

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.



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 9:00 a.m. on Thursday, 28 September 2017 at Bamboos Education-School for Talents at 4/F, Star House, 3 Salisbury Road, Tsim Sha Tsui, 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 September 2017):

ORDINARY RESOLUTIONS

1. “**THAT** subject to the passing of ordinary resolutions numbered 2 and 3 herein:
 - (a) the Management Sellers SPA dated 7 July 2017 (as amended and supplemented by an amendment agreement dated 31 August 2017) entered into among the Company, the Target, the Management Sellers and the Sellers’ Representative (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 acquire and the Management Sellers have conditionally agreed to sell, at Acquisition Completion, the Management Sale Interests (comprising 29.4% of the Target Shares in issue and 75.1% of the outstanding Target Options), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the Investor Sellers SPA dated 7 July 2017 (as amended and supplemented by an amendment agreement dated 31 August 2017) entered into among the Company, the Target, the Investor Sellers and the Sellers' Representative (a copy of which is tabled at the meeting and marked "B" and signed by the chairman of the meeting for identification purpose), pursuant to which the Company has conditionally agreed to acquire and the Investor Sellers have conditionally agreed to sell, at Acquisition Completion, the Investors Sale Interests (comprising 56.1% of the Target Shares in issue and 24.9% of the outstanding Target Options), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) subject to the Acquisition Completion, the proposed Target Share Consolidation (involving, among other things, (i) consolidation of all of the existing Target Shares in issue, as a result of which the minority Target Shareholders will hold fractional shares in the Target, and (ii) the Company subsequently acquiring such fractional shares in cash in compliance with applicable rules and laws in Japan) be and is hereby approved, confirmed and ratified; and
- (d) 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 Acquisition Agreements, the Target Share Consolidation and the transactions contemplated thereunder.

2. **THAT** subject to the passing of ordinary resolutions numbered 1 and 3 herein:

- (a) the Subscription Agreement dated 7 July 2017 entered into by the Company and the Subscribers (a copy of which is tabled at the meeting and marked "C" and signed by the chairman of the meeting for identification purpose), pursuant to which the Subscribers have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, a total of 570,731,706 Subscription Shares at the Subscription Price of HK\$0.82 per Subscription Share, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (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 Subscription Agreement and the transactions contemplated thereunder.
3. **THAT** subject to the passing of ordinary resolutions numbered 1 and 2 herein and subject to the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in the Consideration Shares and the Subscription 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\$0.82 per Consideration Share to the Management Sellers and Investor Sellers (and/or their respective nominee(s) as they may direct) subject to the terms and conditions of the Acquisition Agreements; (ii) allot and issue the Subscription Shares at the Subscription Price of HK\$0.82 per Subscription Share to the Subscribers (and/or their respective nominee(s) as they may direct) subject to the terms and conditions of the Subscription Agreement; and (iii) credit the Consideration Shares and the Subscription Shares as fully paid and register the Consideration Shares and the Subscription Shares in the names of the allottees on the Hong Kong branch register of members of the Company, on and subject to the respective terms and conditions of the Acquisition Agreements and the Subscription Agreement, provided 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 these resolutions.”

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

Hong Kong, 8 September 2017

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 of this notice, the Board comprises Messrs. Zhang Jinbing (Chairman), Ho King Fung, Eric (Co-Chairman), Wong Chi Ming, Jeffrey (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.
7. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 25 September 2017 to Thursday, 28 September 2017 (both dates inclusive) during which period no transfer of shares will be registered. To be qualified for attending and voting at the EGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration on or before 4:30 p.m. on Friday, 22 September 2017.