appointed, or if at any meeting a Chairman or Deputy or Vice Chairman is not present within five (5) minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be Chairman of such meeting. All the provisions of Articles 103, 123, 124 and 125 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.””

ORDINARY RESOLUTIONS

2. To re-elect Mr. Ho King Fung, Eric as Director.
3. **“THAT:**

the performance by the Group of the transactions contemplated under the Renewed Cooperation Agreement dated 21 November 2016 entered into between the Company and Hengdeli (a copy of which has been produced at this Meeting and marked “A” and initiated by the chairman of this Meeting for the purpose of identification) be and is hereby approved and confirmed and that the directors of the Company be and are hereby authorised to do all such acts and things and to take such steps as they may consider necessary, desirable or expedient to give effect to or in connection with the Renewed Cooperation Agreement or any of the transactions contemplated thereunder.”

4. “**THAT:**

subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing limit on the grant of share options under the share option scheme adopted by the Company on 1 March 2013 (the “**Share Option Scheme**”) be refreshed provided that the total number of Shares which may be allotted and issued upon exercise of any options to be granted under the Share Option Scheme and any other schemes of the Company (excluding share options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or such other scheme(s) of the Company), shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) and the Directors be and are hereby authorised to do such acts and things and execute such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the Refreshed Scheme Mandate Limit and to grant share options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such share options.”

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

Hong Kong, 8 December 2016

Registered Office:

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KY1-1111, Cayman Islands

Head office and principal place of business:

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Lippo Sun Plaza
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Kowloon, Hong Kong

As at the date of this announcement, the Board comprises Messrs. Zhang Jinbing (Chairman), Ho King Fung, Eric (Co-Chairman), Wong Chi Ming, Jeffry (Chief Executive Officer) and Yu Fei, Philip, being executive directors; Mr. Xiao Gang, being non-executive director; and Messrs. Tam Ping Kuen, Daniel, Li Yifei and Zhu Zhengfu, being independent non-executive directors.

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 the shares of the Company (the “**Share**”) 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.