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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 THE ARTICLES OF ASSOCIATION AND ADOPTION OF NEW ARTICLES OF ASSOCIATION, AND LIST OF DIRECTORS AND THEIR ROLE AND FUNCTION

1. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF NEW ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Sunny Optical Technology (Group) Company Limited (the “**Company**”) proposes certain amendments to the existing articles of association of the Company (the “**Articles**”) to bring the Articles up to date and in line with the revised requirements under The Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), which are or will be effective on 1 January, 2012 or 1 April, 2012.

The Board also proposes to adopt a new set of Articles consolidating all the proposed amendments to the Articles and all previous amendments made pursuant to resolutions passed by shareholders of the Company at general meetings.

The proposed amendments to the Articles and the adoption of a new set of Articles are subject to the approval of shareholders of the Company by way of special resolution at the forth coming annual general meeting to be convened and held on 11 May, 2012. A circular containing further information regarding the proposed amendments to the Articles and the adoption of a new set of Articles, together with the related proxy form, will be despatched to shareholders on 30 March, 2012.

2. LIST OF DIRECTORS AND THEIR ROLE AND FUNCTION

The current members of the Board of the Company as at the date of this announcement are set out below:

Executive Directors

Mr. Ye Liaoning and Mr. Sun Yang

Non-executive Directors:

Mr. Wang Wenjian and Mr. Sha Ye

Independent non-executive Directors:

Dr. Liu Xu, Mr. Zhang Yuqing and Mr. Chu Peng Fei Richard

The board has set up four committees. The table below provides membership information of these committees on which each Board member serves.

| Director \ Committee | Audit Committee | Remuneration Committee | Nomination Committee | Strategy and Development Committee |
|--------------------------|-----------------|------------------------|----------------------|------------------------------------|
| Mr. Ye Liaoning | | | | C |
| Mr. Sun Yang | | | | M |
| Mr. Wang Wenjian | | | M | M |
| Mr. Sha Ye | M | M | | M |
| Dr. Liu Xu | | | M | M |
| Mr. Zhang Yuqing | C | M | | |
| Mr. Chu Peng Fei Richard | M | C | C | |

Notes: C: Chairman of the relevant Board committee M: Member of the relevant Board committee

By order of the Board
Sunny Optical Technology (Group) Company Limited
Ye Liaoning
Chairman and Executive Director

China, 29 March, 2012

As at the date of this announcement, the Board comprises of Mr. Ye Liaoning and Mr. Sun Yang, who are executive Directors, and Mr. Wang Wenjian and Mr. Sha Ye, who are non-executive Directors, and Dr. Liu Xu, Mr. Zhang Yuqing and Mr. Chu Peng Fei Richard, who are independent non-executive Directors.