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ARTS OPTICAL INTERNATIONAL HOLDINGS LIMITED

雅視光學集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1120)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Arts Optical International Holdings Limited (the "Company") will be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Hong Kong on 8 June 2023 at 3:00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the "Directors") and the independent auditor of the Company for the year ended 31 December 2022.
2. To declare a final dividend for the year ended 31 December 2022.
3. To declare a special dividend for the year ended 31 December 2022.
4. To re-elect Mr. Wong Chi Wai (who has served more than nine years) as an independent non-executive Director.
5. To re-elect Mr. Chung Hil Lan Eric (who has served more than nine years) as an independent non-executive Director.
6. To elect Ms. Ng Yat Shan as an executive Director.
7. To elect Ms. Wu Zhihong as an executive Director.
8. To elect Dr. Fong Kin Kiu as an independent non-executive Director.
9. To authorise the remuneration committee to fix the remuneration of the Directors.
10. To re-appoint Messrs. RSM Hong Kong as the auditor of the Company and to authorise the board of Directors to fix their remuneration.

* *For identification purpose only*

AS SPECIAL BUSINESS

11. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“THAT:

- (a) subject to paragraph (b) below of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares to be repurchased by the Company pursuant to the approval in paragraph (a) above of this resolution shall not exceed 10% of the total number of issued shares of the Company at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.”

12. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“THAT:

- (a) subject to paragraph (c) below of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the allotment of such shares, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements or options which would or might require the allotment of such shares after the end of the Relevant Period (as hereinafter defined);

(c) the total number of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time; (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company, shall not exceed:

(i) in the case of an allotment and issue of shares for cash, 5% of the total number of issued shares of the Company at the date of passing this resolution; and

(ii) in the case of an allotment and issue of shares other than for cash, 20% of the total number of issued shares of the Company at the date of passing this resolution (less shares (if any) issued pursuant to the general mandate granted pursuant to sub-paragraph (i) of this resolution),

provided that, in any event, no shares shall be allotted and issued by the Directors pursuant to the approval granted under this resolution if the total number of shares allotted and issued (for cash or otherwise) exceeds 20% of the total number of issued shares of the Company at the date of passing this resolution or if the relevant price represents a discount of 5% or more to the Benchmarked Price (as hereinafter defined) of the shares, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution,

“Benchmarked Price” shall be a price which is the higher of:

(i) the closing price of the shares of the Company as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited on the date of signing of the agreement to which the transaction relates; and

(ii) the average closing price of the shares of the Company as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited in the five trading days immediately prior to the earlier of:

(A) the date of signing of the agreement to which the transaction relates; or

(B) the date on which the relevant transaction is announced; or

(C) the date on which the price of the shares of the Company to be issued pursuant to the transaction is fixed.

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any applicable stock exchange).”

13. As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

“THAT:

- (a) the new set of bye-laws of the Company (“New Bye-laws”), a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the annual general meeting of the Company for the purpose of identification, be and are hereby approved and adopted as the new bye-laws of the Company, in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect after the close of this meeting; and
- (b) any Director or the Company Secretary be and is hereby authorised to do all such acts as he/she deems fit to effect the adoption of the New Bye-laws and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in Bermuda and Hong Kong.”

By Order of the Board
Arts Optical International Holdings Limited
Choi Pui Yiu
Company Secretary

Hong Kong, 26 April 2023

Notes:

- (1) At the annual general meeting, the Chairman of the meeting will exercise his power under Bye-law 66 of the Company's bye-laws to put all of the above resolutions to the vote by way of poll.
- (2) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company.
- (3) To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting, or any adjournment thereof (as the case may be).
- (4) The register of members of the Company will be closed from 5 June 2023 to 8 June 2023, both days inclusive, during which period no transfer of shares will be effected. All properly completed transfer forms accompanied by the relevant share certificate must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 2 June 2023 in order to be eligible to attend and vote at the annual general meeting.
- (5) The register of members of the Company will be closed from 14 June 2023 to 15 June 2023, both days inclusive, during which period no transfer of shares will be effected. All properly completed transfer forms accompanied by the relevant share certificate must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 13 June 2023 in order to qualify for the proposed final dividend and special dividend mentioned above.
- (6) With respect to Resolution no. 4 and no. 5 above, Mr. Wong Chi Wai and Mr. Chung Hil Lan Eric shall retire from the office of directorships and shall offer themselves for re-election in accordance with the Company's bye-laws. Details of the retiring Directors which are required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited are set out in the circular of the Company dated 26 April 2023.
- (7) With respect to Resolution no. 6, no. 7 and no. 8 above, the Board concurs with the views of the nomination committee of the Board and has recommended that Ms. Ng Yat Shan, Ms. Wu Zhihong and Dr. Fong Kin Kiu be appointed as Directors. Details of Ms. Ng Yat Shan, Ms. Wu Zhihong and Dr. Fong Kin Kiu which are required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited are set out in the circular of the Company dated 26 April 2023.
- (8) With respect to Resolution no. 13 above, the New Bye-laws are written in English. The Chinese translation of the New Bye-laws is for reference purpose only. In case of any inconsistency between the English and Chinese translation, the English version shall prevail. Details of the proposed amendments are set out in Appendix II of the circular of the Company dated 26 April 2023.
- (9) An explanatory statement containing further details regarding Resolution no. 11 above will be sent to the shareholders for perusal.
- (10) No refreshments or drinks will be provided at the annual general meeting.

As at the date of this announcement, the Board comprises five directors, two of whom are executive directors, namely Mr. Ng Hoi Ying, Michael and Mr. Ng Kim Ying, and three are independent non-executive directors, namely Mr. Wong Chi Wai, Mr. Chung Hil Lan Eric and Mr. Lam Yu Lung.