

# YORKEY

## YORKEY OPTICAL INTERNATIONAL (CAYMAN) LTD.

精熙國際（開曼）有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2788)

### FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING OF YORKEY OPTICAL INTERNATIONAL (CAYMAN) LTD. TO BE HELD AT THE CHARTERHOUSE CAUSEWAY BAY HOTEL, 209-219 WANCHAI ROAD, HONG KONG ON THURSDAY, 18TH JUNE 2015 AT 9:00 A.M. (THE "MEETING") (OR AT ANY ADJOURNMENT THEREOF)

I/We<sup>note 1</sup> \_\_\_\_\_  
Of \_\_\_\_\_  
being the registered holder(s) of<sup>note 2</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of Yorkey Optical International (Cayman) Ltd. (the "Company") **HEREBY APPOINT**<sup>note 3</sup> \_\_\_\_\_ (name)  
Of \_\_\_\_\_ (address)  
or failing him, the chairman of the Meeting (the "Chairman") as my/our proxy to attend and vote for me/us on my/our behalf at the Meeting (or at any adjournment thereof), and to exercise all rights conferred on my/our proxy under law, regulation and the articles of association of the Company in respect of the resolution set out in the notice of the Meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit<sup>note 4</sup>.

Please mark in the appropriate boxes to indicate how you wish your proxy to vote.

Ordinary Resolutions		For	Against
1.	To receive and consider the audited consolidated financial statements for the year ended 31st December 2014 together with the reports of the directors and the auditor of the Company.	✓	
2.	To declare a final dividend for the year ended 31st December 2014 of HK\$0.035 per share of HK\$0.01 each in the capital of the Company.	✓	
3.	To declare a special dividend for the year ended 31st December 2014 of HK\$0.035 per share of HK\$0.01 each in the capital of the Company.	✓	
4.	(i) To re-elect Mr. Lai I-Jen as an executive director of the Company and authorize the board of directors of the Company to fix his remuneration.		✓
	(ii) To re-elect Mr. Nagai Michio as an executive director of the Company and authorize the board of directors of the Company to fix his remuneration.		✓
	(iii) To re-elect Mr. Liao Kuo-Ming as a non-executive director of the Company and authorize the board of directors of the Company to fix his remuneration.		✓
	(iv) To re-elect Ms. Wu Shu-Ping as a non-executive director of the Company and authorize the board of directors of the Company to fix her remuneration.		✓
	(v) To re-elect Mr. Chiang Hsiang-Tsai as an independent non-executive director of the Company and authorize the board of directors of the Company to fix his remuneration.		✓
	(vi) To re-elect Mr. Chou Chih-Ming as an independent non-executive director of the Company and authorize the board of directors of the Company to fix his remuneration.		✓
	(vii) To re-elect Mr. Wang Yi-Chi as an independent non-executive director of the Company and authorize the board of directors of the Company to fix his remuneration.		✓
5.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the board of directors to fix their remuneration.	✓	
6.	To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company in accordance with ordinary resolution number 6 as set out in the notice of the Meeting.		✓
7.	To grant a general mandate to the directors of the Company to repurchase shares of the Company in accordance with ordinary resolution no. 7 as set out in the notice of the Meeting.	✓	
8.	To extend the general mandate granted to the directors of the Company to issue shares in accordance with ordinary resolution no. 8 as set out in the notice of the Meeting.		✓

Dated this \_\_\_\_\_ day of, \_\_\_\_\_ 2015

Signature<sup>note 5</sup>: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares in the capital of the Company registered in your name(s) to which this form of proxy is to be related. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. If no name is inserted, the Chairman will act as your proxy. A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and, in the event of a poll, vote on his/her behalf provided if more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
4. Please indicate with a "✓" in the appropriate box beside each of the resolutions how you wish the proxy to vote on your behalf. If the form is returned duly signed, but without any indication, the proxy will vote for or against the resolution, or will abstain, at the proxy's discretion.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or any other person duly authorized in writing.
6. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holders.
7. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services 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 adjourned meeting (as the case may be).
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending in person and voting in person at the Meeting or any adjournment thereof if you so wish. In such event, this form of proxy will be deemed to have been revoked.
10. The Company reserves the right (at its absolute discretion) to treat any proxy form which has been incorrectly completed in same manner which is not material as being valid.

\* for identification purpose only