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YORKEY

**ASIA OPTICAL
INTERNATIONAL LTD.**

(Incorporated in the British Virgin Islands with limited liability)

**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)

**JOINT ANNOUNCEMENT
MONTHLY UPDATE ON
(1) PROPOSED PRIVATISATION OF YORKEY OPTICAL
INTERNATIONAL (CAYMAN) LTD. BY THE OFFEROR BY WAY OF
A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF
THE COMPANIES ACT OF THE CAYMAN ISLANDS
AND
(2) PROPOSED WITHDRAWAL OF LISTING**

Joint Financial Advisers to the Offeror



References are made to (i) the joint announcement of Asia Optical International Ltd. (the “**Offeror**”) and Yorkey Optical International (Cayman) Ltd. (the “**Company**”) dated 15 October 2021 (the “**Rule 3.5 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, (ii) the joint announcement of the Offeror and the Company dated 5 November 2021 in relation to the extension of time for the despatch of the Scheme Document, and (iii) the two joint announcements of the Offeror and the Company dated 30 November 2021 and 15 December 2021, respectively, in relation to the update on the progress relating to the Proposal. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Rule 3.5 Announcement.

The Company and the Offeror wish to further update the Shareholders and potential investors of the Company on the progress relating to the Proposal.

Obtaining of Approval from The Investment Commission of The Ministry of Economic Affairs of Taiwan (台灣經濟部投資審議委員會) (“MOEAIC”)

As set out in the Rule 3.5 Announcement, the Offeror is a wholly owned subsidiary of AOCI, which is a company incorporated in Taiwan with limited liability, and the increase of the interests by AOCI through the Offeror in the Company as a result of the Scheme may be considered as an increase of PRC investments by AOCI pursuant to the Regulations Governing the Approval of Investment in or Technical Collaborations in the PRC (在大陸地區從事投資或技術合作許可辦法). As confirmed by AOCI, it is required to obtain the approval from the MOEAIC for such increase in interests in the Company (the “**Approval**”). Having obtained such Approval forms part of Condition (6) as set out in the section headed “4. Conditions of the Proposal and the Scheme” of the Rule 3.5 Announcement.

Pursuant to a news release dated 20 December 2021 of the MOEAIC, the application by AOCI for the Approval was granted.

As at the date of this joint announcement, save as disclosed above, other Conditions (as set out in the paragraph headed “4. Conditions of the Proposal and the Scheme” of the Rule 3.5 Announcement) remain to be fulfilled or waived (as appropriate).

Further announcement(s) will be made by the Offeror and the Company in accordance with the Listing Rules and the Takeovers Code (as the case may be) on the status and progress in connection with the Proposal, the Scheme and the despatch of the Scheme Document as and when appropriate.

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
Asia Optical International Ltd.
Asano Yuzo
Director

By order of the board of
Yorkey Optical International (Cayman) Ltd.
Kurihara Toshihiko
Executive Director and Chief Executive Officer

Hong Kong, 22 December 2021

As at the date of this joint announcement, the directors of the Offeror are Mr. Lai I-Jen and Mr. Asano Yuzo, and the directors of AOCI are Mr. Lai I-Jen, Ms. Wu Shu-Ping, Mr. Lin Tai-Lan, Mr. Lin Yu-Liang, Mr. Lu Hui-Ming, Mr. Chung Teng-Ko, and Mr. Jan Chyan-Long.

The directors of the Offeror and the directors of AOCI jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint 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 joint announcement (other than that relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror in their capacity as directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

* For identification purposes only