

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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) INFORMATION ON THE RETIRING DIRECTORS TO BE
RE-ELECTED AT THE 2016 ANNUAL GENERAL MEETING
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board of the Company is set out on pages 3 to 9 of this circular. A notice convening the 2016 AGM of the Company to be held at 9:00 a.m. on Friday, 4 March 2016 at Unit 329 & 330, 3/F, Hankow Centre, 5–15 Hankow Road, Tsimshatsui, Kowloon, Hong Kong, is set out on pages 14 to 18 of this circular.

A form of proxy for the 2016 AGM is enclosed with this circular. Whether or not you desire to attend the 2016 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 2016 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the 2016 AGM or any adjournment thereof if you so wish.

29 January 2016

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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:

“2016 AGM”	the annual general meeting of the Company to be held at 9:00 a.m. on Friday, 4 March 2016 at Unit 329 & 330, 3/F, Hankow Centre, 5–15 Hankow Road, Tsimshatsui, Kowloon, Hong Kong and the notice of which is set out in this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“associated company”	has the meaning ascribed to it under the Takeovers Code
“Board” or “Directors”	the board of directors of the Company
“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
“Connected person”	has the same meaning as defined in the Listing Rules
“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 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 2016 AGM, which is also extended by the addition of the number of Shares purchased under the Repurchase Mandate
“Latest Practicable Date”	22 January 2016, being the latest practicable date before the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing

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 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 2016 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
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere
“substantial shareholder(s)”	shall have the meaning ascribed to it under the Listing Rules
“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. Zhang Jinbing (*Chairman*)
Mr. Wong Chi Ming, Jeffry (*Chief executive officer*)
Mr. Yu Fei Philip

Non-executive Director:

Mr. Xiao Gang

Independent non-executive Directors:

Mr. Tam Ping Kuen, Daniel
Dr. Li Yifei
Dr. Zhu Zhengfu

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

29 January 2016

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE NEW SHARES AND TO REPURCHASE SHARES,
(2) INFORMATION ON THE RETIRING DIRECTORS TO BE
RE-ELECTED AT THE 2016 ANNUAL GENERAL MEETING
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The Directors will propose various resolutions at the 2016 AGM regarding (i) proposed granting of the Issue Mandate and the Repurchase Mandate; and (ii) proposed re-election of the retiring directors. 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 2016 AGM.

LETTER FROM THE BOARD

2. 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 6 March 2015. Unless otherwise renewed, the existing mandate to allot and issue Shares will lapse at the conclusion of the 2016 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 2016 AGM and will put forward the following resolutions as set out in the notice of 2016 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 2,451,771,105 Shares as at the Latest Practicable Date. Subject to the granting of the Issue Mandate on the terms thereof, the Company would be allowed to issue new Shares up to a maximum of 490,354,221 Shares on the basis that no further Shares will be issued or repurchased before and up to the date of 2016 AGM.

3. THE REPURCHASE MANDATE

The Company's existing mandate to repurchase Shares was approved by the Shareholders at its annual general meeting held on 6 March 2015 and, unless otherwise renewed, such mandate will lapse at the conclusion of the 2016 AGM.

LETTER FROM THE BOARD

In order to seek the approval of Shareholders to grant the Repurchase Mandate at the 2016 AGM, the Directors will put forward the following resolution as set out in the notice of 2016 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.

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.

4. INFORMATION OF THE RETIRING DIRECTORS TO BE RE-ELECTED AT THE 2016 AGM

For your further information, we set out below the relevant details of the retiring directors proposed to be re-elected at the 2016 AGM:

Mr. Wong Chi Ming, Jeffrey (“Mr. Wong”), aged 58, is an executive director and the Chief executive officer of the Company. He was appointed as an executive director of the Company with effect from 28 February 2002 under a service agreement dated 12 August 2002. His term of service commenced from 1 August 2002 for an initial period of 36 months and expired on 31 July 2005 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the appointment. In addition, Mr. Wong is subject to retirement and re-election provisions in accordance with the Company’s articles of association. No emolument or bonus will be paid or payable to Mr. Wong.

He also acts as a director of certain subsidiaries of the Company. Mr. Wong has extensive experience and knowledge in the jewellery industry and is responsible for management of retail businesses and the operation of the Company. Other than the directorship with the Company, Mr. Wong did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”). Mr. Wong is not related to any directors, senior management or substantial or controlling shareholders of the Company as at the Latest Practicable Date.

LETTER FROM THE BOARD

Mr. Tam Ping Kuen, Daniel (“Mr. Tam”), aged 52, was appointed as an independent non-executive director (“INED”) of the Company with effect from 1 May 2006. He is the chairman of audit committee, remuneration committee and nomination committee of the Company. Pursuant to the appointment letter, the appointment of Mr. Tam is for a term of one year and thereafter can be extended for such period as the Company and Mr. Tam may agree in writing. Mr. Tam’s remuneration is fixed at HK\$100,000 per annum which is commensurate with his duties and responsibilities as an INED and the prevailing market situation for similar appointment. Mr. Tam is subject to retirement and re-election provisions in accordance with the Company’s articles of association.

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 did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Tam had not held and is not, until his appointment as an INED of the Company, holding any position with the Company and/or its subsidiaries. He is independent of the directors, senior management, substantial or controlling shareholders of the Company. Mr. Tam does not have any interests in shares of the Company within the meaning of the SFO.

Mr. Tam has met the independence guidelines set out in rule 3.13 of the Listing Rules and he has also given an annual confirmation of his independence to the Company this year. The Board and the nomination committee, therefore, consider him to be independent. The Board and the nomination committee also believes that Mr. Tam should be elected because he continues to bring relevant accounting experience and knowledge to the Board.

Dr. Li Yifei (“Dr Li”), aged 51, was appointed as an INED of the Company with effect from 7 May 2015. He is a member of each of audit committee, nomination committee and the remuneration committee of the Company. He has over 25 years of experience in management in China. In 1993, Dr. Li founded China Guardian Auctions Co., Ltd.* (中國嘉德國際拍賣有限公司), set up Guangzhou Huayi Enterprise Group Co., Ltd.* (廣州華藝企業集團有限公司) and has been serving as its chairman of the board of directors since 1993. From 1985 to 1987, Dr. Li worked at the Department of Foreign Trade and Economic Cooperation of Guangdong Province (廣東省對外經濟貿易廳). Dr. Li served as a manager at Zhongnan Economic and Technology Development Co., Ltd* (中南經濟技術發展公司) and Huatian Company of the China Council for the Promotion of International Trade* (廣東省貿促會華天公司) from 1988 to 1990 and from 1990 to 1992 respectively.

Dr. Li graduated from the School of Economics of Wuhan University (武漢大學) in 1985 and obtained a doctoral degree in economics from the School of Economics of Wuhan University in 2000.

Dr. Li is currently the chairman of the board of directors of Guangzhou Huayi Enterprise Group Co., Ltd.* (廣州華藝企業集團有限公司). Dr. Li is also a standing committee member of Guangdong Federation of Industry and Commerce (廣東省工商聯), committee member of the Guangdong Province Committee of the Chinese People’s Political Consultative Conference

LETTER FROM THE BOARD

(中國人民政治協商會議廣東省委員會), standing officer of Chinese Young Volunteers Association (中國青年志願者協會), vice-president of the Standing Committee of the Guangdong Province Private Enterprise Cultural Association (廣東省民營企業文化協會), standing vice-president of Guangdong Province Cantonese Opera Development Fund (廣東省粵劇繁榮基金會), founder and president of Guangzhou Dayi Culture and Arts Fund (廣州市大藝文化藝術基金會) and the standing vice-president of Guangdong Hunan Chamber of Commerce (廣東省湖南商會).

Pursuant to the appointment letter, the term of appointment of Dr. Li is from 7 May 2015 to the earlier of 30 April 2016 or the next general meeting of the Company.

His appointment and remuneration in the sum of HK\$100,000 per annum have been recommended by the nomination committee and the remuneration committee of the Company and approved by the Board, taking into account his duties and responsibilities as independent non-executive director and the prevailing market situation.

Save as disclosed above, Dr. Li has not held any directorships in any public listed companies in the past three years and is not connected with any directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company. Dr. Li is interested in 1,068,000 shares (representing 0.04% of the issued share capital of the Company) within the meaning of the SFO.

Dr. Zhu ZhengFu (“Dr. Zhu”), aged 51, was appointed as an INED of the Company with effect from 7 May 2015. He is a member of each of audit committee, nomination committee and the remuneration committee of the Company. He is a senior attorney with over 25 years of experience in legal practice in China. He is one of the founders of Guangdong Kunlun Law Firm* (廣東東方昆侖律師事務所) which was set up in 1998 and is currently the managing and executive partner. He joined Guangzhou Wanbao Group Import & Export Company* (廣州萬寶電器集團進出口公司) in 1987. Since 1993, Dr. Zhu served successively as an officer of the Finance and Real Estate Department in Guangdong Economic and Trade Law Firm* (廣東經濟貿易律師事務所), a partner of Guangdong Continent Law Firm* (廣東大陸律師事務所) and a deputy officer of Guangdong Real Estate Legal Consultation Center* (廣東地產法律諮詢服務中心). Dr. Zhu graduated from the Law School of Wuhan University (武漢大學) with a master’s degree in laws in 1987 and obtained a doctoral degree in laws from the Law School of Wuhan University in 1999.

Dr. Zhu obtained the qualification of being an independent director in China in 2001. Dr. Zhu is currently an independent director of E Fund Management Co., Ltd.* (易方達基金管理有限公司), Guangdong Guangzhou Daily Media Co., Ltd.* (廣東廣州日報傳媒股份有限公司) (stock code: 2181), shares of which are listed on Shenzhen Stock Exchange, Poly Real Estate Group Co., Ltd.* (保利房地產(集團)股份有限公司) (stock code: 600048), shares of which are listed on Shanghai Stock Exchange and Jiangsu Dongguang Micro-electronic Stock Co., Ltd.* (江蘇東光微電子股份有限公司) (stock code: 2504), shares of which are listed on Shenzhen Stock Exchange, and a company supervisor of Guangzhou Shipyard International Company Limited (廣州廣船國際股份有限公司) (stock code: 317), shares of which are listed on The

LETTER FROM THE BOARD

Stock Exchange of Hong Kong Limited. Mr. Zhu is also a member of the National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議全國委員會) and the vice president of All China Lawyers Association (中華全國律師協會).

Pursuant to the appointment letter, the term of appointment of Dr. Zhu is from 7 May 2015 to the earlier of 30 April 2016 or the next general meeting of the Company. His appointment and remuneration in the sum of HK\$100,000 per annum have been recommended by the nomination committee and the remuneration committee of the Company and approved by the Board, taking into account his duties and responsibilities as independent non-executive director and the prevailing market situation.

Save as disclosed above, Dr. Zhu has not held any directorships in any public listed companies in the past three years and is not connected with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Dr. Zhu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Xiao Gang (“Mr. Xiao”), aged 45, was appointed as a non-executive director of the Company with effect from 5 October 2015. He has over 10 years of experience in legal and investment fields, he is currently an investment director and a legal director (法務總監) of Hengdeli Holdings Limited (stock code: 3389) (“Hengdeli”), shares of which are listed on The Stock Exchange of Hong Kong Limited. Hengdeli is a substantial shareholder of the Company. Mr. Xiao joined Hengdeli in 2013 as a legal director. For the period from 2001 to 2012, Mr. Xiao was a lawyer and a partner of Beijing Kangda Law firm in the People's Republic of China (“PRC”) focusing on corporate and commercial matters and capital markets.

Mr. Xiao obtained a Bachelor of Science in Engineering from Beijing Union University in 1992, and also holds a Master of Laws from University of International Business and Economics in the PRC. Mr. Xiao was admitted as a lawyer in the PRC in 2001.

Pursuant to the appointment letter, the term of appointment of Mr. Xiao is from 5 October 2015 to the earlier of 4 October 2016 or the next general meeting of the Company.

His appointment and remuneration in the sum of HK\$100,000 per annum have been recommended by the nomination committee and the remuneration committee of the Company and approved by the Board, taking into account his duties and responsibilities as a non-executive director and the prevailing market situation.

Save as disclosed, Mr. Xiao has not held any directorships in any public listed companies in the past three years and is not connected with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Xiao is interested in 72,000 shares of the Company within the meaning of Part XV of the SFO. Save as disclosed, he does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

* *for identification purpose only*

LETTER FROM THE BOARD

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to the proposed re-election of the aforesaid retiring directors.

5. ACTION TO BE TAKEN

On pages 14 to 18 of this circular is the notice of the 2016 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 2016 AGM will be taken by poll and a scrutineer will be appointed by the Company for vote taking at the 2016 AGM. An announcement on the poll vote results will be made by the Company after the 2016 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Whether or not you intend to attend the 2016 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 2016 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 2016 AGM or any adjournment thereof if you so wish.

6. RECOMMENDATION

The Directors believe that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of the retiring directors as set out in the notice of 2016 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 such ordinary resolutions to be proposed at the 2016 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 2016 AGM.

Yours faithfully,
By order of the Board
O Luxe Holdings Limited
Zhang Jinbing
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 2016 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:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,451,771,105 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 2016 AGM, the Company will be allowed under the Repurchase Mandate to repurchase Shares up to a maximum of 245,177,110 Shares.

2. 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.

3. FUNDING OF REPURCHASES

Repurchase must be funded out of funds which are legally available for such purpose in accordance with the memorandum and articles of association of the Company and the Companies Law. The Company may not repurchase its own securities 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. Under the Cayman Islands law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose, or, if so authorised by its articles of association and subject to the provisions of the Companies Law, out of capital under certain circumstances. Any premium payable on a redemption or purchase over the par value of the shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by its articles of association and subject to the provisions of the Companies Law, out of capital under certain circumstances.

4. 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 2015, 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.

5. 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 2015	0.490	0.437
February 2015	0.447	0.327
March 2015	0.430	0.300
April 2015	0.970	0.310
May 2015	0.640	0.465
June 2015	0.650	0.440
July 2015	0.520	0.290
August 2015	0.470	0.290
September 2015	0.365	0.275
October 2015	0.325	0.270
November 2015	0.365	0.280
December 2015	0.320	0.220
January 2016 to the latest practicable date	0.240	0.180

6. 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.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following persons were directly or indirectly interested in 5% or more of the nominal value of the issued ordinary shares that carry a right to vote in all circumstances at general meetings of the Company:

Name	Number of Issued Share held/interested	Approximate Percentage of Shareholding
(1) Prestige Rich Holdings Limited (<i>Note 1</i>)	673,622,316	27.47%
(2) Zhang Jinbing (<i>Note 1</i>)	673,622,316	27.47%
(3) Hengdeli Holdings Limited (<i>Note 2</i>)	300,000,000	12.24%
(4) Alpha Key Investments Limited (<i>Note 2</i>)	300,000,000	12.24%

In the event that the Directors exercised in full the power to repurchase shares of the Company in accordance with the terms of the ordinary resolution no. 5 to be proposed at the 2016 AGM, the aforesaid interests of (1) Prestige Rich Holdings Limited; (2) Zhang Jinbing; (3) Hengdeli Holdings Limited; and (4) Alpha Key Investments Limited in the issued share capital of the Company as at the Latest Practicable Date would be proportionally increased to approximately (1) 30.53%; (2) 30.53%; (3) 13.60%; and (4) 13.60% respectively.

In view of this, such increase may give rise to an obligation to Mr. Zhang and Prestige Rich Holdings Limited to make a mandatory offer under the Takeovers Code, subject to the granting of waiver by the executive director of the corporate finance division of Securities and Futures Commission and any delegate of the executive director pursuant to the Takeovers Code. Save as aforesaid, as at the Latest Practicable Date, the Directors are not aware of the consequences of such increases as a result of repurchases of Shares that would result in the aforesaid persons or any shareholder, or group of shareholders acting in concert, becoming obliged to make a mandatory offer under the Takeovers Code. Moreover, the Directors have no intention to exercise the Repurchase Mandate to such extent that would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

Note 1: These 673,622,316 shares are registered in the name of Prestige Rich Holdings Limited, of which the entire issue share capital is wholly held by Mr. Zhang Jinbing.

Note 2: Alpha Key Investments Limited is a controlled corporation of Hengdeli Holdings Limited which is deemed to be interested in the same parcel of shares.

7. 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.

8. 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.

9. DIRECTORS' DEALINGS

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the 2016 AGM and exercised.

10. CONNECTED PERSONS

No core connected person 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 2016 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 9:00 a.m. on Friday, 4 March 2016 at Unit 329 & 330, 3/F, Hankow Centre, 5–15 Hankow Road, Tsimshatsui, Kowloon, 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 2015;
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;

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- (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

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“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 (on the basis that no Shares are issued or repurchased by the Company before and up to the date of passing this resolution, the Company will be allowed to repurchase fully paid Shares up to a maximum of 245,177,110 Shares) 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

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(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.”

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.”

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

Hong Kong
29 January 2016

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

As at the date hereof, the Company’s executive directors are Mr. Zhang Jinbing, Mr. Wong Chi Ming, Jeffrey and Mr. Yu Fei, Philip and non-executive director namely Mr. Xiao Gang and independent non-executive directors are Mr. Tam Ping Kuen, Daniel, Dr. Li Yifei and Dr. Zhu Zhengfu.

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.

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- (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) The register of members will be closed from 2 March 2016 to 4 March 2016 (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 1 March 2016.