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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Yorkey Optical International (Cayman) Ltd. (the “**Company**”) will be held at 21/F-7, No. 282, Shizheng North 2nd Road, Xitun District, Taichung City, Taiwan as the principal place of meeting (“**Principal Meeting Place**”) and electronic facilities for accessing to the Principal Meeting Place will be made available at ATLASPACE (Hong Kong) Limited, 16/F, Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong as a meeting location (“**Meeting Location**”) on Wednesday, 23rd June 2021 at 10:00 a.m. (“**Annual General Meeting**”) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions:

**ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and the independent auditors of the Company for the year ended 31st December 2020.
2. To declare a special dividend out of share premium account of the Company for the year ended 31st December 2020 of HK\$0.035 per share of HK\$0.01 each in the capital of the Company.
3.
  - (a) To re-elect Mr. Lai I-Jen as an executive Director;
  - (b) To re-elect Mr. Kurihara Toshihiko as an executive Director;
  - (c) To re-elect Ms. Wu Shu-Ping as a non-executive Director;
  - (d) To re-elect Mr. Lin Meng-Tsung as an independent non-executive Director;
  - (e) To re-elect Mr. Liu Wei-Li as an independent non-executive Director;
  - (f) To appoint Mr. Lin Yi-Min as an independent non-executive Director; and
  - (g) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of Directors.
4. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration.

\* *For identification purposes only*

As special business, to consider and if thought fit, to pass with or without modifications, the following resolutions which will be proposed as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

5. “**THAT:**

- (a) subject to the following provisions 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 in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period and to make such allotment, issue and dealing under such offers, agreements and options;
- (c) the aggregate number of 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 exercise of the power by the Directors described in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of issued Shares at the date of passing of this resolution, subject to adjustment for each consolidation or sub-division of Shares the record date of which shall fall within the Relevant Period by multiplying such aggregate number of issued Shares with a fraction (the “**Adjustment Fraction**”), the numerator of which is the aggregate number of issued Shares immediately after such sub-division or consolidation of Shares, and the denominator of which is the aggregate number of issued Shares immediately before such sub-division or consolidation of Shares, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution,

“**Relevant Period**” means the period from the time of 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 its articles of association or the applicable laws of the Cayman Islands to be held; and
- (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 of the Company.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company 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 stock exchange in, any territory applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing of this resolution, subject to adjustment for each consolidation or sub-division of Shares the record date of which falls within the Relevant Period by multiplying such aggregate number of Shares by the Adjustment Fraction and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution,

“**Relevant Period**” means the period from the time of 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 articles of association of the Company or the applicable laws of the Cayman Islands 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 of the Company.

“**Adjustment Fraction**” shall have the same meaning as assigned to it under resolution no. 5(c) in this notice.”

7. “**THAT** conditional upon the passing of resolutions nos. 5 and 6 set out in the notice convening this Annual General Meeting, the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5 above be and is hereby extended by the addition thereto of the number of Shares repurchased by the Company under the authority granted to the Directors pursuant to resolution no. 6 above, subject to adjustment for each consolidation or sub-division of Shares the record date of which falls within the Relevant Period and after the date of such repurchase by multiplying the number of Shares repurchased with the Adjustment Fraction, provided that such extended amount shall not exceed 10% of the aggregate number for each consolidation or sub-division of Shares the record date of which falls within the Relevant Period by multiplying such aggregate number of shares with the Adjustment Fraction.”

By order of the Board  
**Yorkey Optical International (Cayman) Ltd.**  
**KURIHARA Toshihiko**  
*Executive Director and Chief Executive Officer*

Hong Kong, 30th April 2021

*Principal Place of Business in Hong Kong:*

Workshops 1-2, 6th Floor  
Block A, Goldfield Industrial Centre  
1 Sui Wo Road  
Shatin, New Territories  
Hong Kong

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Notes:*

1. Due to the outbreak of the respiratory disease caused by coronavirus (“**COVID-19 pandemic**”), local governments have implemented various preventive measures to combat the COVID-19 pandemic, including travel restrictions and guidance on public gathering. The Company has been actively monitoring the development of the COVID-19 pandemic and the guidelines issued by the relevant government authorities to ensure the Annual General Meeting can be held as schedule while taking care of the health and safety of the Shareholders, our Directors, our employees and the public.

**(i) Venues in Taiwan and Hong Kong**

Annual General Meeting will be held at the Principal Meeting Place, i.e. 21/F-7, No. 282, Shizheng North 2nd Road, Xitun District, Taichung City, Taiwan and electronic facilities for accessing to the Principal Meeting Place will be made available at ATLASPACE (Hong Kong) Limited, 16/F, Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong as a Meeting Location for attendance by Shareholders who are unable to attend the Principal Meeting Place (as permitted by the Articles of Association of the Company), on Wednesday, 23rd June 2021 at 10:00 a.m.. Shareholders can attend, speak and vote in the venues in Taiwan and Hong Kong. Hong Kong is in the same time zone as Taiwan.

Attendees in Hong Kong will be connected to the attendees in Taiwan via electronic facilities available at ATLASPACE (Hong Kong) Limited, 16/F, Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong as a Meeting Location on Wednesday, 23rd June 2021 at 10:00 a.m.. Shareholders participating through the electronic facilities available at the venue in Hong Kong are deemed to be present at and shall be counted in the quorum of the Annual General Meeting.

**(ii) Voting arrangement**

In order to comply with the COVID-19 pandemic prevention and control measures imposed by the relevant government authorities and safeguard the health, safety and rights of the Shareholders, the Company strongly recommends the Shareholders to complete the enclosed form of proxy in accordance with the instructions printed thereon, appoint the chairman of the Annual General Meeting as his/her proxy (instead of attending the Annual General Meeting in person) to vote in accordance with the instructions on the form of proxy, and return the same to 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 as soon as possible but in any event **not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. 10:00 a.m. on Monday, 21st June 2021)** or any postponement or adjournment thereof.

2. A form of proxy for use at the Annual General Meeting is enclosed.
3. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 18th June 2021 to Wednesday, 23rd June 2021, both days inclusive, during which no transfer of shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, unregistered holders of shares should ensure that all transfers of shares accompanied by the relevant share certificates and properly completed transfer forms 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 for registration no later than 4:30 p.m. on Thursday, 17th June 2021.
4. A member of the Company who is entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a member of the Company but must attend in person to represent the member. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
5. Where there are joint registered holders of any share(s), any one of such joint holders may vote at the meeting, either in person or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

6. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority, 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 not less than 48 hours before the time for holding the Annual General Meeting (i.e. 10:00 a.m. on Monday, 21st June 2021) or any postponement or adjournment thereof.
7. With regard to resolution No. 3 in this notice, the Board proposes that the retiring Directors, namely Mr. Lai I-Jen, Mr. Kurihara Toshihiko, Ms. Wu Shu-Ping, Mr. Lin Meng-Tsung and Mr. Liu Wei-Li be re-elected as directors of the Company. The Board has recommended Mr. Lin Yi-Min for appointment at the Annual General Meeting as a new independent non-executive Director of the Company. Details of the directors of the Company proposed for re-election and appointment are set out in Appendix II to the circular to shareholders of the Company dated 30th April 2021 of which this notice forms part.
8. Pursuant to Rule 13.39(4) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the voting on the above resolutions at the Annual General Meeting will be conducted by way of poll.
9. The translation into Chinese language of the notice convening the Annual General Meeting is for reference only. In case of any inconsistency, the English version shall prevail.
10. As at the date hereof, the Board comprises Mr. Lai I-Jen and Mr. Kurihara Toshihiko as executive Directors; Ms. Wu Shu-Ping as non-executive Director; and Mr. Lin Meng-Tsung, Mr. Liu Wei-Li and Mr. Wang Yi Chi as independent non-executive Directors.
11. Shareholders or proxies who intend to attend the Annual General Meeting in Taiwan or in Hong Kong in person are specifically reminded to take personal protective measures and comply with the COVID-19 pandemic preventive and control requirements. In light of the current COVID-19 pandemic prevention and control and the consideration of protecting the life safety and health of the Shareholders and other participants, the Company will take a series of preventive and control measures at the venues, including but not limited to the followings:
  - (i) Shareholders and other participants are required to wear masks on their own to enter each of the venues in Taiwan and Hong Kong and wear masks throughout the meeting;
  - (ii) each Shareholder and participant must undergo hand sanitisation and mandatory temperature checking at the entrance of each of the venues in Taiwan and Hong Kong, and any person who has been recorded a body temperature of higher than 37.4 degrees Celsius will not be allowed to enter the venue;
  - (iii) no refreshment or drinks will be provided and no gift will be distributed to attendees at both venues in Taiwan and Hong Kong; and
  - (iv) if the number of Shareholders and other participants present in any of the venues reached the upper limit stipulated by the relevant government authorities on the date of the Annual General Meeting, Shareholders or proxies will have to enter into the relevant venue on a "first sign in, first enter" basis.
12. Notwithstanding the foregoing, the Board has the absolute discretion to change or cancel the venue in Hong Kong if the Board considers that it is not safe for the Shareholders to gather together in one place or in order to comply with relevant law or regulations, including but not limited to Hong Kong Prevention and Control of Disease (Prohibition on Group Gathering) Regulation. For the health and safety of all stakeholders, and in compliance with the recent guidelines for COVID-19 pandemic prevention and control, the Company reminds the Shareholders that it is not necessary to attend the Annual General Meeting in person for exercising the voting rights. Instead, the Shareholders may submit the proxy form with voting instructions printed thereon to appoint the chairman of the Annual General Meeting as his/her proxy to vote on the relevant resolutions at the Annual General Meeting in his/her stead.
13. If there are any questions regarding the Annual General Meeting and the business of the Annual General Meeting that you would like to be addressed, the Shareholders are welcome to contact the Company by post to the Company Secretary's office at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or by email to [ir@yorkey-optical.com](mailto:ir@yorkey-optical.com).
14. Shareholders are reminded to keep track of the Company's announcements on the Company's website or Stock Exchange's website for any update.