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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)

(1) POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 8 OCTOBER 2014

AND

(2) THE RELOCATION AGREEMENT BECOMING UNCONDITIONAL

(1) POLL RESULTS OF THE SGM

The Board is pleased to announce that the resolution set out in the notice of the SGM was duly passed by the Independent Shareholders by way of poll at the SGM held on 8 October 2014.

(2) THE RELOCATION AGREEMENT BECOMING UNCONDITIONAL

Since the condition set out in the paragraph headed "The Relocation Agreement – Condition precedent" in the "Letter from the Board" in the Circular has been fulfilled, the Relocation Agreement has become unconditional on 8 October 2014.

(1) POLL RESULTS OF THE SGM

Reference is made to the circular (the "Circular") of Arts Optical International Holdings Limited (the "Company") dated 19 September 2014 in relation to, among other things, the Disposal. Capitalized terms used herein shall have the same meanings as those defined in the Circular unless the context herein requires otherwise.

The Board is pleased to announce that the ordinary resolution proposed at the SGM (details of which are set out in the notice of SGM dated 19 September 2014) was duly passed by the Independent Shareholders by way of poll. Tricor Secretaries Limited, the Company's Hong Kong branch share registrar, was appointed as the scrutineer of the vote-taking at the SGM.

^{*} For identification purpose only

The poll results in respect of the ordinary resolution proposed at the SGM are as follows:-

		Ondingur Pershutian	Number of Votes (%)	
		Ordinary Resolution	For	Against
1.	(a)	To approve, confirm and ratify the transactions comprising: (i) the Relocation Agreement (copy of the Relocation Agreement was tabled at the SGM and marked "A" and initialed by the chairman of the SGM for identification purpose);	142,299,807 (100%)	0 (0%)
		(ii) the Service Agreement (copy of the Service Agreement was tabled at the SGM and marked "B" and initialed by the chairman of the SGM for identification purpose),		
		and the transactions contemplated thereunder (the details of which are set out in the Circular); and		
	(b)	to authorize any one director of the Company 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.		

As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

As at the date of the SGM, there were a total of 383,650,000 Shares in issue. The Individuals and their associates (as defined in the Listing Rules) are interested in 188,738,000 Shares, representing approximately 49.2% of the issued share capital of the Company. In view of the interests of the Individuals in the Individual Relocation Agreements and thereby the Transactions, the Individuals and their associates were required to abstain and have abstained from voting on the resolution to approve the Transactions. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, save as disclosed above, no other Shareholder was required to abstain from voting on the resolution proposed at the SGM.

As such, there were a total of 194,912,000 Shares, representing approximately 50.8% of the issued share capital of the Company as at the date of the SGM, entitling the holders thereof to attend and vote on the resolution proposed at the SGM. None of the Shareholders was entitled to attend and abstain from voting in favour of the resolution proposed at the SGM according to Rule 13.40 of the Listing Rules.

(2) THE RELOCATION AGREEMENT BECOMING UNCONDITIONAL

Since the condition set out in the paragraph headed "The Relocation Agreement – Condition precedent" in the "Letter from the Board" in the Circular has been fulfilled, the Relocation Agreement has become unconditional on 8 October 2014.

By Order of the Board
Arts Optical International Holdings Limited

Ng Hoi Ying, Michael Chairman

Hong Kong, 8 October 2014

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.