

YORKEY

Yorkey Optical International (Cayman) Ltd.

精熙國際（開曼）有限公司*

(the "Company")

(Incorporated in the Cayman Islands with limited liability)

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD
AT THE CHARTERHOUSE CAUSEWAY BAY HOTEL, 209-219 WANCHAI ROAD,
HONG KONG ON FRIDAY, 11TH June, 2014 AT 10:00 A.M.**

SHAREHOLDERS PRESENT:

As per the attached Attendance Sheet

IN ATTENDANCE:

As per the attached Attendance Sheet

CHAIRMAN

The Chairman of the Board, Mr. Lai I-Jen was on a business trip and unable to present in the meeting. Per Article 63 of the Articles of Association of the Company, one director present at the meeting can propose to elect another director to act as the chairman of the meeting. As such, Mr. Nagai Michio was elected to act as the chairman of the meeting.

Mr. Nagai Michio presided as the chairman (the "Chairman") of the meeting (the "Meeting").

Shareholders' comments and the Company's reply :

Shareholders were concerned about the absence of certain directors of the Company from the AGM. They regarded that the Company should consider the availability of the directors when considering the date of the AGM. The directors should participate into the AGM accordingly

The Company noted the Shareholders' concern and suggestion. The board of the Company will pay attention to it.

NOTICE AND QUORUM

Due notice of the Meeting has been given and there being a quorum present, the Chairman declared the Meeting duly constituted.

PROCEDURE FOR POLL

* For identification purpose only

The Chairman explained that pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the proposed resolutions at the Meeting shall be put to vote by the shareholders of the Company (the “Shareholders”) by way of poll.

The Chairman explained the procedures for conducting a poll. No query was raised by the Shareholders. Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer of the poll at the Meeting.

1. ORDINARY RESOLUTION NO. 1 – APPROVING THE FINANCIAL STATEMENTS

As no objection was raised by the Shareholders, the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31st December, 2013 (the “Year”) and the report of the directors of the Company (the “Directors”) and the report of the auditors of the Company (the “Auditors”) were taken as read.

IT WAS RESOLVED ON A VOTE BY POLL THAT the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the Auditors for the Year submitted to the Meeting be hereby received and adopted. In relation to this resolution, a total of 487,889,000 shares voted in favour of this resolution and 187,197,000 share voted against this resolution. The shares for affirmative votes represented 72.271% of the total shares with voting rights held by the Shareholders (or their authorized proxies) who were present at the Meeting.

Shareholders' comments and the Company's reply :

Shareholders asked if there will be any business plan in the future and when the positive results about the investment in Brazil will appear.

As mentioned in the Company's annual report, the Company engaged in the manufacture and sale of parts and components for DSCs. Although the Company is affected by the rising trend of use of the smart phone, the Company is continuously looking for new business opportunities. The Company will disclose to the public of any business development news, if any.

For the investment in Brazil, apart from producing parts and components for DSCs, parts and components for motor vehicles of well known brands are also manufactured. Due to confidentiality agreement entered into with the customers, the Company cannot disclose the details about the production.

2. ORDINARY RESOLUTION NO. 2 - FINAL DIVIDEND

IT WAS RESOLVED ON A VOTE BY POLL THAT a final dividend of HK\$0.025

per share be distributed to the Shareholders. It will be paid approximately in July 2014. In relation to this resolution, a total of 656,946,000 shares voted in favour of this resolution and 18,140,000 shares voted against this resolution. The shares for affirmative votes represented 97.313% of the total shares with voting rights held by the Shareholders (or their authorized proxies) who were present at the Meeting.

3. ORDINARY RESOLUTION NO. 2 - SPECIAL DIVIDEND

IT WAS RESOLVED ON A VOTE BY POLL THAT a special dividend of HK\$0.025 per share be distributed to the Shareholders. It will be paid approximately in September 2014. In relation to this resolution, a total of 656,946,000 shares voted in favour of this resolution and 18,140,000 share voted against this resolution. The shares for affirmative votes represented 97.313% of the total shares with voting rights held by the Shareholders (or their authorized proxies) who were present at the Meeting.

Shareholders' comments and the Company's reply :

Shareholders mentioned that it appeared in the Company's financial statement that the remaining bank balances and cash was higher than the market capitalization, though the Company fully paid the profit earned during the year as dividend to the shareholders. The Company may keep US\$20 millions as working capital and distribute the remaining cash as a special dividend to the shareholders. The board is requested to consider the above suggestion and take the action within 30 days after the AGM. Otherwise, a requisition to remove the existing board of directors will be proposed by the shareholders.

It is replied that the Company has been paying dividends to the shareholders since its IPO. The payout ratio has always been over 100% up to 300% for this year. The yield to maturity is around 10% higher than the average market rate of 3.38%.

The Company's directors expressed that all the Company's matters have been processed according to the relevant rules and jurisdictions, based on which the shareholders' suggestions are to be handled.

4. ORDINARY RESOLUTION NO. 3 - RE-ELECTION OF DIRECTORS

The Chairman reported that in accordance with the Company's articles of association, Mr. Laio I-Jen and Mr. Nagai Michio will retire at the Meeting and, being eligible, Mr. Laio I-Jen and Mr. Nagai Michio will offer themselves for re-election at the meeting. 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 Mr. Wang Yi-Chi will also retire from office and, being eligible for re-election, Mr. Liao Kuo-Ming and Ms. Wu Shu-Ping will offer

themselves for re-election at the meeting, and Mr. Chiang Hsiang-Tsai, Mr. Chou Chih-Ming, and Wang Yi-Chi will offer themselves for re-election at the Meeting.

- (i) IT WAS RESOLVED ON A VOTE BY POLL THAT Mr. Lai I-Jen be and is hereby re-elected as an executive Director and the board of Directors be hereby authorized to fix his remuneration. In relation to this resolution, a total of 452,175,000 shares voted in favour of this resolution and 222,911,000 share voted against this resolution. The shares for affirmative votes represented 66.980% of the total shares with voting rights held by the Shareholders (or their authorized proxies) who were present at the Meeting.
- (ii) IT WAS RESOLVED ON A VOTE BY POLL THAT Mr. Nagai Michio be and is hereby re-elected as an executive Director and the board of Directors be hereby authorized to fix his remuneration. In relation to this resolution, a total of 634,748,000 shares voted in favour of this resolution and 40,338,000 share voted against this resolution. The shares for affirmative votes represented 94.025% of the total shares with voting rights held by the Shareholders (or their authorized proxies) who were present at the Meeting.
- (iii) IT WAS RESOLVED ON A VOTE BY POLL THAT Mr. Liao Kuo-Ming be and is hereby re-elected as a non-executive Director and the board of Directors be hereby authorized to fix his remuneration. In relation to this resolution, a total of 452,175,000 shares voted in favour of this resolution and 222,911,000 share voted against this resolution. The shares for affirmative votes represented 66.980% of the total shares with voting rights held by the Shareholders (or their authorized proxies) who were present at the Meeting.
- (iv) IT WAS RESOLVED ON A VOTE BY POLL THAT Ms. Wu Shu-Ping be and is hereby re-elected as a non-executive Director and the board of Directors be hereby authorized to fix his remuneration. In relation to this resolution, a total of 452,175,000 shares voted in favour of this resolution and 222,911,000 share voted against this resolution. The shares for affirmative votes represented 66.980% of the total shares with voting rights held by the Shareholders (or their authorized proxies) who were present at the Meeting.
- (v) IT WAS RESOLVED ON A VOTE BY POLL THAT Mr. Chiang Hsiang-Tsai be and is hereby re-elected as an independent non-executive Director and the board of Directors be hereby authorized to fix her remuneration. In relation to this resolution, a total of 452,175,000 shares voted in favour of this resolution and 222,911,000 shares voted against this resolution. The shares for affirmative votes represented 66.980% of the total shares with voting rights held by the Shareholders (or their authorized proxies) who were present at the Meeting.
- (vi) IT WAS RESOLVED ON A VOTE BY POLL THAT Mr. Chou Chih-Ming be and is hereby re-elected as an independent non-executive Director and the board of Directors be hereby authorized to fix his remuneration. In relation to this resolution, a total of 452,175,000 shares voted in favour of this resolution and 222,911,000 shares voted against this resolution. The shares for affirmative votes represented 66.980% of the total shares with voting rights

held by the Shareholders (or their authorized proxies) who were present at the Meeting.

- (vii) IT WAS RESOLVED ON A VOTE BY POLL THAT Mr. Wang Yi-Chi be and is hereby re-elected as an independent non-executive Director and the board of Directors be hereby authorized to fix his remuneration. In relation to this resolution, a total of 452,175,000 shares voted in favour of this resolution and 222,911,000 shares voted against this resolution. The shares for affirmative votes represented 66.980% of the total shares with voting rights held by the Shareholders (or their authorized proxies) who were present at the Meeting.

5. ORDINARY RESOLUTION NO. 5 – RE-APPOINTMENT OF AUDITORS

IT WAS RESOLVED ON A VOTE BY POLL THAT Deloitte Touche Tohmatsu be and are hereby re-appointed as the Auditors to hold office until the conclusion of the next annual general meeting of the Company and the board of Directors be hereby authorized to fix their remuneration. In relation to this resolution, a total of 666,428,000 shares voted in favour of this resolution and 8,148,000 share voted against this resolution. The shares for affirmative votes represented 98.792% of the total shares with voting rights held by the Shareholders (or their authorized proxies) who were present at the Meeting.

6. ORDINARY RESOLUTION NO. 6 - GENERAL MANDATE TO DIRECTORS TO ISSUE AND ALLOT SHARES

As a special business, IT WAS RESOLVED ON A VOTE BY POLL THAT the following resolution be passed as an ordinary resolution of the Company:-

“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 of HK\$0.01 each in the capital of the Company (“Shares”), 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, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution 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;
- (c) 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 (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; and

- (d) 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 its articles of association or any applicable law of the Cayman Islands to be held; or
 - (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).”

In relation to this resolution, a total of 424,286,000 shares voted in favour of this resolution and 250,800,000 shares voted against this resolution. The shares for affirmative votes represented 62.849% of the total shares with voting rights held by the Shareholders (or their authorized proxies) who were present at the Meeting.

7. ORDINARY RESOLUTION NO. 7 - GENERAL MANDATE TO DIRECTORS TO REPURCHASE SHARES

As a special business, IT WAS RESOLVED ON A VOTE BY POLL THAT the following resolution be passed as an ordinary resolution of the Company:-

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors 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 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 nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution 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, 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 its articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

In relation to this resolution, a total of 523,121,000 shares voted in favour of this resolution and 151,965,000 shares voted against this resolution. The shares for affirmative votes represented 77.490% of the total shares with voting rights held by the Shareholders (or their authorized proxies) who were present at the Meeting.

8. ORDINARY RESOLUTION NO. 8 - GENERAL MANDATE TO ISSUE SHARES OF AN AMOUNT EQUAL TO THE SHARES REPURCHASED PURSUANT TO THE GENERAL MANDATE TO REPURCHASE SHARES

As a special business, IT WAS RESOLVED ON A VOTE BY POLL THAT the following resolution be passed as an ordinary resolution of the Company:-

“**THAT** conditional upon resolutions numbered 6 and 7 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 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 numbered 7 above, provided that such 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.”

In relation to this resolution, a total of 424,286,000 shares voted in favour of this resolution and 250,800,000 shares voted against this resolution. The shares for affirmative votes represented 62.849% of the total shares with voting rights held by the Shareholders (or their authorized proxies) who were present at the Meeting.

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CLOSE OF MEETING

There being no further business, the Chairman declared the Meeting closed.

A handwritten signature in black ink, appearing to read 'Nagai Michio', written over a horizontal line.

NAGAI MICHIO
Chairman of the Meeting

Shareholders' Attendance Sheet

Name of company : Yorkey Optical International (Cayman) Ltd.

Nature of meeting : Annual General Meeting

Place : The Charterhouse Causeway Bay Hotel, 209-219 Wanchai Road, Hong Kong

Date / Time : 11 June 2014, Wednesday / 10:00am

No.	Name of shareholder	Name of proxy or authorized representative (if any)
1	Asia Optical International Ltd.	Wu Shu Ping
2	Cheung Kin Kwan	Cheng Kwok Wah
3	Chow Jui Tien	Chow Suk Fong
4	Fortune Lands International Ltd.	Tseng Wan Lin
5	Lam Sau Chun	Cheng Kwok Wah
6	Leung Lai Sheung	Chairman of the meeting
7	Richman International Group Co., Ltd.	Ho Chia Jung
8	Yan Siu Lan Nancy	Yan Chi Kwong
9	Yip Chack	Choi Yuk Mei
10	HKSCC Nominees Limited	Webb David Michael
11.	HKSCC Nominees Limited	Webb David Michael
12	HKSCC Nominees Limited	Tam Ka Lai
13	HKSCC Nominees Limited	Siu Lee Yuen
14	HKSCC Nominees Limited	Schlabbers Manuel
15	HKSCC Nominees Limited	Ng Yuet Ting
16	HKSCC Nominees Limited	Lui Yuen Kem
17	HKSCC Nominees Limited	Ho Man Yee
18	HKSCC Nominees Limited	Guo Lei
19	HKSCC Nominees Limited	Guo Lei
20	HKSCC Nominees Limited	Chiang Hsiang Tsai
21	HKSCC Nominees Limited	Cheng Hung Lee
22	HKSCC Nominees Limited	Chen Po Chiu
23	HKSCC Nominees Limited	Chen Po Chiu
24	HKSCC Nominees Limited	Chan Kevin Yic Kiu
25	HKSCC Nominees Limited	Wat Ka Yee

26	Yan Siu Lan	--
27	Chiu Kam Leung	--
28	Yan Tat Chiu David	--
29	Choi Yuk Mei	--
30	Tsai Hsin Hsin	--

Directors'/Secretary's Attendance Sheet

Name of company : Yorkey Optical International (Cayman) Ltd.

Nature of meeting : Annual General Meeting

Place : The Charterhouse Causeway Bay Hotel, 209-219 Wanchai
Road, Hong Kong

Date / Time : 11 June 2014, Wednesday / 10:00am

Chairman of the meeting

Mr. Nagai Michio

Directors

Ms. Wu Shu Ping

Mr. Chiang Hsing Tsai

Mr. Wang Yi Chi

Company secretary

Mr. Ng Chi Ching