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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) EFFECTIVE DATE OF THE SCHEME**

**(3) WITHDRAWAL OF LISTING**

**AND**

**(4) DESPATCH OF CHEQUES**

*Joint Financial Advisers to the Offeror*



*Independent Financial Adviser to the Independent Board Committee*



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 announcement dated 24 February 2022 jointly issued by the Offeror and the Company in relation to, among other things, the results of the Court Meeting and the EGM; and (iii) the announcement dated 14 March 2022 jointly issued by the Offeror and the Company in relation to, among other things, the sanction of the Scheme by the Grant Court (the “**Sanction Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Scheme Document.

## **EFFECTIVE DATE OF THE SCHEME**

As stated in the Sanction Announcement, the Scheme was sanctioned without modification by the Grand Court at the petition hearing held on Thursday, 10 March 2022 (Cayman Islands time). The reduction of the number of issued Shares in the share capital of the Company by the cancellation and extinguishment of the Scheme Shares (the “**Capital Reduction**”) was also confirmed by the Grand Court on the same day at the same hearing.

An official copy of the order of the Grand Court sanctioning the Scheme and confirming the Capital Reduction was delivered to the Registrar of Companies in the Cayman Islands for registration (the “**Registration**”) on Tuesday, 15 March 2022 (Cayman Islands time). After the Registration, all of the 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 have been fulfilled. The Scheme became effective on Tuesday, 15 March 2022 (Cayman Islands time).

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

The withdrawal of the listing of the Shares on the Stock Exchange will become effective from 4:00 p.m. on Friday, 18 March 2022. The delisting of the TDRs on the Taiwan Stock Exchange will also become effective from Friday, 18 March 2022.

## DESPATCH OF CHEQUES

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.

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, 16 March 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*