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If you are in doubt as to any aspect of this circular or as to the action to be taken, 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 O Luxe Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE NEW SHARES AND TO REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF DIRECTORS
(3) PROPOSED CHANGE OF COMPANY NAME
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board of the Company is set out on pages 3 to 12 of this circular. A notice convening the 2018 AGM of the Company to be held at 10:30 a.m. on Wednesday, 28 February 2018 at 8/F., Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, Hong Kong, is set out on pages 16 to 20 of this circular.

A form of proxy for the 2018 AGM is enclosed with this circular. Whether or not you desire to attend the 2018 AGM, you are requested to complete the form of proxy and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the 2018 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the 2018 AGM or any adjournment thereof if you so wish.

26 January 2018

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RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

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

“2018 AGM”	the annual general meeting of the Company to be held at 10:30 a.m. on Wednesday, 28 February 2018 at 8/F., Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, Hong Kong and the notice of which is set out in this circular
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Change of Company Name”	the proposed change English name of the Company from “O Luxe Holdings Limited” to “We Solutions Limited” and the adoption of the Chinese name “力世紀有限公司” as the dual foreign name of the Company to replace its existing Chinese name “奧立仕控股有限公司”
“Company”	O Luxe Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution, as set out in the notice of the 2018 AGM, which is also extended by the addition of the number of Shares purchased under the Repurchase Mandate
“Latest Practicable Date”	19 January 2018, being the latest practicable date before the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular

DEFINITIONS

“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution, as set out in the notice of the 2018 AGM
“Share(s)”	share(s) of nominal value of HK\$0.1 each in the capital of the Company
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

LETTER FROM THE BOARD



O LUXE HOLDINGS LIMITED

奧立仕控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 860)

Executive Directors:

Mr. Ho King Fung, Eric (*Chairman*)
Mr. Ho Chi Kit (*Chief executive officer*)
Mr. Hiroyasu Koma

Non-executive Director:

Mr. Zhang Jinbing (*Co-Chairman*)

Independent non-executive Directors:

Mr. Tam Ping Kuen, Daniel
Mr. Teoh Chun Ming
Mr. Heung Chee Hang, Eric

Registered office:

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

Principal office in Hong Kong:

Room 302, 3/F
Lippo Sun Plaza
28 Canton Road
Tsimshatsui
Kowloon, Hong Kong

26 January 2018

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE NEW SHARES AND TO REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF DIRECTORS
(3) PROPOSED CHANGE OF COMPANY NAME
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors will propose various resolutions at the 2018 AGM regarding (i) proposed granting of the Issue Mandate and the Repurchase Mandate; (ii) proposed re-election of the retiring directors; and (iii) a special resolution will be proposed to seek Shareholders' approval for the proposed Change of Company Name. The purpose of this circular is to provide you with the necessary information on these issues and the related resolutions to be proposed at the 2018 AGM.

LETTER FROM THE BOARD

THE ISSUE MANDATE

The Company's existing mandate to allot and issue Shares was approved by the Shareholders at the annual general meeting held on 3 March 2017. Unless otherwise renewed, the existing mandate to allot and issue Shares will lapse at the conclusion of the 2018 AGM.

In order to ensure flexibility when it is desirable to allot and issue or otherwise deal with additional shares, the Directors will seek the approval of Shareholders to grant the Issue Mandate at the 2018 AGM and will put forward the following resolutions as set out in the notice of 2018 AGM for the following purposes:

- Ordinary resolution no. 4 — to grant a general mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution; and

- Ordinary resolution no. 6 — to increase the aggregate nominal amount of share capital of the Company which the Directors may issue under the Issue Mandate by adding thereto the aggregate nominal amount of share capital of the Company repurchased under the Repurchase Mandate.

The Directors have no immediate plans to allot and issue any new Shares other than Shares which may fall to be issued under the share option scheme(s) (if any) of the Company or pursuant to any scrip dividend scheme or under similar arrangement which may be approved by the Shareholders from time to time.

The Company had in issue an aggregate of 5,912,845,386 Shares as at the Latest Practicable Date. Subject to the passing of the Ordinary Resolution for the approval of the Issue Mandate, the Company would be allowed to issue new Shares up to a maximum of 1,182,569,077 Shares on the basis that no further Shares will be issued or repurchased before and up to the date of 2018 AGM.

THE REPURCHASE MANDATE

The Company's existing mandate to repurchase Shares was approved by the Shareholders at its annual general meeting held on 3 March 2017 and, unless otherwise renewed, such mandate will lapse at the conclusion of the 2018 AGM.

LETTER FROM THE BOARD

In order to seek the approval of Shareholders to grant the Repurchase Mandate at the 2018 AGM, the Directors will put forward the following resolution as set out in the notice of 2018 AGM:

- Ordinary resolution no. 5 — to grant a general mandate to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange representing up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 591,284,538 Shares on the basis that no further Shares will be issued or repurchased before and up to the date of 2018 AGM.

The Listing Rules contain provisions to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange. The Company is required to give Shareholders information which is reasonably necessary to enable them to make an informed decision as to whether to vote for or against the resolution to renew the grant of the Repurchase Mandate. In this regard, this circular contains an explanatory statement required by the Listing Rules as set out in the Appendix.

RE-ELECTION OF DIRECTORS

In accordance with article 108(A) of the Articles, Mr. Ho King Kung, Eric, Mr. Zhang Jinbing and Mr. Tam Ping Keun, Daniel shall retire by rotation at the AGM and they being eligible, offer themselves for re-election at the AGM. In accordance with article 112 of the Articles, Mr. Ho Chi Kit, Mr. Hiroyasu Koma, Mr. Teoh Chun Ming and Mr. Heung Chee Hang, Eric shall retire from office at the AGM and they, being eligible, offers themselves for re-election at the AGM. Each of the retiring Directors will be subject to retirement by rotation and re-election at annual general meetings of the Company every three years.

The biographical details of Mr. Ho King Kung, Eric, Mr. Zhang Jinbing, Mr. Tam Ping Keun, Daniel, Mr. Ho Chi Kit, Mr. Hiroyasu Koma, Mr. Teoh Chun Ming and Mr. Heung Chee Hang, Eric are set out below:

Mr. Eric King Fung, Eric (“Mr. Ho”), aged 40, joined the Company as an executive Director and the Co-Chairman of the Board on 1 November 2016. He was re-designated as the Chairman of the Board with effect from 24 November 2017. He has extensive experience in investment banking origination, capital markets and legal practice. He was an analyst at JP Morgan in 2000. He is a solicitor of the Hong Kong Special Administrative Region. He worked at Linklaters between 2003 and 2006 and his last position with Linklaters was associate solicitor. Between 2007 and 2010, he worked at Deutsche Bank AG, Hong Kong Branch and his last position held was vice president and the head of Hong Kong and Macau Origination. He is a committee member of the Chinese People’s Political Consultative Conference of Beijing, a role which he has held since 2008. He is also the president of the Macau Money Exchangers’ Association. He was awarded the Chinese Economics Elite Award in 2009. He has

LETTER FROM THE BOARD

served as an independent non-executive director of Nature Home Holding Company Limited, a company listed on the Stock Exchange (stock code: 2083), since May 2011. He was appointed as a non-executive director of EPI (Holdings) Limited, a company listed on the Stock Exchange (stock code: 689), in April 2013 and was re-designated as a non-executive chairman in July 2013, and he resigned from both positions in October 2016. He also served as a non-executive director of AGTech Holdings Limited, a company listed on the Stock Exchange (stock code: 8279), from May 2013 to August 2016. He is currently the chairman of P&W Money Changer Limited and Jing Yang Company Limited. He graduated with a Bachelor of Commerce degree (majoring in Finance) and a Bachelor of Laws degree from the University of New South Wales in Australia.

Mr. Ho has entered into a service contract with the Company for a term of 3 years commencing from 1 November 2016 and his appointment will continue thereafter unless and until terminated by either party giving three months' written notice in accordance with his service contract. As a Director, Mr. Ho is subject to retirement by rotation and re-election in accordance with the Articles.

Mr. Ho's remuneration is HK\$1,200,000 per annum in accordance with his service agreement which commensurates with his duties and responsibilities as executive Director and the prevailing market situation.

As at the Latest Practicable Date, Mr. Ho is interested in options granted under the share option scheme adopted by the Company on 1 March 2013 to subscribe for 20,000,000 Shares. He is also a cousin of Mr. Ho King Man, Justin, the ultimate beneficial owner of Ruby Charm Investment Limited, which is a substantial shareholder of the Company.

Mr. Zhang Jingbin ("Mr. Zhang"), aged 46, was re-designated as the Co-Chairman of the Board and was re-designated as a non-executive Director with effect from 24 November 2017. He has extensive experience in corporate management. He was an executive Director of the Company for the period from January 2015 to 23 November 2017 and was the Chairman of the Company for the period from June 2015 to 23 November 2017. He was also an executive director of Synertone Communication Corporation, a company listed on the Stock Exchange (stock code: 1613), for the period from August 2012 to April 2014. He is the founder and the director of China Golden Holdings Limited, a private company incorporated in Hong Kong and principally engaged in sundry trading (including hardware parts, car parts and PVC products). From 2004 to 2006, he worked as a general manager at Guangdong Copper Alloy Material Company Limited. Mr. Zhang graduated with a Bachelor of Arts degree from Guangzhou Foreign Language Institute in 1994.

Mr. Zhang has entered into a service contract as a non-executive Director with the Company for a term of three years commencing on 24 November 2017. The service contract can be terminated by either party by serving three months' notice in writing. Under the service contract, he is entitled to an annual salary of HK\$1 which is determined by reference to his performance for the year, experience, qualification, duties and responsibilities in the Company and the prevailing market rate and will be subject to review by the Remuneration Committee and the Board from time to time.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Zhang is interested in (i) 480,000 Shares; and (ii) options granted under the share option scheme adopted by the Company on 1 March 2013 to subscribe for 1,968,000 Shares. Save for above, Mr. Zhang does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Tam Ping Kuen, Daniel (“Mr. Tam”), aged 54, was appointed as an independent non-executive director of the Company with effect from 1 May 2006. Mr. Tam is the founder of Daniel Tam & Co., Certified Public Accountants (Practising). He holds a master degree of financial economics from the University of London and is an associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants.

Mr. Tam was appointed as an independent non-executive Director under a formal letter of appointment with the Company. Mr. Tam is entitled to a director’s fee of HK\$100,000 per annum. The remuneration of Mr. Tam has been determined with reference to his duties, responsibilities and experience, and the prevailing market conditions. Mr. Tam is subject to retirement and re-election provisions in accordance with the Company’s articles of association.

As at the Latest Practicable Date, Mr. Tam is interested in (i) 480,000 Shares; and (ii) options granted under the share option scheme adopted by the Company on 1 March 2013 to subscribe for 1,968,000 Shares. Save for above, Mr. Tam does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Ho Chi Kit (“Mr. C. K. Ho”), aged 55, was appointed as an executive Director with effect from 24 November 2017. He joined the Company as the chief executive officer of the Company on 9 October 2017 and is responsible for the overall management, business strategy and development, as well as merger and acquisition activities of the Group. Mr. C. K. Ho has over 25 years of experience in the private equity industry. He joined CVC Asia Pacific Limited (“CVC”) in 1999. During his time at CVC before he left in April 2017, he was a partner and he headed CVC’s Greater China office in Beijing and was a member of CVC’s board and investment committee. He had led buyout investment deals in Greater China and was responsible for sourcing, structuring, executing and supervising deals for CVC. He had completed numerous deals in Greater China, Japan, Korea and Southeast Asia regions and had gained in-depth knowledge in various sectors including branded consumer products, retail and distribution, education, healthcare services, food and beverages, financial services, telecommunications, environmental management, as well as various industrial sectors including automobile. He had also assisted CVC in raising four buyout funds at the total amount of over US\$10 billion in Asia. Before he joined CVC, Mr. Ho served as an associate director in the investment team of Citicorp Capital Asia Limited from 1993 to 1995 and later as a senior investment director of Citicorp China Investment Management Limited from 1995 to 1999, focusing on investments in Greater China and Southeast Asia.

Mr. C. K. Ho served as a non-executive director of C.banner International Holdings Limited, a company listed on the Stock Exchange (stock code: 1028), for the period from June 2012 to September 2015. He was a non-executive director of Sun Hung Kai & Co. Ltd, a company listed on the Stock Exchange (stock code: 86), for the period from August 2013 to June 2015. He was the vice chairman of Zhuhai Zhongfu Enterprise Co., Ltd., a company

LETTER FROM THE BOARD

incorporated in the People's Republic of China and listed on the Shenzhen Stock Exchange (stock code: 000659), for the period from November 2007 to February 2015. He graduated with a Bachelor of Computer Science (Honours) degree from the University of Manitoba in Canada in 1986 and a Master of Business Administration degree from the University of British Columbia in Canada in 1988. He has been a Chartered Financial Analyst of the Association for Investment Management and Research of the United States of America since 1993 and a Chartered Financial Planner of the Institute of Financial Planners of Hong Kong since 2003. He was a board member of the Hong Kong Venture Capital Association for the period from September 2011 to August 2015 and he currently sits on its nomination committee, membership committee and organisation committee and has taught its professional private equity courses for many years.

Mr. C. K. Ho has entered into a service contract as an executive Director with the Company for a term of three years commencing on 24 November 2017. The service contract can be terminated by either party by serving three months' notice in writing. Under the service contract, he is entitled to an annual salary of HK\$1 and a discretionary bonus for each completed year of service as may be decided by the Board, which are determined by reference to his performance for the year, experience, qualification, duties and responsibilities in the Company and the prevailing market rate and will be subject to review by the Remuneration Committee and the Board from time to time. As the chief executive officer of the Company, he is also entitled to an annual salary of HK\$4,800,000.

As at the Latest Practicable Date, Mr. C. K. Ho is interested in options granted under the share option scheme adopted by the Company on 1 March 2013 to subscribe for 50,000,000 Shares.

Mr. Hiroyasu Koma ("Mr. Koma"), aged 40, was appointed as an executive Director and with effect from 24 November 2017. He is the founder and has been the chief executive officer of GLM Co., Ltd. ("GLM") since April 2010. GLM is a company principally engaged in the manufacturing and sales of electric vehicles, and in which the Company acquired 85.5% interest as announced by the Company on 29 September 2017. Mr. Koma was also the founder and chief executive officer of Koma Enterprise Co., Ltd from April 2000 to August 2013, which focused on providing business process outsourcing services to, amongst others, domestic and international consumer electronics company, publishing business, temporary musician agency business, temporary staff agency business, sales promotion business, investment business and IT service business. He graduated with a Bachelor of Arts in Laws degree from Konan University in Japan in 2000 and a Master of Business Administration degree from Kyoto University in Japan in 2011. He won the first prize at the Kyoto KRP Technology & Business Contest 2012 and was a semi-finalist at of the Ernst & Young Entrepreneur of the Year 2013. He is currently a part-time lecturer in management of technology and venture business at the Kumamoto University in Japan.

Mr. Koma has entered into a service contract as an executive Director with the Company for a term of three years commencing on 24 November 2017. The service contract can be terminated by either party by serving three months' notice in writing. Under the service contract, he is entitled to an annual salary of HK\$1 and a discretionary bonus for each completed year of service as may be decided by the Board, which are determined by reference

LETTER FROM THE BOARD

to his performance for the year, experience, qualification, duties and responsibilities in the Company and the prevailing market rate and will be subject to review by the Remuneration Committee and the Board from time to time. As the chief executive officer of GLM, he is also entitled to an annual salary of JPY17,600,220.

As at the Latest Practicable Date, Mr. Koma is interested in 230,573,070 Shares, representing approximately 3.90% of the existing issued share capital of the Company within the meaning of Part XV of the SFO.

Mr. Teoh Chun Ming (“Mr. Teoh”), aged 47, was appointed as an independent non-executive Director with effect from 24 November 2017. He has over 20 years of accounting and finance experience. He obtained a Master of Professional Accounting degree from the Hong Kong Polytechnic University in 2005. He has been a fellow member of the Association of Chartered Certified Accountants since 2005, a fellow member of the Hong Kong Institute of Certified Public Accountants since 2010 and a fellow member of the Institute of Chartered Accountants in England and Wales since 2015. He has served as a non-executive director of Nature Home Holding Company Limited, a company listed on the Stock Exchange (stock code: 2083), since July 2012, upon the end of his term as its chief financial officer and company secretary commencing in September 2008 and March 2009 respectively. He previously served as an independent non-executive director of EPI (Holdings) Limited, a company listed on the Stock Exchange (stock code: 689), from January 2014 to October 2016. He has also served as the chief financial officer and company secretary of Joyer Auto HK Company Limited since July 2012.

Mr. Teoh has entered into a service contract as an independent non-executive Director with the Company for a term of three years commencing on 24 November 2017. The service contract can be terminated by either party by serving two months’ notice in writing. Under the service contract, he is entitled to an annual salary of HK\$200,000 which is determined by reference to his performance for the year, experience, qualification, duties and responsibilities in the Company and the prevailing market rate and will be subject to review by the Remuneration Committee and the Board from time to time.

Mr. Teoh does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Heung Chee Hang, Eric (“Mr. Heung”), aged 50, was appointed as an independent non-executive Director with effect from 24 November 2017. He has extensive experience in the legal field in Hong Kong. He qualified as a solicitor in Hong Kong in 1995 and has been a partner at Messrs. Tung, Ng, Tse & Heung since 2005. He also qualified as a Civil Celebrant of Marriages in Hong Kong in 2006. He has been an executive committee member of the Basic Law Institute of Hong Kong since 2015. He has been the legal adviser of The Association of the Hong Kong Members of Shandong’s Chinese People’s Political Consultative Conference Committees since 2012. He has served as an independent non-executive director of China Environmental Resources Group Limited, a company listed on the Stock Exchange (stock code: 1130), since January 2015. He previously served as an independent non-executive director of Zhong Fa Zhan Holdings Limited, a company listed on the Stock Exchange (stock code: 475), from November 2011 to October 2017 and an independent non-executive director of Gold Tat

LETTER FROM THE BOARD

Group International Limited, a company listed on the Stock Exchange (stock code: 8266), from August 2010 to March 2015. He graduated with a Bachelor of Laws degree in England in 1991. He has been a director of Lions Clubs of Kwai Tsing since 2010 and an honorary director of Nanjing (H.K.) Association Limited since 2015. He has also been a member of the United Services Recreation Club Standing Disciplinary Committee since 2015 and an honorary president of the Hong Kong Guangxi Beihai City Friendship Association Limited since 2017.

Mr. Heung has entered into a service contract as an independent non-executive Director with the Company for a term of three years commencing on 24 November 2017. The service contract can be terminated by either party by serving two months' notice in writing. Under the service contract, he is entitled to an annual salary of HK\$200,000 which is determined by reference to his performance for the year, experience, qualification, duties and responsibilities in the Company and the prevailing market rate and will be subject to review by the remuneration committee of the Company and the Board from time to time.

Mr. Heung does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, none of the retiring Directors has any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor has any of them held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Save as disclosed above, none of the retiring Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed above, there are no other matters concerning the retiring Directors that need to be brought to the attention of the Shareholders nor is there any other information relating to the retiring Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "O Luxe Holdings Limited" to "We Solutions Limited" and to adopt the Chinese name "力世紀有限公司" as the dual foreign name of the Company in place of the existing Chinese name "奧立仕控股有限公司".

The Group has diversified into the automobile manufacturing business following (i) the Group's acquisition of the majority stake in GLM Co., Ltd, which operates in Japan with primary focus on delivering powered electric vehicles and engineering solutions including chassis, power systems and vehicle control units to customers; and (ii) the Group's investment in Divergent Technologies, Inc. which is principally engaged in the business of research, design, development and manufacture of three-dimensional printed structures for automobiles. Details of the completions of such acquisition and investments are set out in the announcements of the Company dated 29 September 2017 and 28 December 2017 respectively.

LETTER FROM THE BOARD

In order to reflect the Group's aforesaid business diversification and expansion, the Board considers that the proposed Change of Company Name will better reflect the Company's new business strategies, and may also promote and strengthen the Company's corporate image and enable the Group to better identify itself and capture potential business opportunities for its future development. As such, the Board is of the view that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

The proposed Change of Company Name is subject to (i) the passing of the special resolution by the Shareholders to approve the proposed Change of Company Name; and (ii) the approval of the Registrar of Companies in the Cayman Islands for the use of proposed new English name and the adoption of the proposed new Chinese name as the dual foreign name of the Company.

Once the special resolution on the proposed Change of Company Name has been passed, the Company will file a certified copy of the said resolution with the Registrar of Companies in the Cayman Islands to effect the change. The proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new name of the Company into the register of companies in place of the existing name. Upon the Change of Company Name taking effect and the receipt of the Certificate of Incorporation on Change of Name from the Registry of Companies in the Cayman Islands, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong. The proposed Change of Company Name, once approved and after becoming effective, will not, in any way affect any of the rights of the Shareholders.

All existing share certificates of the Company in issue bearing the existing name of the Company shall continue to be evidence of title and valid for trading, settlement, registration and delivery purposes. As such, no arrangement will be made for the exchange of share certificates of the Company as a result of the proposed Change of Company Name.

ACTION TO BE TAKEN

On pages 16 to 20 of this circular is the notice of the 2018 AGM containing the resolutions to be put forward for the aforesaid proposed matters.

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of Shareholders at the 2018 AGM will be taken by poll and a scrutineer will be appointed by the Company for vote taking at the 2018 AGM. An announcement on the poll vote results will be made by the Company after the 2018 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Whether or not you intend to attend the 2018 AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the 2018 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the 2018 AGM or any adjournment thereof if you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the proposed re-election of the retiring Directors and the proposed Change of Company Name as set out in the notice of 2018 AGM, are in the best interests of the Company and the Shareholders as a whole. The necessary information for seeking Shareholders' approval on the proposed matters is already set out herein for consideration. The Directors recommend that all Shareholders should vote in favour of all relevant resolutions to be proposed at the 2018 AGM. As at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of any of the Resolutions to be proposed at the 2018 AGM.

FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
By order of the Board
O Luxe Holdings Limited
Ho King Fung, Eric
Chairman

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for consideration as to whether to vote for or against the ordinary resolution to be proposed at the 2018 AGM for granting the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to rule 10.06 of the Listing Rules which is set out as follows:

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,912,845,386 Shares.

Subject to the granting of the Repurchase Mandate and in accordance with the terms thereof, on the basis that no Shares are issued or repurchased by the Company before and up to the date of 2018 AGM, the Company will be allowed under the Repurchase Mandate to repurchase Shares up to a maximum of 591,284,538 Shares.

REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange as and when required. 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 earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will be made out of funds of the Company legally permitted to be utilized in this connection in accordance with its memorandum of association, the Articles, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

POSSIBLE MATERIAL ADVERSE IMPACT

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 30 September 2017, being the date of its latest audited consolidated financial statements. Therefore, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the appropriate working capital requirements or the gearing position of the Company as they would consider from time to time.

The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

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 prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
January 2017	0.88	0.73
February 2017	0.90	0.80
March 2017	0.85	0.68
April 2017	0.88	0.79
May 2017	0.84	0.78
June 2017	0.91	0.77
July 2017	1.45	0.91
August 2017	1.57	1.34
September 2017	1.85	1.41
October 2017	1.76	1.61
November 2017	1.72	1.60
December 2017	1.60	1.49
January 2018 (up to and including the Latest Practicable Date)	1.69	1.54

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could, depending on the level of such increase, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code. The Directors are aware of the consequences arising under the Takeovers Code of any Repurchase.

As at the Latest Practicable Date, Mr. Ho King Man Justin was recorded in the register required to be kept by the Company under sections 336 and 352 of the SFO as having an interest in 1,672,920,474 Shares, representing approximately 28.29% of the issued and outstanding share capital of the Company as at the Latest Practicable Date. The said interest was held through Ruby Charm Investment Limited, a company directly wholly-owned by Mr. Ho King Man Justin.

In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held directly or indirectly by Mr. Ho King Man Justin, the interest of Mr. Ho King Man Justin in the Company will be increased to approximately 31.44% of the issued share capital of the Company immediately after the exercise in full of the Repurchase Mandate. To the best of the knowledge and belief of the Directors, such increase may give rise to an obligation to Mr. Ho King Man Justin to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to repurchase Shares to an extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has purchased any of the Company's Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases under the Repurchase Mandate pursuant to the relevant resolution of the Company and in accordance with the Listing Rules and the applicable laws of the Cayman Islands and as permitted by the regulations in the memorandum and articles of association of the Company.

DIRECTORS' DEALINGS

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the 2018 AGM and exercised.

CONNECTED PERSONS

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell any securities to the Company nor has any such core connected person undertaken not to sell any of the securities held by him or her to the Company in the event that the Repurchase Mandate is granted.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the Annual General Meeting of O Luxe Holdings Limited (the “Company”) will be held at 10:30 a.m. on Wednesday, 28 February 2018 at 8/F., Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 30 September 2017;
2. To re-elect directors and to authorise the board of directors to fix the directors’ remuneration;
3. To re-appoint KTC Partners CPA Limited as auditor of the Company and to authorise the board of directors to fix their remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares (“Shares”) in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in this resolution, otherwise than pursuant to:
- (i) a rights issue (as defined below); or
 - (ii) the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or
 - (iii) the exercise of any option under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other eligible persons of Shares or rights to acquire Shares of the Company; or
 - (iv) scrip dividends or under similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; and
 - (v) a specific authority granted by the shareholders of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval pursuant to paragraph (a) of this resolution shall be limited accordingly;

- (d) for the purpose of this resolution:

“Relevant Period” means the period from 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 articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of shares open for a period fixed by the Directors to the holders of Shares 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 as at that date (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase shares (“Shares”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“Recognised Stock Exchange”), subject to and in accordance with the applicable laws of the Cayman Islands and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited or those of any other Recognised Stock Exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolutions numbered 4 and 5 as set out in the notice (the “Notice”) convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares in the capital of the Company pursuant to the resolution numbered 4 as set out in the Notice be and the same is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution numbered 5 as set out in the Notice provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

SPECIAL RESOLUTION

7. As special business, to consider and, if thought fit, to pass the following as special resolution:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, (i) the English name of the Company be changed from “O Luxe Holdings Limited” to “We Solutions Limited”; and (ii) the Chinese name of “力世紀有限公司” be adopted as the dual foreign name of the Company in place of its existing Chinese name “奧立仕控股有限公司”, and that any one or more of the directors or the company secretary of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the above proposed change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
O Luxe Holdings Limited
Ho King Kung, Eric
Chairman

Hong Kong
26 January 2018

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

*Head office and principal place of
business in Hong Kong:*
Room 302, 3/F
Lippo Sun Plaza
28 Canton Road
Tsimshatsui
Kowloon, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member of the Company entitled to attend and vote at the aforesaid meeting is entitled to appoint one or (if he holds 2 or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrars of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting.
- (4) A form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- (5) In the case of joint holders of any shares, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- (6) The register of members will be closed from 22 February 2018 to 28 February 2018 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending and voting at the aforesaid meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrars of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 21 February 2018.