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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 EXTRAORDINARY MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Yorkey Optical International (Cayman) Ltd. (the “**Company**”) will be held at The Charterhouse Hotel, 209-219 Wanchai Road, Hong Kong on Thursday, 18 June 2015 at 11:00a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the annual caps of US\$16,806,000, US\$16,806,000 and US\$16,806,000 (the “**Annual Caps**”), being the annual caps for the years ending 31 December 2016, 31 December 2017 and 31 December 2018 respectively, in respect of the continuing connected transactions contemplated under the agreement dated 25 March 2015 entered into between the Company and its subsidiaries (“**the Group**”) and Asia Optical Group in respect of the sale of the optical and opto-electronic product parts and components made with plastic and/or metallic materials, moulding, coating and printing related products from the Group to Asia Optical Group and the engagement of Asia Optical Group for plating and surface treatment processing (the “**Renewed Asia Optical Group Master Agreement**”) be and are hereby generally and unconditionally approved and that the directors of the Company be and are hereby authorized to take all actions and execute all documents which they deem necessary, desirable or appropriate in order to implement and validate anything relating to the Renewed Asia Optical Group Master Agreement, the continuing connected transactions contemplated thereunder and the Annual Caps.”

By Order of the Board
Yorkey Optical International (Cayman) Ltd.
Nagai Michio
Chief Executive Officer and Executive Director

Hong Kong, 5 May 2015

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

* *For identification purpose only*

Notes:

1. Any member entitled to attend and vote at the general meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares is entitled to appoint more than one proxy to represent him and vote on his behalf at the general meeting of the Company. A proxy is entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member. On a poll, votes may be given either in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time for holding the general meeting or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a general meeting or an adjourned meeting in cases where the general meeting was originally held within 12 months from such date.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holder 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 either in person or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share(s) shall alone be entitled to vote in respect thereof.
6. A form of proxy for use at the extraordinary general meeting is enclosed herewith.

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Lai I-Jen and Mr. Nagai Michio, two non-executive Directors, namely, Mr. Liao Kuo-Ming and Ms. Wu Shu-Ping, and three independent non-executive Directors, namely, Mr. Chiang Hsiang-Tsai, Mr. Chou Chih-Ming and Mr. Wang Yi-Chi.