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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 15 JULY 2019, APPOINTMENT OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board hereby announces that at the SGM held on 15 July 2019, (i) the proposed resolutions no. 5, 6, 7, 8 and 9, as set out in the Notice were duly passed by way of poll at the SGM; and (ii) the proposed resolutions no. 1, 2, 3 and 4 had been withdrawn and were not put forward for voting at the SGM.

At the SGM, Mr. Chung Yuk Lun and Mr. Chan Chung Yin Victor were appointed as executive directors of the Company and Mr. Cheng Chun Man and Mr. Tang, Warren Louis were appointed as independent non-executive directors of the Company with immediate effect.

The Board is pleased to announce that with effect from 15 July 2019:

- (1) Mr. Man Wai Lun has been appointed as the chairman of each of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee;
- (2) Mr. Cheng Chun Man has been appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee; and
- (3) Mr. Tang, Warren Louis has been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Reference is made to the circular (the “**Circular**”) of Elegance Optical International Holdings Limited (the “**Company**”) incorporating the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of the Company dated 17 June 2019 and the announcements (the “**Announcements**”) of the Company dated 14 June 2019, 18 June 2019 and 25 June 2019. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board announces that at the SGM held on 15 July 2019, (i) the proposed resolutions (the “**Resolutions**”) no. 5, 6, 7, 8 and 9, as set out in the Notice were duly passed by way of poll at the SGM; and (ii) the proposed resolutions no. 1, 2, 3 and 4 had been withdrawn and were not put forward for voting at the SGM.

The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions was 404,369,123, representing the entire issued share capital of the Company as at the date of the SGM. None of the Shareholders were required to abstain from voting at the SGM under the Listing Rules. In addition, there were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the SGM as set out in Rule 13.40 of the Listing Rules.

The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

Details of the poll results of the SGM are set out below:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)	
		FOR	AGAINST
1.	To remove Ms. Liu Shufeng as director of the Company with immediate effect.	N/A*	N/A*
2.	To remove Mr. Wong Hoi Ping as director of the Company with immediate effect.	N/A*	N/A*
3.	To remove Mr. Chan Ming Kei as director of the Company with immediate effect.	N/A*	N/A*
4.	To remove Mr. Wan Kin Man, Tony as director of the Company with immediate effect.	N/A*	N/A*
5.	To appoint Mr. Chung Yuk Lun as executive director of the Company with immediate effect.	189,584,282 (100%)	0 (0%)
6.	To appoint Mr. Chan Chung Yin Victor as executive director of the Company with immediate effect.	189,584,282 (100%)	0 (0%)
7.	To appoint Mr. Cheng Chun Man as independent non-executive director of the Company with immediate effect.	189,584,282 (100%)	0 (0%)
8.	To appoint Mr. Tang, Warren Louis as independent non-executive director of the Company with immediate effect.	189,584,282 (100%)	0 (0%)
9.	To remove all directors of the Company that may be appointed after 22 May 2019 up to and including the time immediately before the special general meeting of the Company during which this resolution is considered with immediate effect.	189,554,282 (100%)	0 (0%)

* As set out in the Announcements, (i) Ms. Liu Shufeng has resigned as executive Director with effect from 14 June 2019; (ii) Mr. Wong Hoi Ping has resigned as non-executive Director with effect from 25 June 2019; and (iii) Mr. Chan Ming Kei and Mr. Wan Kin Man, Tony have resigned as independent non-executive Directors with effect from 18 June 2019. The proposed ordinary resolutions numbered 1, 2, 3 and 4 in respect of the removal of Ms. Liu Shufeng, Mr. Wong Hoi Ping, Mr. Chan Ming Kei and Mr. Wan Kin Man, Tony as directors of the Company as set out in Notice had been withdrawn and were not put forward for voting at the SGM.

As more than 50% of the votes were cast in favour of the proposed resolutions no. 5, 6, 7, 8 and 9, all the aforesaid resolutions were duly passed as ordinary resolutions of the Company by way of poll at the SGM.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that according to the poll results of the SGM, Mr. Chung Yuk Lun (“**Mr. Chung**”) and Mr. Chan Chung Yin Victor (“**Mr. Chan**”) have been appointed as the executive directors of the Company and Mr. Cheng Chun Man (“**Mr. Cheng**”) and Mr. Tang, Warren Louis (“**Mr. Tang**”) have been appointed as the independent non-executive directors of the Company with immediate effect.

Please refer to the Circular for the biographical details of Mr. Chung, Mr. Chan, Mr. Cheng and Mr. Tang. In relation to the biographical details of Mr. Cheng, the Company has been informed by Mr. Cheng that he has been appointed as an independent non-executive director of Life Healthcare Group Limited (stock code: 928), which shares are listed on the Main Board of the Stock Exchange, since 18 June 2019.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board further announces that (i) Mr. Man Wai Lun (“**Mr. Man**”), an independent non-executive Director, has been appointed as the chairman of each of the remuneration committee (the “**Remuneration Committee**”) of the Company and the nomination committee (the “**Nomination Committee**”) of the Company and a member of the audit committee (the “**Audit Committee**”) of the Company; (ii) Mr. Cheng has been appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee; and (iii) Mr. Tang has been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, with effect from 15 July 2019.

Following the appointment of Mr. Chung, Mr. Chan, Mr. Man, Mr. Cheng and Mr. Tang, the Company (i) has two executive Directors and three independent non-executive Directors and therefore the Company will comply with the requirements under Rule 3.10(1) and 3.10A of the Listing Rules; (ii) has an Audit Committee comprising of three members and therefore the Company will comply with the requirement under Rule 3.21 of the Listing Rules; (iii) has a Remuneration Committee chaired by an independent non-executive Director and comprising a majority of independent non-executive directors and therefore the Company will comply with the requirements under Rule 3.25 of the Listing Rules; and (iv) has a Nomination Committee chaired by an independent non-executive Director and comprising a majority of independent non-executive directors and therefore the Company will comply with the requirements under code provision A.5.1 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. Chung, Mr. Chan, Mr. Cheng and Mr. Tang for joining the Board.

By order of the Board
Elegance Optical International Holdings Limited
Man Wai Lun
Independent non-executive Director

Hong Kong, 15 July 2019

As at the date of this announcement, the executive Directors are Mr. Chung Yuk Lun and Mr. Chan Chung Yin Victor; and the independent non-executive Directors are Mr. Man Wai Lun, Mr. Cheng Chun Man and Mr. Tang, Warren Louis.