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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of the shareholders (the “**Shareholders**”) of Sunny Optical Technology (Group) Company Limited (the “**Company**”) will be held at The Executive Center, Level 3, Three Pacific Place, Admiralty, Hong Kong on 22 September 2014 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company (unless otherwise indicated, capitalized terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 31 August 2014 (the “**Circular**”)):-

### **ORDINARY RESOLUTIONS**

To approve the Acquisition:

**“THAT:**

- (a) the conditional agreement dated 15 August 2014 (the “**Agreement**”) entered into between Sunny Nominees as the vendors and Sunny Optics as the purchaser in relation to the acquisition (the “**Acquisition**”) of the entire equity interests in Sunny Group Limited (the “**Equity Interests**”) at a consideration of RMB351,372,444.7 (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification), details of which have been set out in the Circular, a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification, and the terms thereof and the entering into of the Agreement by the Company be and are hereby approved, confirmed and ratified;
- (b) the Acquisition on the terms set out in the Agreement be and is hereby approved; and

- (c) any Director, be and is hereby authorized to implement and take all steps and do all such acts and things and execute all such agreements (including under seal, where appropriate) which he consider(s) necessary, desirable or expedient for the purpose of giving effect to and/or complete the sale and purchase of the Equity Interests under the Agreement and the transaction contemplated thereunder, and, where required, any amendment of the terms of the Agreement as required by, or for the purposes of obtaining the approval of, the relevant authorities or to comply with all applicable laws, rules and regulations.”

By Order of the Board of  
**Sunny Optical Technology (Group) Company Limited**  
**Ye Liaoning**  
*Chairman*

Hong Kong, 31 August 2014

*Registered Office:*  
Cricket Square, Hutchins Drive  
P.O. Box 2681, George Town  
Grand Cayman KY1-1111,  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
Unit 603, 6th Floor  
Grand City Plaza  
1-17 Sai Lau Kok Road  
Tsuen Wan  
New Territories  
Hong Kong

*Notes:*

- (i) A Shareholder entitled to attend and vote at the EGM convened by the above notice (the “**Notice**”) or its adjourned meeting (as the case may be) is entitled to appoint one proxy to attend and on a poll to vote on his/her/its behalf in accordance with the articles of association of the Company. A Shareholder who is the holder of two or more Shares may appoint not more than two proxies (who must be an individual or individuals) to attend and vote instead of him/her/it on the same occasion. A proxy needs not be a Shareholder, but must attend the EGM in person to represent him/her/it. A form of proxy for use at the EGM is enclosed herewith. Such prescribed form of proxy for use at the EGM is also published on the websites of The Stock Exchange of Hong Kong Limited at “www.hkexnews.hk” and the Company at “www.sunnyoptical.com”.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either executed under its common seal or under the hand of any officer, attorney or other person duly authorized to sign the same.
- (iii) Where there are joint holders of any Shares, any one of such joint holders may attend and vote at the EGM or its adjourned meeting (as the case may be), either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the EGM or its adjourned meeting (as the case may be) personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (iv) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not less than 48 hours before the time appointed for holding the EGM or its adjourned meeting (as the case may be) and in default, the proxy will not be treated as valid.
- (v) Completion and return of the form of proxy will not preclude a Shareholder from attending the meeting and voting in person at the EGM or any of its adjourned meeting thereof if he/she/it so desires. If a Shareholder attends the meeting after having deposited the form of proxy, his/her/its form of proxy shall be deemed to be revoked.
- (vi) The register of members of the Company will be closed from 18 September 2014 to 22 September 2014 (both dates inclusive) during which period no transfer of shares will be registered. To ascertain the entitlements to attend and vote at the EGM, Shareholders must lodge the relevant transfer document(s) and share certificate(s) with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 17 September 2014 for registration.
- (vii) In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), voting on the resolutions proposed in the Notice shall be decided by way of a poll at the EGM.
- (viii) If a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm is in effect at any time after 8:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the respective websites of the Company at “www.sunnyoptical.com” and the Stock Exchange at “www.hkexnews.hk” to notify Shareholders of the date, time and place of the rescheduled EGM.  
  
If a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning signal is lowered or canceled at or before 8:00 a.m. on the date of the EGM and where conditions permit, the EGM will be held as scheduled. The EGM will also be held as scheduled when an amber or red rainstorm warning signal is in force.  
  
Shareholders should decide whether or not they would attend the EGM under any bad weather condition having considered their own situations and if they do so, they are advised to exercise care and caution.
- (ix) Shareholders are advised to read the circular of the Company dated 31 August 2014 which contains information concerning the resolutions to be proposed in the EGM.

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