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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)

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF PRODUCTION EQUIPMENT

The Board announces that on 12 June 2026, the Purchaser, an indirect non-wholly-owned subsidiary of the Company, entered into four Equipment Purchase Contracts with the Vendors, pursuant to which the Vendors agreed to sell and the Purchaser agreed to purchase the Equipment for the Group's lens manufacturing facility in Danyang, Jiangsu Province, the PRC, at an aggregate consideration of RMB14,481,000 and EUR4,490,700 (equivalent to approximately HK\$57,349,000 in aggregate).

LISTING RULES IMPLICATIONS

On aggregation, the four Equipment Purchase Contracts constitute a discloseable transaction of the Company under the Listing Rules, as one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) exceeds 5% but is less than 25%, and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

The Board announces that on 12 June 2026, the Purchaser, an indirect non-wholly-owned subsidiary of the Company, entered into four Equipment Purchase Contracts with the Vendors, pursuant to which the Vendors agreed to sell and the Purchaser agreed to purchase the Equipment for the Group's lens manufacturing facility in Danyang, Jiangsu Province, the PRC, at an aggregate consideration of RMB14,481,000 and EUR4,490,700 (equivalent to approximately HK\$57,349,000 in aggregate).

The principal terms of the Equipment Purchase Contracts are set out below.

* *For identification purposes only*

PRINCIPAL TERMS OF THE EQUIPMENT PURCHASE CONTRACTS

Date

12 June 2026

Parties

- (i) the Purchaser, in respect of each of the four Equipment Purchase Contracts; and
- (ii) the relevant Vendor, being Satisloh (Zhongshan) Ltd. (in respect of Equipment Purchase Contract 1) and Satisloh Asia Ltd. (in respect of Equipment Purchase Contracts 2, 3 and 4).

Date, equipment purchased and consideration

	Date	Equipment purchased	Consideration
Equipment Purchase Contract 1	12 June 2026	ART block-piece storage station, MultiFlex2 automated polishing machines, 1200DLX coating machines	RMB14,481,000
Equipment Purchase Contract 2	12 June 2026	ART automated & manual blocking and de-blocking machines, VFT-Orbit2i surfacing generators, UV266 laser engraving machines	EUR2,754,900
Equipment Purchase Contract 3	12 June 2026	HB4 brush cleaning machines, CDC1000 hard-coating machines, CS10 cleaning machine	EUR1,153,800
Equipment Purchase Contract 4	12 June 2026	NEO Mapper, Autopacker, Focovision SPV-3	EUR582,000

Consideration and payment terms

The aggregate consideration of the Equipment Purchase Contracts amounted to RMB14,481,000 and EUR4,490,700 (equivalent to approximately HK\$57,349,000 in aggregate). The consideration of RMB14,481,000 under the Equipment Purchase Contract with Satisloh (Zhongshan) Ltd. is subject to adjustment in the event that the EUR/RMB exchange rate fluctuates by more than 5% between the date of that Equipment Purchase Contract and the date of invoicing. The aggregate consideration stated above represents the consideration stated in the Equipment Purchase Contracts, and the HK\$ equivalent is provided

for illustration purposes only. The consideration will be funded through bank borrowings in the PRC and/or the Group's internal resources.

The consideration under each of the Equipment Purchase Contracts was determined after arm's length negotiations between the Purchaser and the relevant Vendor, with reference to, among other things, the specifications and configuration of the Equipment and prevailing market prices for comparable equipment.

The consideration under each of the Equipment Purchase Contracts shall be paid by the Purchaser to the relevant Vendor by means of telegraphic transfer in four instalments, according to the progress of the contract performance. The final two payments of 60% of the consideration will be made and payable on a deferred basis following completion of installation.

Delivery, installation and warranty

The Vendors are responsible for the delivery and installation of the Equipment. The Equipment shall be ready for shipment within 6 months after signing of the relevant Equipment Purchase Contract and receipt of the deposit. The Equipment is covered by a warranty provided by the relevant Vendor.

INFORMATION ABOUT THE PARTIES

The Purchaser is an indirect non-wholly-owned subsidiary of the Company, owned as to (i) 65% by Arts Opti Lab (Shenzhen) Company Limited[^] (雅視光學科技(深圳)有限公司), an indirect wholly-owned subsidiary of the Company; and (ii) 35% by Zhenjiang Changfan Optical Glasses Company Limited[^] (鎮江長帆光學眼鏡有限責任公司), established in the PRC with limited liability. The Purchaser is principally engaged in the manufacture of optical lens.

Each of the Vendors is principally engaged in supplying equipment for ophthalmic lens processing and precision optics manufacturing. Satisloh Asia Ltd. is a company incorporated in Hong Kong with limited liability, and Satisloh (Zhongshan) Ltd. is a company established in the PRC with limited liability. Based on the information available to the Company, the holding company of each of the Vendors is Satisloh AG, a company incorporated in Switzerland with limited liability.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Vendors and its ultimate beneficial owners are Independent Third Parties.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group's optical lens business focuses on time-sensitive customised optical lenses, which are characterised by strong seasonal demand fluctuations and demanding delivery requirements. The Group's existing production lines have been operating at saturated capacity, and the Group has had to rely on continuous overtime and holiday operation to meet order delivery requirements, leaving little or no spare capacity to absorb any equipment downtime.

To address this capacity bottleneck and to support the long-term development of its business, the Group proposes to add four new automated production lines, increasing daily production capacity by approximately 70%. The Equipment will be used to establish these four new automated optical lens production lines as part of the Group's planned production capacity expansion and full automation upgrade. The Acquisition is intended to (i) relieve the current overloaded production pressure and reduce delivery risk; (ii) provide capacity to meet the expected continued growth in customer orders; and (iii) improve delivery efficiency and stability while upgrading the precision, technical capability and degree of automation of the Group's production system, so as to meet the requirements of international customers and to support the Group's high-end market positioning.

The Directors (including the independent non-executive Directors) consider that the terms of the Equipment Purchase Contracts are on normal commercial terms, are fair and reasonable, and are in the interests of the Group and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

On aggregation, the four Equipment Purchase Contracts constitute a discloseable transaction of the Company under the Listing Rules, as one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) exceeds 5% but is less than 25%, and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

GENERAL

In this announcement, for illustration purposes only, amounts denominated in EUR and RMB have been translated into HK\$ at the rates of EUR1.00 = HK\$9.03 and RMB1.00 = HK\$1.16 respectively. No representation is made that any amount in EUR, RMB or HK\$ has been, could have been or could be converted at the above rates or at any other rate or at all.

DEFINITIONS

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

“Acquisition”	the acquisition of the Equipment by the Purchaser under the Equipment Purchase Contracts
“Board”	the board of Directors
“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)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Directors”	the directors of the Company
“Equipment”	the equipment purchased by the Purchaser under the Equipment Purchase Contracts, particulars of which are set out under the paragraph headed “Date, equipment purchased and consideration” in this announcement
“Equipment Purchase Contracts”	the four equipment purchase contracts each dated 12 June 2026 entered into between the Purchaser and the Vendors in relation to the Acquisition
“EUR”	Euro, the lawful currency of the Eurozone
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), whom are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China

“Purchaser”	Stepper & Colors Opti Technology (Jiangsu) Company Limited [^] (五彩司徠柏光學科技 (江蘇) 有限公司), a company established in the PRC with limited liability and an indirect non-wholly-owned subsidiary of the Company, as to by Arts Opti Lab (Shenzhen) Company Limited [^] (雅視光學科技 (深圳) 有限公司), an indirect wholly-owned subsidiary of the Company, and Zhenjiang Changfan Optical Glasses Company Limited [^] (鎮江長帆光學眼鏡有限責任公司), as to 65% and 35% respectively
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the registered holder(s) of the issued ordinary share(s) in the Company
“Shares”	shares of HK\$0.10 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendors”	Satisloh (Zhongshan) Ltd., a company established in the PRC with limited liability, and Satisloh Asia Ltd., a company incorporated in Hong Kong with limited liability, each an Independent Third Party
“%”	per cent

[^] *The English translation of the Chinese name of the relevant entity included in this announcement is for identification and reference only, and such translation may not be accurate and such entity may not have an official English translation/version of its Chinese name.*

By Order of the Board
Arts Optical International Holdings Limited
Ng Hoi Ying, Michael
Chairman

Hong Kong, 12 June 2026

As at the date of this announcement, the Board comprises eight Directors, four of whom are executive Directors, namely Mr. Ng Hoi Ying, Michael, Ms. Ng Yat Shan, Mr. Ng Kim Ying and Ms. Wu Zhihong; and four are independent non-executive Directors, namely Mr. Wong Chi Wai, Mr. Chung Hil Lan Eric, Mr. Lam Yu Lung and Dr. Fong Kin Kiu.