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# YORKEY

**YORKEY OPTICAL INTERNATIONAL (CAYMAN) LTD.**

**精熙國際(開曼)有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2788)**

## **CHANGE IN COMPOSITION OF INDEPENDENT BOARD COMMITTEE**

Reference is made to (i) the joint announcement of Asia Optical International Ltd. (the “**Offeror**”) and Yorkey Optical International (Cayman) Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 15 October 2021 (the “**Joint Announcement**”) in relation to, among other things, the proposed privatisation of the Company by the Offeror by way of a scheme of arrangement under Section 86 of the Companies Act; and (ii) the announcement issued by the Company dated 11 November 2021 in relation to the appointment of an independent non-executive director of the Company (the “**Appointment Announcement**”).

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

## **CHANGE IN COMPOSITION OF INDEPENDENT BOARD COMMITTEE**

As disclosed in the Appointment Announcement, Mr. Li Ho Man (李浩民) (“**Mr. Li**”) was appointed as independent non-executive Director on 11 November 2021.

Pursuant to Rule 2.8 of the Takeovers Code, the Independent Board Committee comprises all non-executive Directors who have no direct or indirect interest in the Proposal. As set out in the Joint Announcement, an Independent Board Committee, which comprises the independent non-executive Directors, namely Mr. Lin Meng-Tsung, Mr. Lin Yi-Min and Mr. Liu Wei-Li, had been established by the Board to make a recommendation to the Independent Shareholders as to whether the terms of the Proposal and the Scheme are, or are not, fair and reasonable and as to voting at the Court Meeting and the EGM. As a result of the appointment of Mr. Li as independent non-executive Director, the Independent Board Committee comprises Mr. Lin Meng-Tsung, Mr. Lin Yi-Min, Mr. Liu Wei-Li and Mr. Li.

**WARNINGS:**

**Shareholders and potential investors of the Company should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived (as applicable) and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By order of the board of  
**YORKEY OPTICAL INTERNATIONAL (CAYMAN) LTD.**  
**Kurihara Toshihiko**  
*Executive Director and Chief Executive Officer*

Hong Kong, 11 November 2021

*As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Lai I-Jen and Mr. Kurihara Toshihiko; one non-executive Director, namely, Ms. Wu Shu-Ping, and four independent non-executive Directors, namely, Mr. Lin Meng-Tsung, Mr. Liu Wei-Li, Mr. Lin Yi-Min and Mr. Li Ho Man.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

\* *For identification purposes only*