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## **SUNNY OPTICAL TECHNOLOGY (GROUP) COMPANY LIMITED**

**舜宇光學科技（集團）有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2382)**

### **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY**

The Board proposes to put forward to the Shareholders a proposal to amend the Articles in order to ensure compliance with the current provisions of the Listing Rules. The proposed amendments to the Articles are subject to approval of the Shareholders by way of passing special resolutions to be proposed at the forthcoming AGM.

A circular dated 14 April 2009 in relation to, among other things, the proposed amendments to the Articles will be dispatched to the Shareholders today.

### **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY**

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) relating to, among other things, the use of websites for communication with shareholders and voting at general meetings. The amendments to the Listing Rules came into effect on 1 January 2009.

Accordingly, the board (the “**Board**”) of directors of Sunny Optical Technology (Group) Company Limited (the “**Company**”) proposes to amend its articles of association (the “**Articles**”) to conform with the current provisions of the Listing Rules. The Board intends to seek the approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolutions to be proposed at the forthcoming annual general meeting to be held on 15 May 2009 (the “**AGM**”) for the following amendments to the Articles:

#### **(a) Article 2(1)**

- (i) By adding the following new definition in the existing Article 2(1) after the definition of “Board” or “Directors”:

““business day”

a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”

- (ii) By adding the following new definition in the existing Article 2(1) after the definition of “head office”:

““Hong Kong”                      Hong Kong Special Administrative Region of the People’s Republic of China.”

- (iii) By deleting the definition “ordinary resolution” in the existing Article 2(1) in its entirety and substituting therefore the following:

““ordinary resolution”            a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given pursuant to Article 59.”

- (iv) By deleting the definition “special resolution” in the existing Article 2(1) in its entirety and substituting therefore the following:

““special resolution”            a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given pursuant to Article 59.”

**(b) Article 10**

- (i) By adding the word “and” after the words “shall be a quorum” in the last line of the existing Article 10(a).
- (ii) By deleting the words “on a poll” after the words “every holder of shares of the class shall be entitled” in the 1st line of the existing Article 10(b) and deleting “; and” after the words “such share held by him” in the last line of the existing Article 10(b) and inserting a full stop thereafter.
- (iii) By deleting the existing Article 10(c) in its entirety.

**(c) Article 59(1)**

By deleting the existing Article 59(1) in its entirety and substituting therefor the following:

“59.(1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

**(d) Article 66**

By deleting the existing Article 66 in its entirety and substituting therefor the following:

“66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.”

**(e) Article 67**

By deleting the existing Article 67 in its entirety and substituting therefor the following:

“67. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

**(f) Article 68**

By deleting the existing Article 68 in its entirety and substituting therefor the words “Intentionally left blank.”.

**(g) Bye-law 69**

By deleting the existing Article 69 in its entirety and substituting therefor the words “Intentionally left blank.”.

**(h) Article 70**

By deleting the existing Article 70 in its entirety and substituting therefor the words “Intentionally left blank.”.

**(i) Article 73**

By deleting the words “whether on a show of hands or on a poll,” after the words “In the case of an equality of votes,” in the 3rd line of the existing Article 73.

**(j) Article 75(1)**

By deleting the words “whether on a show of hands or on a poll,” after the words “persons incapable of managing their own affairs may vote,” in the 4th line of the existing Article 75(1) and by deleting the words “or poll” after the words “not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting” in the 11th line of the existing Article 75(1).

**(k) Article 80**

By deleting the phrase “or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll” after the phrase “the person named in the instrument proposes to vote” in the 7th line of the existing Article 80.

**(l) Article 81**

By deleting the words “to demand or join in demanding a poll and” after the words “proxy shall be deemed to confer authority” in the 4th line of the existing Article 81.

**(m) Article 82**

By deleting the words “or the taking of the poll” after the words “before the commencement of the meeting or adjourned meeting” in the last line of the existing Article 82.

**(n) Article 84(2)**

By deleting the words “including the right to vote individually on a show of hands” after the words “held by the clearing house (or its nominee(s))” in the last line of the existing Article 84(2).”

**(o) Article 161**

By adding the phrase “provided that such means are permitted by the rules of the Designated Stock Exchange” immediately after the phrase “The notice of availability may be given to the Member by any of the means set out above” in the 18th line of the existing Article 161.

A notice of the AGM containing the aforesaid special resolution has been attached to a circular dated 14 April 2009, which will be dispatched to the Shareholders today.

By order of the Board  
**Sunny Optical Technology (Group) Company Limited**  
**Wang Wenjian**  
*Chairman*

China, 14 April 2009

*As at the date of this announcement, the Board comprises Mr. Wang Wenjian, Mr. Ye Liaoning, Mr. Xie Minghua and Mr. Wu Jinxian, who are executive directors, and Mr. Shao Yang Dong and Mr. Michael David Ricks, who are non-executive directors, and Dr. Chang Mei Dick, Mr. Koji Suzuki, Dr. Liu Xu, Mr. Zhang Yuqing, who are independent non-executive directors.*