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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this document or as to the action you should take, you should consult your 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 document and the accompanying form of proxy to the purchaser or transferee or 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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**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 ANNUAL GENERAL MEETING  
PROPOSALS FOR RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

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The notice convening the Annual General Meeting of Arts Optical International Holdings Limited to be held at Level 6, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong on 4 June 2026 at 3:00 p.m. at which the above proposals will be considered is set out on pages 13 to 17 of this document. Whether or not you are able to attend the meeting, please complete and return the accompanying form of proxy in accordance with the instructions printed on it 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.

28 April 2026

\* *For identification purpose only*

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## DEFINITIONS

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*In this document the following expressions shall have the following meanings unless the context otherwise requires:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held on 4 June 2026 at 3:00 p.m., notice of which is set out on pages 13 to 17 of this document
“associates”	shall have the meaning ascribed to it under the Listing Rules
“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
“Company”	Arts Optical International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1120)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“INED(s)”	the independent non-executive Director(s)
“Latest Practicable Date”	20 April 2026, being the latest practicable date prior to the printing of this document
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

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## LETTER FROM CHAIRMAN

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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)

*Directors:*

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

Ms. NG Yat Shan

Mr. NG Kim Ying

Ms. WU Zhihong

Mr. WONG Chi Wai<sup>#</sup>

Mr. CHUNG Hil Lan Eric<sup>#</sup>

Mr. LAM Yu Lung<sup>#</sup>

Dr. FONG Kin Kiu<sup>#</sup>

(<sup>#</sup> 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:*

Units A to G, 32nd Floor

King Palace Plaza

55 King Yip Street

Kwun Tong, Kowloon

Hong Kong

28 April 2026

*To the Shareholders*

Dear Sir or Madam,

#### 1. INTRODUCTION

The purpose of this document is to give you notice of the Annual General Meeting for the purpose of considering, and if thought fit, passing resolutions to approve, *inter alia*, the re-election of the retiring Directors and the general mandates granted to the Directors to issue Shares and repurchase Shares. In accordance with the relevant requirements under the Listing Rules and in line with good corporate governance practice, I would direct that each of the resolutions set out in the Notice of Annual General Meeting be voted on by poll. The Company will publish an announcement of the results of the proposed resolutions in accordance with the Listing Rules.

\* For identification purpose only

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## LETTER FROM CHAIRMAN

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### 2. RE-ELECTION OF THE RETIRING DIRECTORS

According to Bye-law 87(1) of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Bye-law 87(2) of the Bye-laws further provides that the Director(s) to retire by rotation shall be those who have been longest in office since their last re-election or appointment, and as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Ms. Wu Zhihong (“Ms. Wu”) and Dr. Fong Kin Kiu (“Dr. Fong”) were elected as Directors in the annual general meeting of the Company held on 8 June 2023 for a term of not more than 3 years and are subject to retirement by rotation in accordance with the Bye-laws. Mr. Ng Kim Ying (“Mr. Ng”) was re-elected as Director in the annual general meeting of the Company held on 6 June 2024 for a term of not more than 3 years and is subject to retirement by rotation in accordance with the Bye-laws. In accordance with the above-mentioned Bye-laws, Ms. Wu, Dr. Fong and Mr. Ng will retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

On 26 March 2026, the Nomination Committee, which comprises solely of INEDs, confirmed that Ms. Wu, Dr. Fong and Mr. Ng continue to contribute effectively and are committed to their roles. Appointments to the Board are made on merit and candidates are considered against objective criteria, and with regard to the benefits of a diverse and inclusive Board. The Nomination Committee leads the Board appointment process and regularly reviews the composition of the Board, with assessment of the candidates’ skills, knowledge, and experience necessary to oversee, challenge and support management in the achievement of the Company’s strategic and business objectives. The biographies of each Director below can be used to assess how each individual contributes to the diversity of the Board.

Accordingly, the Nomination Committee nominated, and the Board recommended Ms. Wu, Dr. Fong and Mr. Ng to stand for election as Directors at the Annual General Meeting. For good corporate governance practice, Dr. Fong (as members of the Nomination Committee) abstained from voting on the respective propositions of his recommendation for election by Shareholders.

The Nomination Committee is also responsible for, *inter alia*, assessing the independence of INEDs. On 26 March 2026, the Nomination Committee assessed and reviewed the individual INED’s annual confirmation of independence based on the independence criteria set out in Rule 3.13 of the Listing Rules, and affirmed that all INEDs including, Mr. Wong Chi Wai, Mr. Chung Hil Lan Eric, Mr. Lam Yu Lung and Dr. Fong Kin Kiu remained independent.

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## LETTER FROM CHAIRMAN

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When considering independence, the Board calculates the length of service of an INED by reference to the date of their election by shareholders following their appointment. The Board has determined that there are no relationships or circumstances which are likely to affect the judgement of any of the INEDs. Any relationships or circumstances which could appear to do so are not considered to be material. Each of the Directors standing for election or re-election has confirmed that they have no material relationship with another Director, a member of senior management or any substantial or controlling shareholder of the Company. Each of the INEDs standing for election or re-election at the AGM has confirmed their independence pursuant to Rule 3.13 of Listing Rules.

The details and brief biography of Ms. Wu, Dr. Fong and Mr. Ng are set out below:

**Ms. Wu Zhihong**, aged 42, is an executive Director. She was appointed as an executive Director in 2023. Ms. Wu joined the Group in March 2022 and is responsible for business development and operations of the Group. Ms. Wu contributes to the Group's business development and operations by leveraging her industry expertise and operational experience to formulate and implement the Group's business strategies, drive market expansion initiatives, and enhance operational efficiency. Ms. Wu is also a director of various subsidiaries of the Company. She also plays a key role in strengthening the Group's market positioning, exploring new business opportunities, and supporting the sustainable growth of the Group.

Ms. Wu did not hold any directorship in other listed public companies in the last 3 years. She has entered into a service contract with the Company which does not provide for a fixed period of service and can be terminated by the Company by giving a period of notice of not more than 6 months. The proposed term of office for Ms. Wu shall not be more than 3 years and is subject to retirement by rotation in accordance with the Bye-laws. Ms. Wu is the spouse of Mr. Ng Hoi Ying, Michael, an executive Director, the chairman of the Group and a controlling shareholder of the Company, the sister-in-law of Mr. Ng Kim Ying, an executive Director, and the step-mother of Ms. Ng Yat Shan, an executive Director and the chief executive officer of the Group. Save as disclosed herein, Ms. Wu has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Wu was interested in 219,289,347 Shares (representing 56.77% of the issued share capital of the Company) within the meaning of Part XV of the SFO. Among the aforesaid 219,289,347 Shares, 62,833,347 Shares and 2,856,000 Shares were held directly by Ms. Wu and her husband Mr. Ng Hoi Ying, Michael, respectively whereas 153,600,000 Shares were held by Ratagan International Company Limited ("Ratagan"). The entire issued share capital of Ratagan was held by Maritime Overseas Assets Limited which was wholly-owned by HSBC International Trustee Limited as trustee of The Arts 2007 Trust, a discretionary trust, the settlor of which is Mr. Ng Hoi Ying, Michael and the beneficiaries of which included Mr. Ng Hoi Ying, Michael. The total amount of Ms. Wu's basic salary is HK\$405,600 per annum as provided for under the terms of her service contract. She is also

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## LETTER FROM CHAIRMAN

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eligible for an annual discretionary bonus based on her performance and the financial performance of the Group. The emoluments of Ms. Wu have been determined by the Remuneration Committee with reference to the level and/or remuneration package normally granted by employers comparable in size and stature to the Company to senior executives of comparable calibre and job responsibilities.

Save as disclosed herein, there is no other information relating to Ms. Wu that is required to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders.

**Dr. Fong Kin Kiu**, aged 61, is an INED and a member of the Nomination Committee. Dr. Fong is currently the Continuing Education Advisor (E-commerce and Digital Marketing) in the Continuing Education Office at SPEED, the Hong Kong Polytechnic University. He had been the co-founder and chief executive officer of Synergy Pacific (Holding) Limited and its subsidiary, which are principally engaged in mobile products distribution and applications development. Dr. Fong obtained a bachelor's degree from the University of Hong Kong in 1987 and two master's degrees, one in Strategy Marketing from the University of Hull in 1996 and the other, a First Class Honours degree in Information Technology Management from the National University of Ireland in 1998. After that, Dr. Fong further obtained a doctorate degree in Business Administration from the University of South Australia in 2013. Dr. Fong is the Vice-Chairman of The Professional Validation Centre of Hong Kong Business Sector (until November 2023) and a Life Honorary Chairman of Hong Kong Wireless Technology Industry Association. He has accumulated over 30 years of experience in the information and communication technology industry.

Dr. Fong did not hold any directorship in other listed public companies in the last 3 years. He joined the Group as an INED in 2023 and has entered into a service contract with the Company which does not provide for a fixed period of service and can be terminated by the Company by giving a period of notice of not more than 3 months. The proposed term of office for Dr. Fong shall not be more than 3 years and is subject to retirement by rotation in accordance with the Bye-laws. Dr. Fong does not have any interests or deemed interests in the Shares within the meaning of Part XV of the SFO nor is he related to any directors, senior management or substantial or controlling shareholders of the Company. The total amount of Dr. Fong's emoluments is HK\$156,000 per annum as provided for under the terms of his service contract. Dr. Fong's emoluments have been determined by the Remuneration Committee by benchmarking against comparable companies in Hong Kong.

Save as disclosed herein, there is no other information relating to Dr. Fong that is required to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

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## LETTER FROM CHAIRMAN

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**Mr. Ng Kim Ying**, aged 70, is an executive Director. He was appointed as an executive Director in 1996. Mr. Ng joined the Group in 1985 and is responsible for the implementation and application of information technology to the business of the Group. He has 41 years of experience in the optical products industry.

Mr. Ng did not hold any directorship in other listed public companies in the last 3 years. He has entered into a service contract with the Company which does not provide for a fixed period of service and can be terminated by the Company by giving a period of notice of not more than 6 months. The proposed term of office for Mr. Ng shall not be more than 3 years and is subject to retirement by rotation in accordance with the Bye-laws. Mr. Ng is the brother of Mr. Ng Hoi Ying, Michael, the chairman of the Group and an executive Director, the uncle of Ms. Ng Yat Shan, an executive Director and the chief executive officer of the Group, and the brother-in-law of Ms. Wu Zhihong, an executive Director. Save as disclosed herein, Mr. Ng has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Ng was interested in 21,703,000 Shares (representing 5.62% of the issued share capital of the Company) within the meaning of Part XV of the SFO. The total amount of Mr. Ng's basic salary is HK\$455,000 per annum as provided for under the terms of his service contract. He is also eligible for an annual discretionary bonus based on his performance and the financial performance of the Group. The emoluments of Mr. Ng have been determined by the Remuneration Committee with reference to the level and/or remuneration package normally granted by employers comparable in size and stature to the Company to senior executives of comparable calibre and job responsibilities.

Save as disclosed herein, there is no other information relating to Mr. Ng that is required to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

### **3. GENERAL MANDATES**

At the annual general meeting of the Company which was held on 5 June 2025, ordinary resolutions were passed to give general mandates to the Directors to issue and repurchase Shares. Under the terms of the general mandates and the Listing Rules, these general mandates lapse at the conclusion of the Annual General Meeting.

Resolutions set out as Resolutions no. 7 and no. 8 in the notice of the Annual General Meeting will be proposed at the Annual General Meeting to grant to Directors general mandates:

- (i) to repurchase Shares up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing such resolution; and

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## LETTER FROM CHAIRMAN

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- (ii) to allot, issue and deal with Shares up to a maximum of:
  - (a) in the case of an allotment and issue of Shares for cash (other than an allotment and issue of Shares pursuant to a rights issue), 5% of the total number of issued shares of the Company as at the date of passing such resolution; and
  - (b) in the case of an allotment and issue of Shares other than for cash, 20% of the total number of issued shares of the Company as at the date of passing such resolution (less Shares (if any) issued pursuant to the general mandate granted pursuant to sub-paragraph (a) above),

provided that, in any event, no Shares shall be allotted and issued pursuant to this general mandate if the relevant price represents a discount of 5% or more to the Benchmarked Price of the Shares.

For the avoidance of doubt, the total number of Shares to be issued pursuant to the general mandate granted to the Directors under Resolution no. 8 shall not exceed 20% of the total number of issued shares of the Company as at the date of passing such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised of 386,263,374 Shares. On the basis that no further Shares are issued and no Shares are to be repurchased by the Company prior to the date of passing such resolution the maximum number of Shares to be issued pursuant to this general mandate shall be 77,252,674 Shares.

For the purposes of Resolution no. 8, the “Benchmarked Price” shall be a price which is the higher of:

- (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of signing of the agreement to which the transaction relates; and
- (ii) the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet in the five trading days immediately prior to the earlier of:
  - (a) the date of signing of the agreement to which the transaction relates; or
  - (b) the date on which the relevant transaction is announced; or
  - (c) the date on which the price of the Shares to be issued pursuant to the transaction is fixed.

With reference to these resolutions, the Directors wish to state that they have no immediate plans to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

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## LETTER FROM CHAIRMAN

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The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed repurchase resolution is set out in the Appendix to this document. It contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

#### 4. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting proposed to be held at Level 6, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong on 4 June 2026 at 3:00 p.m. is set out on pages 13 to 17 of this document. At the Annual General Meeting:

- (i) Resolutions no. 2, no. 3 and no. 4 will be proposed as ordinary resolutions to re-elect Ms. Wu, Dr. Fong, and Mr. Ng as Directors;
- (ii) Resolution no. 7 will be proposed as an ordinary resolution to give a general mandate to the Directors for the repurchase of Shares; and
- (iii) Resolution no. 8 will be proposed as an ordinary resolution to give a general mandate to the Directors to allot, issue and deal with Shares.

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed on it and return the same to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event so as to be received not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the Annual General Meeting if you so wish.

#### 5. RESPONSIBILITY STATEMENT

This document, 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 document 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 document misleading.

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## LETTER FROM CHAIRMAN

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### 6. RECOMMENDATIONS

The Directors believe that the re-election of the retiring Directors and the general mandates to repurchase Shares and to allot, issue and deal with Shares are in the interests of the Company and the Shareholders, and accordingly recommend you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
**Arts Optical International Holdings Limited**  
**Ng Hoi Ying, Michael**  
*Chairman*

*This is the explanatory statement, as required by the relevant rules set out in the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate for the repurchase of Shares.*

## **SHARE REPURCHASE PROPOSAL**

The resolution set out as Resolution no. 7 in the notice convening the Annual General Meeting which will be proposed as an ordinary resolution at the Annual General Meeting relates to the granting of a general mandate to the Directors to repurchase on the Stock Exchange Shares representing up to 10% of the issued shares of the Company at the date of passing such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised of 386,263,374 Shares. The Company did not hold any treasury shares. On the basis that no further Shares are issued and no Shares are to be repurchased by the Company prior to the date of passing such resolution, the Directors would be authorised to repurchase up to a maximum of 38,626,337 Shares.

## **REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders 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 asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

## **FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the paid-up share capital, or the profits that would otherwise be available for dividends or the proceeds of a fresh issue of shares made for that purpose. The premium payable on a repurchase may only be paid out of either the profits that would otherwise be available for dividends or out of the share premium or contributed surplus accounts of the Company. It is envisaged that any such repurchase of Shares would be appropriately financed by the Company's distributable profits.

In the event that the proposed Share repurchases were to be carried out in full at any time during the proposed repurchase period, there could be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated accounts contained in the annual report for the year ended 31 December 2025 which is despatched to the Shareholders together with this document. However, the

Directors do not propose to exercise the repurchase mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors is from time to time appropriate for the Company.

### **SHARES PURCHASES MADE BY THE COMPANY**

No purchase has been made by the Company of its Shares in the 6 months prior to the Latest Practicable Date.

### **GENERAL**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, the power of the Company to make repurchases pursuant to the proposed repurchase mandate will be exercised in accordance with the Listing Rules and the applicable laws of Bermuda. None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their associates have a present intention, in the event that the proposed repurchase mandate is granted by the Shareholders, to sell any Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that it has a present intention to sell any Shares held by it to the Company, or has undertaken not to do so, in the event that the proposed repurchase mandate is granted by the Shareholders.

If as a result of a repurchase of Shares 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 purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code) 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. To the best of the knowledge of the Directors and having made all reasonable enquiries, as at the Latest Practicable Date, Mr. Ng Hoi Ying, Michael and the parties acting in concert (as defined in the Takeovers Code) with him were interested in approximately 63.37% of the total issued Shares. In the event that the Directors shall exercise in full the power to repurchase Shares in accordance with the terms of the resolution to be proposed at the Annual General Meeting and assuming that there is no change in the issued share capital of the Company at the date of the Annual General Meeting, the interests of Mr. Ng Hoi Ying, Michael, a Director and a substantial shareholder of the Company, will be increased from approximately 63.37% to 70.41% and such increase in shareholding would not give rise to an obligation for Mr. Ng Hoi Ying, Michael and his concert parties to make a mandatory general offer under Rule 26 of the Takeovers Code.

Neither this explanatory statement nor the repurchase mandate has any unusual features.

## SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous 12 months were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April 2025	1.20	0.93
May 2025	1.22	1.02
June 2025	1.20	0.96
July 2025	1.28	0.99
August 2025	1.13	0.85
September 2025	1.00	0.85
October 2025	0.94	0.81
November 2025	0.92	0.81
December 2025	0.86	0.82
January 2026	1.10	0.81
February 2026	0.96	0.82
March 2026	1.01	0.83
April 2026 (up to Latest Practicable Date)	1.00	0.80

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the annual general meeting of Arts Optical International Holdings Limited (the “Company”) will be held at Level 6, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong on 4 June 2026 at 3:00 p.m. for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and the independent auditor of the Company for the year ended 31 December 2025.
2. To re-elect Ms. Wu Zhihong as an executive Director.
3. To re-elect Dr. Fong Kin Kiu as an independent non-executive Director.
4. To re-elect Mr. Ng Kim Ying as an executive Director.
5. To authorise the remuneration committee to fix the remuneration of the Directors.
6. To re-appoint Messrs. RSM Hong Kong as the auditor of the Company and to authorise the board of Directors to fix their remuneration.

#### **AS SPECIAL BUSINESS**

7. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

**“THAT:**

- (a) subject to paragraph (b) below of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of shares to be repurchased by the Company pursuant to the approval in paragraph (a) above of this resolution shall not exceed 10% of the total number of issued shares of the Company at the date of passing 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 the laws of Bermuda or the by-laws of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.”

8. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

**“THAT:**

(a) subject to paragraph (c) below 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\$0.10 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the allotment of such shares, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements or options which would or might require the allotment of such shares after the end of the Relevant Period (as hereinafter defined);

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the total number of the 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 approval in paragraph (a) above of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time; (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company, shall not exceed:
- (i) in the case of an allotment and issue of shares for cash, 5% of the total number of issued shares of the Company at the date of passing this resolution; and
  - (ii) in the case of an allotment and issue of shares other than for cash, 20% of the total number of issued shares of the Company at the date of passing this resolution (less shares (if any) issued pursuant to the general mandate granted pursuant to sub-paragraph (i) of this resolution),

provided that, in any event, no shares shall be allotted and issued by the Directors pursuant to the approval granted under this resolution if the total number of shares allotted and issued (for cash or otherwise) exceeds 20% of the total number of issued shares of the Company at the date of passing this resolution or if the relevant price represents a discount of 5% or more to the Benchmarked Price (as hereinafter defined) of the shares, and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution,

“Benchmarked Price” shall be a price which is the higher of:

- (i) the closing price of the shares of the Company as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited on the date of signing of the agreement to which the transaction relates; and
- (ii) the average closing price of the shares of the Company as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited in the five trading days immediately prior to the earlier of:
  - (A) the date of signing of the agreement to which the transaction relates; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (B) the date on which the relevant transaction is announced; or
- (C) the date on which the price of the shares of the Company to be issued pursuant to the transaction is fixed.

“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 the laws of Bermuda or the bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares on the register of members 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 applicable stock exchange).”

By Order of the Board  
**Arts Optical International Holdings Limited**  
**Choi Pui Yiu**  
*Company Secretary*

Hong Kong, 28 April 2026

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) At the annual general meeting (the “AGM”), the Chairman of the meeting will exercise his power under Bye-law 66 of the Company’s bye-laws to put all of the above resolutions 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 1 June 2026 to 4 June 2026, 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 29 May 2026 in order to be eligible to attend and vote at the AGM.
- (5) With respect to Resolutions no. 2, no. 3 and no. 4 above, Ms. Wu Zhihong, Dr. Fong Kin Kiu and Mr. Ng Kim Ying shall retire from the office of directorships and shall offer themselves for re-election in accordance with the Company’s Bye-laws. Details of the retiring Directors which are required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited are set out in the circular of the Company dated 28 April 2026.
- (6) An explanatory statement containing further details regarding Resolution no. 7 above will be sent to the shareholders for perusal.
- (7) If a tropical cyclone warning signal No. 8 or above is expected to be hoisted, or a black rainstorm warning signal or “extreme conditions” signal (collectively, “Bad Weather Conditions Notice(s)”) announced by the Government of the Hong Kong Special Administrative Region of the People’s Republic of China is/are expected to be in force at any time after 6:30 a.m. on the date of the AGM, the AGM will be postponed and the members of the Company will be informed of the date, time and venue of the postponed AGM by a supplementary notice posted on the respective websites of Hong Kong Exchanges and Clearing Limited and the Company. If the Bad Weather Conditions Notice(s) is/are cancelled at or before 6:30 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled. The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Members of the Company should decide whether they will attend the AGM under bad weather conditions depending on their own situation and if they do so, they are advised to exercise care and caution.