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## **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)**

### **POSITIVE PROFIT ALERT**

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**”).

#### **IMPORTANT**

The financial information of the Group for the year ended 31 December 2021 (“**FY2021**”) set out in this announcement has not been audited. As financial results are subject to fluctuations and are affected by a number of factors, the Group’s financial results for any past period should not be taken as indicative of the Group’s expected performance for any future period.

**Shareholders of the Company (“Shareholders”) and potential investors are advised to exercise caution when dealing in the shares of the Company.**

The board of directors of the Company (the “**Board**”) wishes to inform the Shareholders and potential investors that, based on the preliminary review of the unaudited management accounts of the Group for FY2021 and the information currently available to the Group, the Group is expected to record a consolidated profit of not more than around US\$2,200,000 for FY2021, compared with consolidated net loss of US\$1,835,000 in the corresponding period in 2020 (the “**FY2021 Profit Alert**”). Based on the information currently available to the Group, the Board believes that the net profit of the Group for FY2021 was attributable to various factors, including but not limited to the followings: (1) the progressive control of the respiratory illness caused by novel coronavirus (COVID-19) and thus the gradual recovery of the supply chain across the industry; (2) the increase in revenue and the enhanced efficiency in economies of scale; and (3) the decrease in foreign exchange loss for FY2021 as compared with the corresponding period of last year, which was mainly resulted from the lower depreciation of the exchange rate of United States dollars against Renminbi in FY2021 as compared with the corresponding period of last year. But part of which was offset by the increase in operating expenses.

The information contained in this announcement is only based on the preliminary review of the unaudited management accounts of the Group for FY2021 which have not been audited or reviewed by the auditors of the Company and is prepared with reference to the information currently available to the Group. The Board wishes to emphasize that the consolidated profit of the Group for FY2021 will be affected by many factors, including but not limited to the audit or review adjustments which may be made by the Company's auditors. Details of the Group's results will be announced and disclosed in a separate announcement (if necessary) in accordance with the Listing Rules.

## **TAKEOVERS CODE IMPLICATIONS**

References are made to (i) the joint announcement of Asia Optical International Ltd. (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**"); and (ii) the joint announcement of the Offeror and the Company dated 4 January 2022 in relation to, among other things, an amendment to the Proposal (the "**Improved Proposal**") with a proposed increase in the Cancellation Price. Accordingly, the offer period in respect of the Company has commenced since 15 October 2021.

The FY2021 Profit Alert constitutes a profit forecast under Rule 10 of the Code on Takeovers and Mergers (the "**Takeovers Code**") 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.

Pursuant to Rule 10.4 of the Takeovers Code, the reports of the financial advisers and the accountants or auditors on the FY2021 Profit Alert (the "**FY2021 Profit Forecast Reports**") are required to be included in the next document to be sent to the Shareholders, and accordingly, the FY2021 Profit Forecast Reports will be included into the Scheme Document to be sent to the Shareholders.

Reference is made to the announcement of the Company dated 1 November 2021 (the "**November Announcement**") in relation to a positive profit alert for the consolidated profit for the nine months ended 30 September 2021 (the "**Q3 Profit Alert**"). As the Company expects to include the FY2021 Profit Forecast Reports into the Scheme Document to be sent to the Shareholders, the requirement under Rule 10.4 of the Takeovers Code to report on the Q3 Profit Alert will be superseded by the inclusion of the FY2021 Profit Forecast Reports into the Scheme Document.

**The FY2021 Profit Alert 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 FY2021 Profit Alert when dealing in the securities of the Company and assessing the merits and demerits of the Improved Proposal.**

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

Hong Kong, 12 January 2022

*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 Hao-Min.*

*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*