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**YORKEY**

**YORKEY OPTICAL**

**INTERNATIONAL (CAYMAN) LTD.**

**精熙國際（開曼）有限公司\***

*(Incorporated in the British Virgin Islands with limited liability)*

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

**(Stock Code: 2788)**

**ASIA OPTICAL  
INTERNATIONAL LTD.**

## **JOINT ANNOUNCEMENT**

- (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**
- (2) PROPOSED WITHDRAWAL OF LISTING**
- (3) RESULTS OF THE COURT MEETING AND THE EGM  
AND**
- (4) CLOSURE OF REGISTER OF MEMBERS**

*Joint Financial Advisers to the Offeror*



*Independent Financial Adviser to the Independent Board Committee*



## **RESULTS OF THE COURT MEETING AND THE EGM**

### **The Court Meeting**

On Thursday, 24 February 2022, the resolution to approve the Scheme was approved by the Scheme Shareholders attending and voting either in person or by proxy at the online Court Meeting.

### **The EGM**

On Thursday, 24 February 2022, (a) the special resolution to approve and give effect to the reduction of the number of issued Shares in the share capital of the Company by the cancellation and extinguishment of the Scheme Shares; and (b) the ordinary resolution to approve and give effect to, simultaneously upon the reduction of issued share capital, the increase of issued Shares in the share capital of the Company to the amount prior to the cancellation and extinguishment of the Scheme Shares by the allotment and issuance at par to the Offeror of the aggregate number of new Shares, credited as fully paid, as is equal to the number of Scheme Shares cancelled and extinguished and the application of the reserve created in the Company's books of account as a result of the capital reduction to pay up in full at par such number of the new Shares so allotted and issued to the Offeror, were approved by the Shareholders attending and voting either in person or by proxy at the online EGM.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the Scheme Shareholders who are qualified for entitlement under the Scheme, the register of members of the Company will be closed from Wednesday, 9 March 2022 onwards. No transfer of Shares will be effected as from such date.

Reference is made to 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**"). Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Scheme Document.

### **RESULTS OF THE COURT MEETING**

The Court Meeting was held at 10:00 a.m. on Thursday, 24 February 2022 virtually using the Tricor e-Meeting System for the purpose of considering and, if thought fit, passing a resolution to approve the Scheme (with or without modifications).

In compliance with both Section 86 of the Companies Act and Rule 2.10 of the Takeovers Code, the approval required to be obtained at the Court Meeting in respect of the Scheme would be regarded as obtained if:

- (1) the Scheme is approved (by way of poll) by a majority in number of the Scheme Shareholders representing not less than 75% in value of the Scheme Shares held by the Scheme Shareholders attending and voting either in person or by proxy at the online Court Meeting with any Scheme Shareholder being parties acting in concert with the Offeror (including FLI) abstained from voting;
- (2) (a) the Scheme is approved (by way of poll) by the Independent Shareholders holding at least 75% of the votes attaching to the Scheme Shares held by the Independent Shareholders that are voted either in person or by proxy at the online Court Meeting; and  
 (b) the number of votes cast (by way of poll) by the Independent Shareholders attending and voting either in person or by proxy at the online Court Meeting against the resolution to approve the Scheme at the online Court Meeting is not more than 10% of the votes attaching to all Scheme Shares held by all Independent Shareholders.

The poll results in respect of the resolution to approve the Scheme at the Court Meeting were as follows:

	Numbers of votes (approximate %)		
	Total	For	Against
Number of Scheme Shareholders who attended and voted either in person or by proxy at the online Court Meeting <i>(Note)</i>	90 (100%)	77 (85.56%)	13 (14.44%)
Number of Scheme Shares held by the Scheme Shareholders who attended and voted either in person or by proxy at the online Court Meeting	249,419,440 (100%)	248,115,640 (99.48%)	1,303,800 (0.52%)
Number of Scheme Shares held by the Independent Shareholders who attended and voted either in person or by proxy at the online Court Meeting	249,419,440 (100%)	248,115,640 (99.48%)	1,303,800 (0.52%)
Number of underlying Scheme Shares represented by the relevant units of TDRs held by the Independent TDR Holders who instructed the Depository Agent to cause such underlying Scheme Shares to be voted in accordance with their instructions	8,458,000 Scheme Shares representing 8,458,000 units of TDRs (100%)	7,332,000 Scheme Shares representing 7,332,000 units of TDRs (86.69%)	1,126,000 Scheme Shares representing 1,126,000 units of TDRs (13.31%)
Approximate percentage of number of Scheme Shares voted by the Independent Shareholders against the resolution over the number of votes attaching to all Scheme Shares held by all the Independent Shareholders (being an aggregate of 476,523,000 Scheme Shares)	/		1,303,800 (0.27%)

*Note:* In accordance with the direction from the Grand Court, for the purpose of ascertaining whether or not the requirement of a majority in number of the Scheme Shareholders approves the Scheme under section 86(2) of the Companies Act has been obtained, HKSCC Nominees, being the registered holder of Shares deposited in CCASS, shall be permitted to vote once “for” and once “against” the Scheme in accordance with instructions received from individual CCASS Participants (as defined under the General Rules of CCASS). Thus, (i) if HKSCC Nominees receives instructions to vote for the Scheme and instructions to vote against the Scheme, it shall vote once for and once against the Scheme in accordance with such instructions, and be counted as one Scheme Shareholder under the votes “for” the Scheme and as one Scheme Shareholder under the votes “against” the Scheme; (ii) if HKSCC Nominees only receives instructions to vote for the Scheme, it shall vote once for the Scheme in accordance with such instructions, and be counted as one Scheme Shareholder under the votes “for” the Scheme; and (iii) if HKSCC Nominees only receives instructions to vote against the Scheme, it shall vote against the Scheme in accordance with such instructions, and be counted as one Scheme Shareholder under the votes “against” the Scheme.

Accordingly, at the online Court Meeting,

- (1) the resolution to approve the Scheme was duly passed (by way of poll) by a majority in number of the Scheme Shareholders representing not less than 75% in value of the Scheme Shares held by the Scheme Shareholders attending and voting either in person or by proxy at the online Court Meeting with any Scheme Shareholder being parties acting in concert with the Offeror (including FLI) abstained from voting;
- (2) (a) the resolution to approve the Scheme was duly passed (by way of poll) by the Independent Shareholders holding at least 75% of the votes attaching to the Scheme Shares held by the Independent Shareholders that are voted either in person or by proxy at the online Court Meeting; and  
  
(b) the number of votes cast (by way of poll) by the Independent Shareholders attending and voting either in person or by proxy at the online Court Meeting against the resolution to approve the Scheme at the online Court Meeting is not more than 10% of the votes attaching to all Scheme Shares held by all Independent Shareholders.

Therefore, both Section 86 of the Companies Act and Rule 2.10 of the Takeovers Code have been complied with.

As at the date of the Court Meeting, (i) the total number of Shares in issue was 816,346,000 Shares (including 80,000,000 Shares represented by the TDRs); (ii) the total number of Scheme Shares, being the Shares held by FLI and the Independent Shareholders, was 589,513,000 Shares; and (iii) the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Scheme at the Court Meeting was 476,523,000 Shares (representing approximately 58.37% of the issued share capital of the Company), including the 80,000,000 Shares represented by the TDRs held by the Independent TDR Holders.

As at the date of the Court Meeting, the Offeror held 186,833,000 Shares, representing approximately 22.89% of the issued share capital of the Company, and the Offeror Concert Parties were interested in an aggregate of 152,990,000 Shares, representing an aggregate of approximately 18.74% of the issued share capital of the Company, of which (i) 40,000,000 Shares held by RIG (representing approximately 4.90% of the issued share capital of the Company) did not form part of the Scheme Shares and were not voted on the Scheme at the Court Meeting, and (ii) 112,990,000 Shares held by FLI (representing approximately 13.84% of the issued share capital of the Company) formed part of the Scheme Shares but FLI abstained from voting at the Court Meeting. The Offeror and the Offeror Concert Parties are interested in an aggregate of 339,823,000 Shares, representing an aggregate of approximately 41.63% of the issued share capital of the Company.

Save as disclosed above, no Shareholders were required to abstain from voting at the Court Meeting in accordance with the Companies Act, the Takeovers Code or the Listing Rules, nor did any other person indicate in the Scheme Document that he intended to vote against or to abstain from voting at the Court Meeting. There were no Shares entitling the holders thereof to attend and abstain from voting in favour of the Scheme pursuant to Rule 13.40 of the Listing Rules.

In accordance with the direction from the Grand Court, for the purpose of ascertaining whether or not the requirement of a majority in number of the Scheme Shareholders approves the Scheme under section 86(2) of the Companies Act has been obtained, HKSCC Nominees, being the registered holder of Shares deposited in CCASS, shall be permitted to vote once “for” and once “against” the Scheme in accordance with instructions received from individual CCASS Participants (as defined under the General Rules of CCASS), including CCASS Investor Participants. The number of votes cast in favour of the Scheme and the number of CCASS Participants (including CCASS Investor Participants) on whose instructions they are cast and the number of votes cast against the Scheme and the number of CCASS Participants (including CCASS Investor Participants) on whose instructions they are cast will be disclosed to the Grand Court and may be taken into account in deciding whether or not the Grand Court should exercise its discretion to sanction the Scheme. A total number of 22 CCASS Participants (including CCASS Investor Participants) holding 245,065,639 Scheme Shares voted in favour of the resolution to approve the Scheme and a total number of 4 CCASS Participants (including CCASS Investor Participants) holding 1,303,500 Scheme Shares voted against the resolution to approve the Scheme at the Court Meeting.

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, attended the Court Meeting.

Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office, acted as the scrutineer for the vote-taking at the Court Meeting.

## RESULTS OF THE EGM

The EGM was held at 11:00 a.m. on Thursday, 24 February 2022 virtually using the Tricor e-Meeting System for the purpose of considering and, if thought fit, passing the special and ordinary resolutions as set out in the notice of the EGM dated 18 January 2022.

The poll results in respect of the resolutions proposed at the EGM were as follows:

		Numbers of votes (approximate %)		
		Total	For	Against
<b>Special resolution (Note)</b>				
1.	To consider and approve, amongst others, the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares	585,215,410 (100%)	583,987,910 (99.79%)	1,227,500 (0.21%)
<b>Ordinary resolution (Note)</b>				
2.	To consider and approve, amongst others, the increase of the number of issued ordinary shares in share capital of the Company	585,215,410 (100%)	583,982,910 (99.79%)	1,232,500 (0.21%)

*Note:* The full text of the special and ordinary resolutions appears in the notice of EGM dated 18 January 2022.

Accordingly,

- (a) the special resolution to approve and give effect to the reduction of the number of issued Shares in the share capital of the Company by the cancellation and extinguishment of the Scheme Shares was duly passed by a majority of not less than three-fourths of the votes cast by the Shareholders attending and voting in person or by proxy at the online EGM; and
- (b) the ordinary resolution to approve and give effect to, simultaneously upon the reduction of issued share capital, the increase of issued Shares in the share capital of the Company to the amount prior to the cancellation and extinguishment of the Scheme Shares by the allotment and issuance at par to the Offeror of the aggregate number of new Shares, credited as fully paid, as is equal to the number of Scheme Shares cancelled and extinguished and the application of the reserve created in the Company's books of account as a result of the capital reduction to pay up in full at par such number of the new Shares so allotted and issued to the Offeror, was duly passed by a simple majority of the votes cast by the Shareholders attending and voting in person or by proxy at the online EGM.

The total number of Shares entitling the Shareholders to attend and vote on each of the special resolution and ordinary resolution above was 816,346,000 Shares (including 80,000,000 Shares represented by the TDRs). There were no Shares entitling the holders thereof to attend and abstain from voting in favour of each such resolution pursuant to Rule 13.40 of the Listing Rules. No Shareholders were required to abstain from voting on each of the special resolution and ordinary resolution above at the EGM, nor did any person indicate in the Scheme Document that he intended to vote against or to abstain from voting on any resolutions at the EGM.

In relation to the voting instructions of the TDR Holders at the EGM, as stated in Parts IV and VII of the Scheme Document, if the Depository Agent did not receive the same instructions from the TDR Holders holding in aggregate of more than 50% of the TDRs issued, then the Depository Agent or the Custodian Bank shall issue a proxy to the chairman of the Board (or his/her designate) (the "**Designated Person**") to cast vote, at his/her sole discretion, in respect of all underlying Shares represented by the TDRs, and for this purpose, the Company undertakes that the Designated Person who will cast vote in respect of all underlying Shares represented by the TDRs shall not be the Offeror or any Offeror Concert Party and shall be a professional party who is independent of any of them. Further, the Company will then require the chairman of the Board (or the Designated Person, depending on the circumstances) to sign an irrevocable undertaking, under which the Designated Person shall (i) undertake to cast the votes at the EGM in accordance to actual voting instructions given by the TDR Holders, which includes casting the votes for and against the relevant resolutions at the EGM, and (ii) undertake not to cast any vote of any underlying Shares represented by the TDRs of the TDR Holders who did not provide any instruction to the Depository Agent or the Custodian Bank (the "**Designated Person's Irrevocable Undertaking**"). Since (i) the Depository Agent had not received the same instructions from the TDR Holders holding in aggregate of more than 50% of the TDRs issued and (ii) the chairman of the EGM, being the Designated Person, had signed the Designated Person's Irrevocable Undertaking, the chairman of the EGM cast the votes at the online EGM in accordance to actual voting instructions given by the TDR Holders, but did not cast any vote of any underlying Shares represented by the TDRs of the TDR Holders who did not provide any instruction to the Depository Agent or the Custodian Bank.

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, attended the EGM.

Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, acted as the scrutineer for the vote-taking at the EGM.

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the Scheme Shareholders who are qualified for entitlement under the Scheme, the register of members of the Company will be closed from Wednesday, 9 March 2022 onwards. No transfer of Shares will be effected as from such date. In order to be qualified for entitlement under the Scheme, Scheme Shareholders should ensure that their Shares are registered or 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, for registration in their names or in the names of their nominees before 4:30 p.m. on Tuesday, 8 March 2022.

For TDR Holders, as the latest date of trading in the TDRs on the Taiwan Stock Exchange is on Thursday, 3 March 2022, those who still hold TDRs after Thursday, 3 March 2022 will be qualified for entitlement under the Scheme.

## **CURRENT STATUS OF THE CONDITIONS OF THE IMPROVED PROPOSAL AND THE SCHEME**

The implementation of the Improved Proposal is, and the Scheme will become effective and binding on the Company and all Scheme Shareholders, subject to the fulfilment or waiver (as applicable) of the Conditions. As at the date of this joint announcement, Conditions (1), (2) and (3) have been fulfilled. None of the other Conditions as set out in the section headed "4. Conditions of the Improved Proposal and the Scheme" as set out in Part IV and Part VII of the Scheme Document, including, among others, the sanction of the Scheme (with or without modifications) by the Grand Court and its confirmation of the reduction of the issued share capital of the Company involved in the Scheme, and the compliance with the procedural requirements and conditions, if any, under Sections 15 and 16 of the Companies Act, have been fulfilled or waived. Subject to such Conditions being fulfilled or waived (as applicable), the Scheme is expected to become effective on or around Tuesday, 15 March 2022 (Cayman Islands time).

## **WITHDRAWAL OF THE LISTING OF THE SHARES AND THE DELISTING OF THE TDRS**

Subject to the Scheme becoming effective, the Company expects to withdraw the listing of the Shares on the Stock Exchange with effect from 4:00 p.m. on Friday, 18 March 2022. The delisting of the TDRs on the Taiwan Stock Exchange is expected to take place with effect from Friday, 18 March 2022. The Company has applied to the Stock Exchange for the withdrawal of the listing of the Shares from the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules. Subject to the approval of the Company's application for the withdrawal of the listing of the Shares by the Stock Exchange, a notice will be given to the Taiwan Stock Exchange for the withdrawal of the listing of the TDRs on the Taiwan Stock Exchange in accordance with the Operating Rules of the Taiwan Stock Exchange and the instructions of the Taiwan Stock Exchange.

## EXPECTED TIMETABLE

The expected timetable for the Improved Proposal and the Scheme is as follows:

<b>Event</b>	<b>Hong Kong Time</b> (unless otherwise specified)
Latest date of trading in the TDRs on the Taiwan Stock Exchange .....	Thursday, 3 March 2022
Latest time of trading in the Shares on the Stock Exchange .....	4:10 p.m. on Thursday, 3 March 2022
Latest time for lodging transfers of Shares in order to qualify for the entitlements under the Scheme .....	4:30 p.m. on Tuesday, 8 March 2022
Register of members of the Company in respect of the Shares closed for determining the entitlement to qualify under the Scheme ( <i>Note 1</i> ) .....	from Wednesday, 9 March 2022 onwards
Court hearing of the petition to sanction the Scheme and to confirm the reduction of the issued share capital of the Company involved in the Scheme .....	Thursday, 10 March 2022 <b>(Cayman Islands time)</b>
Announcement of, <i>inter alia</i> , the result of the Court hearing of the petition to sanction the Scheme and to confirm the reduction of the issued share capital of the Company involved in the Scheme, the expected Effective Date and the expected date of withdrawal of listing of the Shares on the Stock Exchange and the delisting of the TDRs on the Taiwan Stock Exchange .....	Monday, 14 March 2022
Scheme Record Date .....	Tuesday, 15 March 2022
Effective Date ( <i>Note 2</i> ) .....	Tuesday, 15 March 2022 <b>(Cayman Islands time)</b>
Announcement of the Effective Date and the withdrawal of listing of the Shares on the Stock Exchange .....	Wednesday, 16 March 2022
Announcement of the delisting of the TDRs on the Taiwan Stock Exchange .....	Wednesday, 16 March 2022



Expected withdrawal of listing of the Shares on  
the Stock Exchange becomes effective (*Note 3*) . . . . . 4:00 p.m. on Friday,  
18 March 2022

Expected delisting of the TDRs on the Taiwan  
Stock Exchange becomes effective. . . . . Friday, 18 March 2022

Cheques for cash entitlements under  
the Scheme to be despatched (*Note 4*) . . . . . on or before Thursday,  
24 March 2022

**Shareholders should note that the expected timetable is subject to change. Further announcement(s) will be made in the event that there is any change.**

*Notes:*

1. The Register will be closed as from such date and on such date for the purpose of determining the Scheme Shareholders who are qualified for entitlement under the Scheme.
2. When all the Conditions (other than delivery of the order for registration) are satisfied or waived (as applicable), the order sanctioning the Scheme may be delivered to the Registrar of Companies in the Cayman Islands at which point it will become effective and binding on the Company and all the Scheme Shareholders. The Effective Date would be earlier than the date of announcement of the Effective Date, the withdrawal of listing of the Shares on the Stock Exchange and the delisting of the TDRs on the Taiwan Stock Exchange due to the timing difference between Hong Kong and Cayman Islands.
3. If all the Conditions are fulfilled (or waived as applicable), the Offeror will implement the Scheme to cancel and extinguish the Scheme Shares.
4. Cheques for the cash entitlements to the Scheme Shareholders will be despatched by ordinary post at the risk of the recipients to their registered addresses shown in the Register at the Scheme Record Time on the Scheme Record Date on or before Thursday, 24 March 2022. TDR Holders are expected to receive the Revised Cancellation Price through the Depository Agent on or about Tuesday, 12 April 2022.

**GENERAL**

Immediately before the commencement of the Offer Period and as at the date of this joint announcement, the total number of Shares held, controlled or directed by the Offeror and the Offeror Concert Parties was 339,823,000 Shares, representing an aggregate of approximately 41.63% of the total number of issued Shares. None of the Offeror and the Offeror Concert Parties had acquired or agreed to acquire any Shares or any convertible securities, warrants, options, or derivatives in respect of the Shares during the Offer Period. As at the date of this joint announcement, none of the Offeror and the Offeror Concert Parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

## 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 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, 24 February 2022

*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