
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your independent stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other independent professional adviser.

If you have sold or transferred all your shares in Yorkey Optical International (Cayman) Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSAL FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the Annual General Meeting to be held at The Charterhouse Causeway Bay Hotel, 209-219 Wanchai Road, Hong Kong on Thursday, 18th June 2015 at 9:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the forthcoming Annual General Meeting (or any adjournment thereof) is also enclosed. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.yorkey-optical.com>).

Whether or not you are able to attend and vote at the Annual General Meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for the holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

* *For identification purposes only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM Notice”	the notice of the Annual General Meeting set out on pages 18 to 22 of this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at The Charterhouse Causeway Bay Hotel, 209-219 Wanchai Road, Hong Kong on Thursday, 18th June 2015 at 9:00 a.m., or, where the context so admits, at any adjournment thereof
“Articles”	the existing articles of association of the Company as amended from time to time and adopted by the Company
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Yorkey Optical International (Cayman) Ltd., a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	the general and unconditional issue mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue, grant options over or otherwise deal with the unissued Shares in the capital of the Company of up to a maximum of 20% of: (a) if the Shares have par value, the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution described in paragraph 6 (as modified by paragraph 8 of the AGM Notice); or (b) in case by operation of applicable laws and regulations the nominal value of the Shares becomes zero or is abolished, the aggregate number of issued Shares as at the date of passing of the ordinary resolution described in paragraph 6 (as modified by paragraph 8 of the AGM Notice, subject to the adjustment set out in the ordinary resolution described in paragraph 8 of the AGM Notice)
“Latest Practicable Date”	22nd April 2015, being the latest practicable date prior to printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as may be amended, modified and supplemented from time to time
“Member(s)” or “Shareholder(s)”	the duly registered holder(s) of the Share(s)
“PRC”	the People’s Republic of China which shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Relevant Period”	in respect of the Repurchase Mandate, has the meaning ascribed to it in paragraph (a) of resolution no. 7 in the AGM Notice, and in respect of the Issue Mandate, has the meaning ascribed to it in paragraph (e) of resolution 6 in the AGM Notice

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares: (a) if the Shares have par value, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal of the share capital of the Company in issue as at the date of passing the ordinary resolution described in paragraph 7 (as modified by paragraph 8) of the AGM Notice; or (b) in case by operation of applicable laws and regulations the nominal value of the Shares becomes zero or is abolished, up to 10% of the aggregate number of issued Shares as at the date of passing of the ordinary resolution at paragraph 7 (as modified by paragraph 8) of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as may be amended, supplemented and modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company, presently with a par value of HK\$0.01 each, or with such other par value or no par value as adopted by the Company from time to time, or if there has been a subdivision, consolidation, reclassification of or reconstruction of the share capital of the Company, shares forming part of the ordinary share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong as may be amended, modified and supplemented from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

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)

Executive Directors:

LAI I-Jen (*Chairman*)

NAGAI Michio

Non-executive Directors:

LIAO Kuo-Ming

WU Shu-Ping

Independent non-executive Directors:

CHIANG Hsiang-Tsai

CHOU Chih-Ming

WANG Yi-Chi

Registered office:

Codan Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head office and 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

30th April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions. Resolutions to be proposed at the Annual General Meeting include, inter alia: (i) the grant of the Issue Mandate and the extension of the Issue Mandate to the Directors; (ii) the grant of the Repurchase Mandate; (iii) the declaration of a final dividend; (iv) the declaration of a special dividend; and (v) the re-election of Directors.

* *for identification purposes only*

LETTER FROM THE BOARD

ISSUE MANDATE

At the last annual general meeting of the Company held on 11th June 2014, resolutions were passed giving general mandates to the Directors to allot, issue and deal with Shares and to exercise the powers of the Company to repurchase Shares. Such general mandates will lapse at the conclusion of the Annual General Meeting. Therefore, at the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant the Issue Mandate to the Directors. The Shares which may be allotted and issued pursuant to the Issue Mandate are (a) if the Shares have par value, up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving the Issue Mandate; or (b) in case by operation of applicable laws and regulations the nominal value of the Shares becomes zero or is abolished, the maximum of 20% of the aggregate number of Shares in issue as at the date of passing the resolution approving the Issue Mandate at the Annual General Meeting. In addition, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to: (a) if the Shares have par value, the aggregate nominal value of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the aggregate nominal value of the Shares repurchase under the Repurchase Mandate if granted; or (b) in case by operation of applicable laws and regulations the nominal value of the Shares becomes zero or is abolished, the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the aggregate number of Shares repurchased under the Repurchase Mandate, if granted.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in resolutions 6 and 8 in the AGM Notice set out on pages 18 to 21 of this circular. The Issue Mandate will end on the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or by any applicable laws of the Cayman Islands; or (c) the date on which the authority given under the ordinary resolution approving the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, to grant the Repurchase Mandate. The Shares which may be repurchased pursuant to the Repurchase Mandate are up to a maximum of 10% of (a) if the Share have par value the aggregate nominal amount of the entire share capital of the Company in issue as at the date of passing the resolution approving the Repurchase Mandate, or (b) in case by operation of applicable laws and regulations the nominal value of the Shares becomes zero or is abolished, the aggregate number of issued shares at the date of passing of the resolution approving the Repurchase Mandate, subject to adjustment for each consolidation or sub-division of Shares the record date of which shall fall before the expiration of such Repurchase Mandate by multiplying such number of Shares with a fraction ("Adjustment fraction"), the numerator of which is the number of issued Shares immediately after the consolidation or sub-division of Shares and the denominator of which is the number of issued Share, immediately prior to the consolidation or sub-division of Shares.

LETTER FROM THE BOARD

The Repurchase Mandate will end on the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or by any applicable laws of the Cayman Islands; or (c) the date on which the authority given under the ordinary resolution approving the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

On the basis of 827,778,000 Shares in issue as at the Latest Practicable Date and assuming that (i) the resolutions approving the Issue Mandate and the Repurchase Mandate are passed at the Annual General Meeting and (ii) no further Shares are allotted, issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company is allowed to allot and issue a maximum of 165,555,600 Shares under the Issue Mandate and repurchase a maximum of 82,777,800 Shares under the Repurchase Mandate.

Details of the Repurchase Mandate is set out in resolution no. 7 in the AGM Notice. An explanatory statement as required by the Listing Rules containing all relevant information relating to the Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with information necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the Annual General Meeting.

Subject to passing of the aforesaid resolutions approving the Issue Mandate and the Repurchase Mandate, an ordinary resolution will also be proposed for Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares purchased under the Repurchase Mandate.

Details of the extension of the Issue Mandate are set out in resolution no. 8 in the AGM Notice.

FINAL DIVIDEND

The Directors proposed a final dividend of HK\$0.035 per Share be distributed to the Shareholders. It is expected that the final dividend will be paid on 21st July 2015.

SPECIAL DIVIDEND

The Directors proposed a special dividend of HK\$0.035 per Share be distributed to the Shareholders. It is expected that the special dividend will be paid on 3rd September 2015.

RE-ELECTION OF DIRECTORS

Pursuant to the Articles, at each annual general meeting of the Company, not less than one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. The Directors to retire each year will be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same

LETTER FROM THE BOARD

day those to retire will (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Lai I-Jen (“Mr. Lai”) and Mr. Nagai Michio (“Mr. Nagai”) will retire from office as Directors at the Annual General Meeting and Mr. Lai and Mr Nagai being eligible, will offer themselves for re-election. In addition, pursuant to the letter of appointment of each of the two non-executive Directors, namely Mr. Liao Kuo-Ming and Ms. Wu Shu-Ping and the three independent non-executive Directors, namely Mr. Chiang Hsiang-Tsai, Mr. Chou Chih-Ming and Wang Yi-Chi, they will retire and offer themselves for re-election at the Annual General Meeting.

Details of the above-mentioned Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 18 to 22 of this circular. A form of proxy for use in connection with the Annual General Meeting is enclosed. At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other things, the Issue Mandate and the extension thereof, the Repurchase Mandate, the declaration of the final dividend and the special dividend and the re-election of Directors.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the form of proxy and return the accompanying form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, 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 the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

The votes on all resolutions shall be taken on a poll as required under the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 16th June to Thursday, 18th June 2015, both days inclusive, during which period no transfer of shares will be registered, in order to determine the entitlement to attend and vote at the Annual General Meeting. In order to qualify for attendance and voting 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 branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 15th June 2015.

On the assumption that the resolution for declaring the final dividend is duly passed at the Annual General Meeting, the register of members of the Company will be closed from Friday, 26th June 2015 to Tuesday, 30th June 2015, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 25th June 2015.

LETTER FROM THE BOARD

On the assumption that the resolution for declaring the special dividend is duly passed at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 12th August 2015 to Friday, 14th August 2015, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for entitlement to the proposed special dividend, all transfers of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 11th August 2015.

RESPONSIBILITY

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors are of the opinion that (a) the Issue Mandate and the extension thereof; (b) the Repurchase Mandate; (c) the declaration of the final dividend; (d) the declaration of the special dividend; and (e) the re-election of Directors, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the Annual General Meeting.

GENERAL

Your attention is also drawn to the additional information set out in the Appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board of
YORKEY OPTICAL INTERNATIONAL (CAYMAN) LTD.
NAGAI Michio
Executive Director and CEO

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information necessary to enable them to consider the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions.

SHAREHOLDERS' APPROVAL

The Listing Rules provide that all on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by specific approval of a particular transaction or by a general mandate to the directors of a company to make such repurchases.

SHARE CAPITAL

As at the Latest Practicable Date, the aggregate issued share capital of the Company comprised 827,778,000 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further new Shares will be allotted, issued or repurchased and there is no consolidation or sub-division of Shares between the Latest Practicable Date and the date of Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 82,777,800 Shares, being 10% of the existing issued Shares as at the Latest Practicable Date. The Repurchase Mandate shall, unless revoked or varied by the Company in general meeting, take effect upon approval by the Shareholders until the next annual general meeting of the Company.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market.

Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share. Shareholders can be assured that the Directors would only make such repurchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the Listing Rules from time to time.

FUNDING OF REPURCHASES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for such purpose in accordance with the Articles and the applicable laws

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or if so authorised by its Articles and subject to the provisions of the Companies Law, out of capital.

GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company as disclosed in the audited financial statements of the Company for the year ended 31st December 2014 in the event that the Repurchase Mandate were to be carried out in full at any time during the Repurchase Mandate period. However, no repurchase would be made in circumstances that would have a material adverse effect on the working capital position or the gearing position of the Company.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date are as follows:

Month	Shares prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	0.86	0.80
May	0.83	0.79
June	0.91	0.80
July	0.94	0.85
August	0.99	0.91
September	0.94	0.87
October	0.92	0.83
November	0.93	0.87
December	0.94	0.81
2015		
January	1.19	0.86
February	1.06	0.95
March	1.07	0.91
April (up to the Latest Practicable Date)	1.03	0.95

UNDERTAKING OF THE DIRECTORS

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their associates have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

CONNECTED PERSONS

As at the Latest Practicable Date, no core connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

EFFECT OF TAKEOVERS CODE

If, as a result of a repurchase of Shares by the Company, pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and on the date assuming that the Repurchase Mandate had been exercised in full, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under the SFO are as follows:

Name of Shareholder	Current percentage interest in the issued share capital of the Company	Percentage interest in the issued share capital of the Company in the event the Repurchase Mandate is exercised in full	Number of Shares beneficially held
Asia Optical International Ltd.	22.57%	25.08%	186,833,000
Asia Optical Co., Inc.	27.40%	30.45%	226,833,000
		(Note 1)	
Ability Enterprise (BVI) Co., Ltd.	17.37%	19.30%	143,817,000
Ability Enterprise Co., Ltd.	17.37%	19.30%	143,817,000
		(Note 2)	

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

Name of Shareholder	Current percentage interest in the issued share capital of the Company	Percentage interest in the issued share capital of the Company in the event the Repurchase Mandate is exercised in full	Number of Shares beneficially held
Fortune Lands International Limited	13.65%	15.17% <i>(Note 3)</i>	113,000,000
Mr. Chen Yao-Tang	13.65%	15.17% <i>(Note 4)</i>	113,000,000
Ms. Ho Shu-Chun	13.65%	15.17% <i>(Note 5)</i>	113,000,000
Webb David Michael	6.06%	6.74%	50,204,000

Notes:

1. Asia Optical Co., Inc. holds 100% direct interest in the issued capital of Asia Optical International Ltd. (“AOIL”) and therefore is taken to be interested in an aggregate of 186,833,000 Shares held by AOIL.
2. Ability Enterprise Co., Ltd. holds 100% direct interest in the issued capital of Ability Enterprise (BVI) Co., Ltd. (“Ability Enterprise BVI”) and therefore is taken to be interested in an aggregate of 143,817,000 Shares held by Ability Enterprise BVI.
3. As recorded in the register required to be kept under section 336 of the SFO, Fortune Lands is the founder of The Yorkey Employee’s Trust and is the registered owner of 113,000,000 Shares which it will hold as trustee of The Yorkey Employees’ Trust.
4. As recorded in the register required to be kept under section 336 of the SFO, Mr. Chen Yao-Tang, being the sole shareholder of Fortune Lands, is taken to be interested in an aggregate of 113,000,000 Shares held by Fortune Lands.
5. As recorded in the register required to be kept under section 336 of the SFO, Ms. Ho Shu-Chun, the spouse of Mr. Chen Yao-Tang, is taken to be interested in an aggregate of 113,000,000 Shares in which Mr. Chen Yao Tang is interested.

On the basis of the current shareholding of the Company, the Directors are not aware of any Shareholder, or group of Shareholders acting in concert, who will become obliged to make a mandatory offer to Shareholders under Rules 26 and 32 of the Takeovers Code as a result of repurchase of Shares.

In any event, the Directors have no intention to exercise the Repurchase Mandate to an extent that would give rise to the mandatory offer requirement pursuant to the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

SHARE PURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors proposed for re-election at the Annual General Meeting:

Mr. LAI I-Jen (賴以仁), aged 66, is an executive Director and chairman of the Group. He has over 30 years of experience in the manufacture and sale of optical components and optical equipments. He is currently chairman of Asia Optical Co., Inc., (“Asia Optical”, the ultimate holding company of the Group) a company listed on the Taiwan Stock Exchange. Asia Optical is principally engaged in the design, manufacture and sale of optical parts and components and is reputable within industry.

Mr. Lai is also currently chairman of Asia Tech Image Inc., (“Asia Tech”) a company listed on the Taiwan’s GreTai Securities Market. Asia Tech is held by Asia Optical as to 30.71%, and principally engaged in the trading of image sensor and electronic related parts and components.

Mr. Lai has substantial experiences and international vision in business management, marketing and global logistics.

Mr. Lai entered into a letter of appointment with the Company for an initial term of one year commencing from 7th June 2013 and shall continue thereafter until terminated by either party with three months’ notice in writing served on the other side. Based on the letter of appointment, the amount of remuneration is HK\$120,000 per annum determined according to the director’s duties and responsibilities and is subject to the approval of the Shareholders at the annual general meeting.

Save as disclosed herein, Mr. Lai has no relationships with any director, senior management of the Company or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lai has no interests in shares of the Company which would fall to be disclosed under Part XV of the SFO.

Save as disclosed above, Mr. Lai has not held any other directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, other major appointment or professional qualification and there is no other information which is required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company in respect of the appointment of Mr. Lai.

Mr. NAGAI Michio (永井三知夫), aged 60, is an executive Director and chief executive officer of the Group. Prior to joining the Group, Mr. Nagai was employed by Pioneer Corporation and has served in various senior positions including as a division head and as a senior vice president. Mr. Nagai has over 30 years of experience in mid and long term strategic planning, organizational restructuring, enhancement of manufacture engineering, development and introduction of automation device, project management and various areas of specialty in kind. Mr. Nagai joined the Group in March 2011.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Nagai entered into a service agreement with the Company for an initial term of one year commencing from 24th May 2012 and shall continue thereafter until terminated by either party giving to the other not less than three months' prior notice in writing served on the other side. The amount of remuneration as set out in the service agreement is HK\$120,000 per annum determined according to the Director's duties and responsibilities and is subject to the approval of the Shareholders at the annual general meeting.

Save as disclosed herein, Mr. Nagai has no relationships with any Director, senior management or substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Nagai had no interests or short position in shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed above, Mr. Nagai has not held any other directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, other major appointment or professional qualification and there are no other information relating to Mr. Nagai that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or to be brought to the attention of the Shareholders.

Mr. LIAO Kuo-Ming (廖國銘), aged 78, is a non-executive Director of the Company. Mr. Liao joined the Group in March 2001. He was the fifth session honorary chairman of Taiwan Businessmen Association Dongguan (東莞市台商投資企業協會長安分會第五屆名譽會長), the second session vice president of Dongguan City Chang-An Town Taiwan Businessmen Association (東莞市長安鎮台商聯誼會第二屆副會長) and the first session vice president as well as the second session secretary general of Foreign Businessmen Association, Xiaobian, Dongguan, PRC (東莞市長安外商投資企業協會霄邊分會第一屆副會長及第二屆常務理事).

Mr. Liao entered into a letter of appointment with the Company for an initial term of one year commencing from 7th June 2013 and shall continue thereafter until terminated by either party with three months' notice in writing served on the other side. Based on the letter of appointment, the amount of remuneration is HK\$120,000 per annum determined according to the director's duties and responsibilities and is subject to the approval of the Shareholders at the annual general meeting.

Mr. Liao has no relationships with any director, senior management of the Company or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Liao has no interests in shares of the Company which would fall to be disclosed under Part XV of the SFO.

Save as disclosed above, Mr. Liao has not held any other directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, other major appointment or professional qualification and there is no other information which is required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company in respect of the appointment of Mr. Liao.

Ms. WU Shu-Ping (吳淑品), aged 52, is a non-executive Director of the Company. Ms. Wu is currently a director of Asia Optical Co., Inc., Asia Tech Image Inc. and holds directorship in various companies. She has an extensive financial background and had been actively involved in the listing, oversea financing, merger & acquisition projects of Asia Optical Co., Inc. Ms. Wu is experienced in the operations of the capital market and capital allocation and management of multinational enterprises in the manufacture industry.

Ms. Wu entered into a letter of appointment with the Company for an initial term of one year commencing from 20th December 2005 and shall continue thereafter until terminated by either party with three months' notice in writing served on the other side. Based on the letter of appointment and current arrangements, the amount of remuneration is HK\$120,000 per annum determined according to the director's duties and responsibilities and is subject to the approval of the Shareholders at the annual general meetings.

Save as disclosed herein, Ms. Wu has no relationships with any Director, senior management or substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Ms. Wu has no interests or short position in shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed above, Ms. Wu has not held any other directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, other major appointment or professional qualification and there are no other information relating to Ms. Wu that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or to be brought to the attention of the Shareholders.

Mr. CHIANG Hsiang-Tsai (江向才), aged 44, was appointed as an independent non-executive Director of the Company in December 2005. Mr. Chiang holds a master's degree in accountancy and financial information systems from Cleveland State University in the United States and a doctoral degree in business administration with specialisation in accounting and information technology management from Nova Southeastern University in the United States. Mr. Chiang has published a number of research papers in periodicals and produced a number of writings and he is currently a full-time professor (專任教授) with the Department of Accounting and the chief financial officer (財務長) in Feng Chia University in Taiwan.

Mr. Chiang entered into a letter of appointment with the Company for an initial term of one year commencing from 20th December 2005 and shall continue thereafter until terminated by either party with three months' notice in writing served on the other side. The amount of remuneration as set out in the letter of appointment is HK\$120,000 per annum determined according to the director's duties and responsibilities and is subject to the approval of the Shareholders at the annual general meetings.

Mr. Chiang has no relationships with any Director, senior management or substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Chiang has no interests or short position in shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Mr. Chiang has not held any other directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, other major appointment or professional qualification and there are no other information relating to Mr. Chiang that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or to be brought to the attention of the Shareholders.

Mr. CHOU Chih-Ming (周智明), aged 56, was appointed as an independent non-executive Director of the Company in December 2005. He is a registered agent for book keeping and tax return filing and founded Chou Chih-Ming Accounting and Tax Agent Firm (周智明事務所) in 1990. He has over 20 years of experience in book keeping. Mr. Chou's working experience also includes Chu Ting Enterprise Co., Ltd. (巨登企業股份有限公司) where he was a scrutineer (監察人). He had also been the sixth session secretary general of Taichung County Associate of Tax and Accounting Agent (台中縣稅務會計記帳代理業職業工會第六屆常務理事), and the second session secretary general of the National Federation of Tax and Accounting Agent Republic of China (中華民國稅務會計記帳代理業職業工會全國聯合會第二屆常務理事).

Mr. Chou entered into a letter of appointment with the Company for an initial term of one year commencing from 20th December 2005 and shall continue thereafter until terminated by either party with three months' notice in writing served on the other side. The amount of remuneration as set out in the letter of appointment is HK\$120,000 per annum determined according to the Director's duties and responsibilities and is subject to the approval of the Shareholders at the annual general meetings.

Mr. Chou has no relationships with any Director, senior management or substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Chou has no interests or short position in shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed above, Mr. Chou has not held any other directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, other major appointment or professional qualification and there are no other information relating to Mr. Chou that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or to be brought to the attention of the Shareholders.

Mr. WANG Yi-Chi (王逸琦), aged 43, was appointed as an independent non-executive Director of the Company in May 2012. Mr. Wang holds a doctoral degree in industrial engineering with specialisation in lean enterprise transformation and simulation modeling and analysis from Mississippi State University in the United States. Mr. Wang has published a number of research papers in periodicals and produced a number of writings and he is currently a full-time vice professor (專任副教授) with the Department of Industrial Engineering and Systems Management in Feng Chia University in Taiwan.

Mr. Wang entered into a letter of appointment with the Company for an initial term of one year commencing from 24th May 2012 and shall continue thereafter until terminated by either party with three months' notice in writing served on the other side. The amount of remuneration as set out in the letter of appointment is HK\$120,000 per annum determined according to the Director's duties and responsibilities and is subject to the approval of the Shareholders at the annual general meetings.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Wang has no relationships with any Director, senior management or substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Wang has no interests or short position in shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed above, Mr. Wang has not held any other directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, other major appointment or professional qualification and there are no other information relating to Mr. Wang that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

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 IS HEREBY GIVEN THAT the annual general meeting of Yorkey Optical International (Cayman) Ltd. (the “**Company**”) will be held at The Charterhouse Causeway Bay Hotel, 209-219 Wanchai Road, Hong Kong on Thursday, 18th June 2015 at 9:00 a.m. (“**Annual General Meeting**”) for the following businesses:

1. To receive and consider the audited consolidated financial statements of the Company for the year ended 31st December 2014 together with the reports of the directors and auditor of the Company thereon.
2. To declare a final dividend for the year ended 31st December 2014 of HK0.035 per share of HK\$0.01 each in the capital of the Company.
3. To declare a special dividend for the year ended 31st December 2014 of HK0.035 per share of HK\$0.01 each in the capital of the Company.
4. To re-elect the retiring directors and to authorize the board of directors of the Company (“**Board**”) to fix the remuneration of directors.
5. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the Board to fix their remuneration.

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

ORDINARY RESOLUTIONS

6. “**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;

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) 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;

- (c) if the Shares have par value, the aggregate nominal amount of the share capital of the Company 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) of this resolution, otherwise than pursuant to (each of the following being an “Excluded Issue of Shares”)
 - (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 nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly;

- (d) in case by operation of applicable laws and regulations the nominal value of the Shares becomes zero or is abolished, 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 Excluded Issues of Shares, 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

- (e) 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 any applicable law of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**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 registers 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).”

7. “**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) (a) if the Shares have par value, the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; or (b) in case by operation of applicable laws and regulations the nominal value of the Shares becomes zero or is abolished, 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 any applicable law of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.
- (d) for the purposes of this resolution, the expression “Adjustment Fraction” shall have the same meaning as assigned to it under Resolution No. 6(d) of this notice.”
8. “**THAT** conditional upon the passing of Resolutions Nos. 6 and 7 above, (a) if the Shares have par value, the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to Resolution No. 6 above be and is hereby extended by the additional thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 7 above, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution; or (b) in case by operation of applicable laws and regulations the nominal value of the Shares becomes zero or is abolished, the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution No. 6 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. 7 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.
NG Chi Ching
Company Secretary

Hong Kong, 30th April 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

Registered Office:

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O.Box 2681
Grand Cayman KY1-1111
Cayman Islands

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A form of proxy for use at the Annual General Meeting is enclosed.
2. The register of members of the Company will be closed from Tuesday, 16th June to Thursday, 18th June 2015, both days inclusive, during which period no transfer of shares will be registered, in order to determine the entitlement to attend and vote at the Company's Annual General Meeting. In order to qualify for attendance and voting 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 branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 15th June 2015.

On the assumption that the resolution for declaring the final dividend is duly passed at the Annual General Meeting, the register of members of the Company will be closed from Friday, 26th June 2015 to Tuesday, 30th June 2015, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 25th June 2015.

On the assumption that the resolution for declaring the special dividend is duly passed at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 12th August 2015 to Friday, 14th August 2015, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for entitlement to the proposed special dividend, all transfers of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 11th August 2015.

3. 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 needs 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.
4. Where there are joint holders of any share, any one of such joint holder may vote, 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 or 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.
5. 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 deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof.
6. With regard to Resolution No. 4 above, the Board proposes that the retiring Directors, namely Mr. Lai I-Jen, Mr. Nagai Michio, Mr. Liao Kuo-Ming, Ms. Wu Shu-Ping, Mr. Chiang Hsiang-Tsai, Mr. Chou Chih-Ming and Mr. Wang Yi-Chi be re-elected as directors of the Company. Details of the retiring directors are set out in Appendix II of the circular to shareholders dated 30th April 2015 of which this notice forms part.
7. Pursuant to Rule 13.39(4) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of members at the Annual General Meeting will be taken by poll.
8. 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.