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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)

**INSIDE INFORMATION –
UNAUDITED FINANCIAL INFORMATION**

This announcement is made by Yorkey Optical International (Cayman) Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “**SFO**”).

Pursuant to the laws and regulations of Taiwan, Asia Optical, an indirect substantial shareholder of the Company, is required to release to the Taiwan market certain information regarding its investments made through its subsidiaries (including the Company and its subsidiaries) in accordance with the Taiwan accounting standards. Asia Optical proposes to release such information for the nine months ended 30 September 2021 (the “**Period**”) which includes the unaudited profit (loss) of the subsidiaries attributable to Asia Optical for the Period on 12 November 2021.

The Company reproduces herein the information on the unaudited profit (loss) of the subsidiaries which will be the same as that to be disclosed by Asia Optical.

The following is the information on the unaudited profit (loss) of the subsidiaries for the Period extracted from the information to be released by Asia Optical to the Taiwan market (the “**Unaudited Financial Information**”):

Name of investors	Name of investees	Percentage of ownership	Unaudited profit (loss) of the investees for the Period (<i>Note 1</i>)		Unaudited profit (loss) of the investees attributable to the investors for the Period (<i>Note 1</i>)	
			(<i>NTD'000</i>)	(<i>equivalent to US\$'000</i>)	(<i>NTD'000</i>)	(<i>equivalent to US\$'000</i>)
AOIL	The Company	23%	81,036	2,887	18,493	659
Richman	The Company	5%	81,036	2,887	3,967	141
The Company	Yorkey Optical Technology	100%	46,565	1,659	46,565	1,659

Name of the PRC subsidiary	Percentage of Asia Optical's indirect shareholding in the PRC subsidiary	Unaudited profit (loss) of the PRC subsidiary for the Period (<i>Note 1</i>)		Unaudited profit (loss) of the PRC subsidiary attributable to Asia Optical for the Period (<i>Note 1</i>)	
		(<i>NTD'000</i>)	(<i>equivalent to US\$'000</i>)	(<i>NTD'000</i>)	(<i>equivalent to US\$'000</i>)
Dongguan Yorkey	23%	53,884	1,920	12,296	438
Dongguan Yorkey	5%	53,884	1,920	2,640	94

Note: 1. The information to be disclosed by Asia Optical has not been audited and is prepared by Asia Optical on the unaudited profit (loss) of the subsidiaries for the Period. It has been prepared in accordance with Taiwan accounting standards, and may not represent the complete information regarding the profit (loss) of the subsidiaries in accordance with Hong Kong Financial Reporting Standards adopted by the Company and has not been verified by the Company. Shareholders and potential investors are advised to exercise caution in dealing with shares of the Company.

2. In this announcement, unless otherwise specified, NTD has been converted into US\$ at an exchange rate of US\$1:NTD28.067 for illustrative purpose only.

TAKEOVERS CODE IMPLICATIONS

Reference is made to the joint announcement of the Offeror and the Company 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 (the “**Proposal**”). Accordingly, the offer period in respect of the Company has commenced since 15 October 2021.

The Unaudited Financial Information, insofar as it is related to the Company, Yorkey Optical Technology, a direct wholly-owned subsidiary of the Company, and Dongguan Yorkey, an indirect wholly-owned subsidiary of the Company, constitutes a profit estimate under Rule 10 of the Takeovers Code (the “**Profit Estimate**”) and is required to be reported on by the Company’s financial advisers and its accountants or auditors in accordance with Rule 10.4 of the Takeovers Code.

Since this announcement is made pursuant to Part XIVA of the SFO and Rule 13.09 of the Listing Rules, which require the Company to disclose any inside information as soon as reasonably practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code. The Company would like to draw the attention of the Shareholders and potential investors that this announcement does not meet the standard required by Rule 10 of the Takeovers Code.

As disclosed in the positive profit alert announcement of the Company dated 1 November 2021 (the “**Profit Alert Announcement**”) in relation to, among other things, the unaudited consolidated profit of the Group for the Period (the “**Profit Alert**”), the Profit Alert constitutes a profit forecast under Rule 10 of the Takeovers Code and the reports of the financial advisers and the accountants or auditors on the Profit Alert (the “**Profit Forecast Reports**”) will be included into the Scheme Document to be sent to the Shareholders.

Since (i) the Unaudited Financial Information is in relation to the profit or loss of each investee in accordance with the Taiwan accounting standards and not of the Group and (ii) the Profit Alert, which is based on Hong Kong Financial Reporting Standards, covers the consolidated profit of the Group for the same Period and such Profit Forecast Reports will be included in the Scheme Document, separate reports by the Company’s financial adviser and its auditors or accountants on the Profit Estimate will not be included in the Scheme Document.

The Profit Estimate does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code, and thus the Shareholders and potential investors of the Company are advised to exercise caution in placing reliance on the Profit Estimate when dealing in the securities of the Company and assessing the merits and demerits of the Proposal.

DEFINITIONS

“Asia Optical”	Asia Optical Co., Inc., a company incorporated on 9 October 1980 under the laws of Taiwan, the shares of which are listed on the Taiwan Stock Exchange, and the parent company of AOIL and an indirect substantial Shareholder
“AOIL” or “Offeror”	Asia Optical International Ltd., a company incorporated in the British Virgin Islands with limited liability, a wholly-owned subsidiary of Asia Optical and a substantial Shareholder
“Company”	Yorkey Optical International (Cayman) Ltd., a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Dongguan Yorkey”	Dongguan Yorkey Optical Machinery Components Ltd., a wholly foreign owned enterprise established under the laws of the PRC on 11 December 1995 and an indirect wholly-owned subsidiary of the Company
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“NTD”	New Taiwan Dollar, the lawful currency of Taiwan
“PRC”	the People’s Republic of China which, and for the purposes of this announcement shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Richman”	Richman International Group Co., Ltd., a wholly-owned subsidiary of Asia Optical
“Scheme Document”	has the meaning ascribed to it in the Joint Announcement
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“US\$” US dollars, the lawful currency of the United States of America

“Yorkey Optical Technology” Yorkey Optical Technology Limited, a company incorporated in Samoa on 12 April 2005 with limited liability and a direct wholly-owned subsidiary of the Company

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

Hong Kong, 12 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 purpose only*