
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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Arts Optical International Holdings Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee, or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of Arts Optical International Holdings Limited to be held at Unit 308, 3rd Floor, Sunbeam Centre, 27 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on Monday, 30th December, 2019 at 10:30 a.m. is set out on pages 6 to 7 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting thereof should you so wish.

* For identification purpose only

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DEFINITIONS

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

“Audit Committee”	the audit committee of the Company
“Board”	the board of directors of the Company
“Bye-laws”	the bye-laws of the Company, as amended from time to time, and “Bye-law” construes any bye-law thereof
“Company”	Arts Optical International Holdings Limited, a company incorporated in Bermuda with limited liability whose Shares are listed on the main board of the Stock Exchange
“Deloitte”	Deloitte Touche Tohmatsu, the resigned auditor of the Company
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars
“Latest Practicable Date”	29th November, 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Proposed Appointment”	the proposed appointment of RSM as the new auditor of the Company, subject to the approval of the Shareholders at the SGM
“Proposed Change of Auditor”	collectively, the Resignation and the Proposed Appointment
“Resignation”	the resignation of Deloitte as the auditor of the Company
“RSM”	RSM Hong Kong, the proposed new auditor of the Company

DEFINITIONS

“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, passing the resolution for the Proposed Appointment to be held on Monday, 30th December, 2019 at 10:30 a.m. or any adjournment thereof
“SGM Notice”	the notice of the SGM which is set out on pages 6 to 7 of this circular
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



ARTS OPTICAL INTERNATIONAL HOLDINGS LIMITED

雅視光學集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1120)

Directors:

Mr. NG Hoi Ying, Michael (*Chairman*)

Mr. NG Kim Ying

Mr. WONG Chi Wai[#]

Mr. CHUNG Hil Lan Eric[#]

Mr. LAM Yu Lung[#]

([#] independent non-executive Directors)

Registered office:

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

Unit 308, 3rd Floor

Sunbeam Centre

27 Shing Yip Street

Kwun Tong

Kowloon

Hong Kong

6th December, 2019

To the Shareholders,

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with the information in respect of the Proposed Change of Auditor and the notice of the SGM.

2. PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 29th November, 2019 in relation to the Proposed Change of Auditor. The Board announced that Deloitte had resigned as the auditor of the Company with effect from 29th November, 2019, as the Company and Deloitte could not reach a consensus on the audit fees for the financial year ending 31st December, 2019. The Board

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LETTER FROM THE BOARD

resolved, as recommended by the Audit Committee, to propose the appointment of RSM as the new auditor of the Company to fill the casual vacancy arising from the Resignation and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the Bye-laws, the Proposed Appointment will be subject to the approval of the Shareholders at the SGM.

Deloitte has provided a confirmation to the Company that there are no matters in connection with its resignation as the auditor of the Company that need to be brought to the attention of the Shareholders.

The Board and the Audit Committee confirm that there is no disagreement between the Company and Deloitte and there are no other matters or circumstances in connection with the Resignation that need to be brought to the attention of the Shareholders.

Accordingly, the Board proposed to seek the approval of the Shareholders by way of an ordinary resolution at the SGM for the Proposed Appointment. The Proposed Appointment shall come into effect upon the passing of such ordinary resolution by the Shareholders at the SGM.

The Board believes that the Proposed Change of Auditor will not affect the audit of financial statements and the release of final results of the Group for the year ending 31st December, 2019 provided that the required Shareholders' approval at the SGM for the Proposed Appointment is duly given.

3. SGM

The SGM Notice convening the SGM to be held at Unit 308, 3rd Floor, Sunbeam Centre, 27 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on Monday, 30th December, 2019 at 10:30 a.m. is set out on pages 6 to 7 of this circular.

Enclosed with this circular is the form of proxy for use at the SGM and at any adjournment thereof. Whether or not you are able to attend the SGM, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjourned meeting thereof should you so wish.

4. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 23rd December, 2019 to 30th December, 2019, both days inclusive, during which period no transfer of shares will be effected. All properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 20th December, 2019 in order to be eligible to attend and vote at the SGM.

LETTER FROM THE BOARD

5. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Bye-law 66, any vote of Shareholders at a general meeting must be taken by way of poll, subject to certain exceptions. Therefore, the resolution proposed at the SGM shall be voted by poll. The results of the poll will be announced in accordance with Rule 13.39(5) of the Listing Rules after the conclusion of the SGM. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting at the SGM.

6. RESPONSIBILITY STATEMENT

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 in this circular misleading.

7. RECOMMENDATION

The Directors consider that the Proposed Change of Auditor is in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of relevant resolution to be proposed at the SGM.

Yours faithfully,
By order of the Board
Ng Hoi Ying, Michael
Chairman

NOTICE OF SPECIAL GENERAL MEETING



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 a special general meeting of Arts Optical International Holdings Limited (the “Company”) will be held at Unit 308, 3rd Floor, Sunbeam Centre, 27 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on Monday, 30th December, 2019 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company, with or without amendments:

ORDINARY RESOLUTION

“**THAT** RSM Hong Kong be and is hereby appointed as the auditor of the Company to fill the vacancy arising from the resignation of Deloitte Touche Tohmatsu, and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By order of the Board

Choi Pui Yiu

Company Secretary

Hong Kong, 6th December, 2019

Notes:

- (1) The resolution to be considered at the special general meeting will be determined by poll. On voting by poll, each member shall have one vote for each share held in the Company.
- (2) Any member of the Company entitled to attend and vote at the special general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her. A proxy need not be a member of the Company.
- (3) Where there are joint holders of any share, any one of such persons may vote at the special general meeting either personally or by proxy or by attorney, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting either personally or by proxy or by attorney, then that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (4) To be valid, any 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 such power of attorney or other authority, shall be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East,

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NOTICE OF SPECIAL GENERAL MEETING

Hong Kong not less than 48 hours before the time appointed for holding the special general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the special general meeting and in such event, the form of proxy shall be deemed to be revoked.

- (5) The register of members of the Company will be closed from 23rd December, 2019 to 30th December, 2019, both days inclusive, during which period no transfer of shares will be effected. All properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 20th December, 2019 in order to be eligible to attend and vote at the special general meeting.