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ARTS OPTICAL INTERNATIONAL HOLDINGS LIMITED

雅視光學集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1120)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Arts Optical International Holdings Limited (雅視光學集團有限公司*) (the “Company”) will be held at Garden Room A-B, 2/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on 8 October 2014 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as an ordinary resolution of the Company.

ORDINARY RESOLUTION

1. “THAT:

(a) the transactions comprising:

- (i) the relocation agreement entered into between Argent Optical Manufactory Limited (“Argent”), 深圳市橫崗佳兆業投資諮詢有限公司 (Shenzhen Henggang Kaisa Investment Consulting Co., Ltd.) and 佳兆業集團 (深圳) 有限公司 (Kaisa Group (Shenzhen) Co., Ltd.) dated 15 August 2014 (the “Relocation Agreement”) (copy of the Relocation Agreement has been produced to this meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification);
- (ii) the service agreement entered into between Argent and 深圳市全聯行地產顧問有限公司 (Shenzhen Quanlianhang Property Consulting Co., Ltd.) dated 15 August 2014 (the “Service Agreement”) (copy of the Service Agreement has been produced to this meeting marked “B” and initialed by the chairman of this meeting for the purpose of identification),

* For identification purpose only

and the transactions contemplated thereunder (the details of which are set out in the Company's circular dated 19 September 2014) be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorized to, on behalf of the Company, do all such acts and sign, seal, execute, deliver all such documents and take all such actions as he or she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Relocation Agreement, the Service Agreement, and the transactions contemplated thereunder."

By Order of the Board
Ng Hoi Ying, Michael
Chairman

Hong Kong, 19 September 2014

Notes:

- (1) At the special general meeting, the Chairman of the meeting will exercise his power under Bye-law 66 of the Company's bye-laws to put the above resolution to the vote by way of poll.
- (2) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company.
- (3) To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting, or any adjournment thereof (as the case may be).
- (4) The register of members of the Company will be closed from 7 October 2014 to 8 October 2014, both days inclusive, during which period no transfer of shares will be effected. All properly completed transfer forms accompanied by the relevant share certificate must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 6 October 2014 in order to be eligible to attend and vote at the special general meeting.

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