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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)

(Stock Code: 2788)

### (1) CHANGE OF THE COURT MEETING AND THE EGM FROM PHYSICAL MEETINGS TO VIRTUAL MEETINGS AND

#### (2) POSTPONEMENT OF THE COURT MEETING AND THE EGM

References are made to (i) the scheme document dated 18 January 2022 jointly issued by Asia Optical International Ltd. (the "Offeror") and Yorkey Optical International (Cayman) Ltd. (the "Company") 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 "Scheme Document"), (ii) the notice of the Court Meeting dated 18 January 2022 (the "Court Meeting Notice"), (iii) the notice of the EGM dated 18 January 2022 (the "EGM Notice"), (iv) the pink form of proxy of the Company for the Court Meeting (the "Court Meeting Proxy Form"), and (v) the white form of proxy of the Company for the EGM (the "EGM Proxy Form"). Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Scheme Document.

# CHANGE OF THE COURT MEETING AND THE EGM FROM PHYSICAL MEETINGS TO VIRTUAL MEETINGS

As announced in the Court Meeting Notice and the EGM Notice, the Court Meeting and the EGM were initially scheduled to be held at Function Rooms, 3/F South Tower, The Salisbury – YMCA, 41 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong (the "Original Meeting Venue").

The Board hereby announces that, due to the recent development of the novel coronavirus COVID-19 ("COVID-19") pandemic in Hong Kong and the related prevention and control measures imposed by the Hong Kong Government, both the Court Meeting and the EGM will NOT be held physically but will be held virtually using the Tricor e-Meeting System, which will allow Scheme Shareholders to attend and vote at the Court Meeting and Shareholders to attend and vote at the EGM online in a convenient and efficient way from anywhere with an internet connection. Scheme Shareholders and Shareholders will be able to view the live video broadcast of the Court Meeting and the EGM, respectively, and participate in voting and submit written questions online via their mobile phones, tablets, or computers. The live broadcast option can also broaden the reach of the Court Meeting and the EGM to Scheme Shareholders (in respect of the Court Meeting) and Shareholders (in respect of the EGM) who do not wish to attend in person due to concerns on attending large scale events under the current COVID-19 situation, or for overseas Shareholders who are otherwise unable to attend in person due to travel restrictions. Scheme Shareholders (in

respect of the Court Meeting) and Shareholders (in respect of the EGM) or their proxies who turn up at the Original Meeting Venue will not be able to attend or vote at the Court Meeting and/or the EGM in person at the Original Meeting Venue. Please refer to the section headed "Meeting Attendances and Voting Arrangements of the Court Meeting and the EGM" below in this announcement for the detailed meeting attendance and voting arrangements.

#### POSTPONEMENT OF THE COURT MEETING AND THE EGM

As announced in the Court Meeting Notice and the EGM Notice, the Court Meeting and the EGM were initially scheduled to be held at 10:00 a.m. on Tuesday, 22 February 2022 and at 11:00 a.m. (or, if later, as soon as practicable after the conclusion or the adjournment of the Court Meeting) on Tuesday, 22 February 2022, respectively.

The Board hereby announces that, due to the time required to arrange for the Court Meeting and the EGM to be held virtually, the time and date of the Court Meeting will be changed to 10:00 a.m. on Thursday, 24 February 2022, and the time and date of the EGM will be changed to 11:00 a.m. (or, if later, as soon as practicable after the conclusion or the adjournment of the Court Meeting) on Thursday, 24 February 2022.

Save for the changes disclosed in this announcement, all other information (including the resolutions to be considered and, if thought fit, passed at, the Court Meeting and the EGM) as set out in the Scheme Document, the Court Meeting Notice, the EGM Notice, the Court Meeting Proxy Form and the EGM Proxy Form remain unchanged.

For the avoidance of doubt, the period for closure of the register of members of the Company for the purpose of determining the entitlements of the Scheme Shareholders to attend and vote at the Court Meeting, and of the Shareholders to attend and vote at the EGM, as stated in Parts II and III of the Scheme Document, the Court Meeting Notice and the EGM Notice will remain unchanged (i.e. from Thursday, 17 February 2022 to Tuesday, 22 February 2022 (both days inclusive)) and during such period no transfer of Shares will be effected. In order to be entitled to attend and vote at the Court Meeting and the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before 4:30 p.m. on Wednesday, 16 February 2022. The Meeting Record Date therefore remains unchanged and is Tuesday, 22 February 2022. For the avoidance of doubt, Scheme Shareholders (in respect of the Court Meeting) and Shareholders (in respect of the EGM) whose names do not appear on the register of members of the Company on 23 or 24 February 2022 will not be entitled to attend and vote at the Court Meeting and the EGM, respectively.

## MEETING ATTENDANCES AND VOTING ARRANGEMENTS OF THE COURT MEETING AND THE EGM

The Court Meeting and the EGM will be conducted virtually using the Tricor e-Meeting System in the following manner:

(i) the chairman of the Court Meeting and the EGM, the other Directors, and the representative(s) of the Company's independent auditor, company secretary and other professional advisers will attend the Court Meeting and the EGM online using the Tricor e-Meeting System; and

(ii) in view of the COVID-19 pandemic preventive and control requirements imposed by the Hong Kong Government, Scheme Shareholders (in respect of the Court Meeting) and Shareholders (in respect of the EGM) or their proxies will not be allowed for attending and voting in person, but can attend and vote at the Court Meeting and/or the EGM online via the Tricor e-Meeting System. Please refer to the sections headed "Online Attendance and Voting at the Court Meeting and the EGM" and "Attending and Voting by Proxy at the Court Meeting and the EGM" below in this announcement for further details.

#### Online Attendance and Voting at the Court Meeting and the EGM

Shareholders (including Scheme Shareholders) and proxies who wish to attend and vote at the Court Meeting and/or the EGM online via the Tricor e-Meeting System must send an email to **emeeting@hk.tricorglobal.com** by 12:00 noon (Hong Kong time) on Tuesday, 22 February 2022 to provide a valid email address and a valid contact telephone number to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited ("**TISL**"), for the purpose of obtaining the login credentials to view the live streaming of the relevant meetings, cast their votes on the resolutions in real time and submit written questions online during the Court Meeting and/or the EGM. A request form will be provided by TISL to such Shareholders and proxies via email, which shall be completed and returned to TISL by 5:00 p.m. (Hong Kong time) on Tuesday, 22 February 2022, for the purpose of verifying the identity of the relevant Shareholder or proxy.

Following the verification of the identity of the relevant Shareholder or proxy, TISL will send out the relevant login credentials and its User Guides for Online Meeting (the "User Guides") to the corresponding valid email address provided by 5:00 p.m. (Hong Kong time) on Wednesday, 23 February 2022. Shareholders and proxies can login to Tricor e-Meeting System by visiting the designated website and entering the login credentials so provided to attend the Court Meeting and/ or the EGM online. If Shareholders and proxies have any queries on the above or do not receive any email from TISL by 5:00 p.m. (Hong Kong time) on Wednesday, 23 February 2022, please contact TISL via their hotline at (852) 2975 0928 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays). Shareholders and proxies who are unable to provide a valid email address or whose identity cannot be verified by TISL will not be able to attend and vote at the Court Meeting and/or the EGM online.

Shareholders (including Scheme Shareholders) and proxies who wish to attend and vote at the Court Meeting and/or the EGM online via the Tricor e-Meeting System should refer to the User Guides in relation to the detailed procedure on online meeting. Please keep the login credentials in safe custody for use on the day of the Court Meeting and the EGM and do not disclose them to any other person.

As the Court Meeting and the EGM proceedings will be on live streaming, Shareholders (including Scheme Shareholders) or proxies may miss some parts of the live stream after buffering if they do not have an internet connection fast enough to keep pace with the Court Meeting and the EGM proceedings. Shareholders (including Scheme Shareholders) and proxies cannot rewind the live stream to view the parts which they have missed. Shareholders (including Scheme Shareholders) and proxies may be logged out and unable to vote and/or submit written questions if their internet connection is inadequate or interrupted. This will not affect the Court Meeting and/or the EGM which will continue and remain effective. If Shareholders' (including Scheme Shareholders') and proxies' internet connection to the Court Meeting and/or the EGM online is restored after an interruption, Shareholders (including Scheme Shareholders) and proxies might be unable to

participate in certain parts of the Court Meeting and/or the EGM which they have missed. Given that the Tricor e-Meeting System may be subject to internet capacity restrictions and potential service disruptions as listed above, to ensure connection to the Court Meeting and the EGM online and optimal video quality, Shareholders (including Scheme Shareholders) and proxies are recommended to use a reliable internet connection to participate in the live streaming. Please use the recommended browsers to logon Tricor e-Meeting System including Chrome, Microsoft Edge, Firefox or Safari.

#### Attending and Voting by Proxy at the Court Meeting and the EGM

For the avoidance of doubt, the Court Meeting Proxy Form and the EGM Proxy Form remain valid for the Court Meeting and the EGM, respectively. The Scheme Shareholders (in respect of the Court Meeting) are not required to re-submit the Court Meeting Proxy Form, and the Shareholders (in respect of the EGM) are not required to re-submit the EGM Proxy Form, if they have already done so. Due to the change of the date of holding the Court Meeting and the EGM, the latest time for lodging the Court Meeting Proxy Form and the EGM Proxy Form will be changed as follows:

Latest time for lodging the Court Meeting Proxy Form. . 10:00 a.m. on Tuesday, 22 February 2022 Latest time for lodging the EGM Proxy Form. . . . . . . . 11:00 a.m. on Tuesday, 22 February 2022

As the Court Meeting will be held virtually, the Court Meeting Proxy Form cannot be handed to the chairman of the Court Meeting in person at the Court Meeting as previously stated in the Court Meeting Proxy Form. Scheme Shareholders who wish to appoint proxy for the Court Meeting must complete and return the Court Meeting Proxy Form at or before the time and date stated above.

Proxies who intend to attend the Court Meeting and/or the EGM online are reminded to obtain the login credentials for attending and voting at the Court Meeting and/or the EGM by taking the steps as set out in the section headed "Online Attendance and Voting at the Court Meeting and the EGM" above in this announcement.

The completion and return of the relevant form of proxy for the Court Meeting and/or the EGM will not preclude the Scheme Shareholders (in respect of the Court Meeting) and/or the Shareholders (in respect of the EGM) from attending and voting via online at the relevant meeting or any adjournment thereof. In such event, the returned form of proxy will be deemed to have been revoked by operation of law.

For the avoidance of doubt, the period for collecting the voting instruction forms for the purpose of obtaining the TDR Holders' voting instructions in respect of the resolutions to be considered at the Court Meeting and the EGM remained unchanged (i.e. from Tuesday, 8 February 2022 to Wednesday, 16 February 2022 (both days inclusive)). To be eligible to vote at the Court Meeting and the EGM via the Depositary Agent or the appointed representative, as applicable, the TDR Holders shall complete and return a voting instruction form to the Depository Agent on or before Wednesday, 16 February 2022. Any voting instruction forms submitted to the Depository Agent by TDR Holders remain valid for the Court Meeting and the EGM, respectively. The postponement of the Court Meeting and the EGM does not alter the validity of the submitted voting instruction forms of the TDR Holders.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Board will continue to monitor the situation as the Court Meeting and the EGM approach and may, if necessary, make further changes to the meeting arrangements, including changes as to how the relevant meeting may be conducted. Shareholders should check the Company's website or the website of The Stock Exchange of Hong Kong Limited for future announcements or updates on the arrangements for the Court Meeting and the EGM.

#### **WARNINGS:**

Shareholders and potential investors of the Company should be aware that the implementation of the Improved Proposal is subject to the Conditions being fulfilled or waived (as applicable) and thus the Improved 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 YORKEY OPTICAL INTERNATIONAL (CAYMAN) LTD. Kurihara Toshihiko

Executive Director and Chief Executive Officer

Hong Kong, 15 February 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 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