
IMPORTANT

If you are in any doubt as to any aspect of this document or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Sunny Optical Technology (Group) Company Limited (“Company”), you should at once hand this document and the accompanying form of proxy to the purchaser or the transferee to the bank, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**GENERAL MANDATES TO
ISSUE NEW SHARES AND TO REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
AND NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of Sunny Optical Technology (Group) Company Limited to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on Monday, 9 May 2011, at 10:30 a.m., is set out on pages 15 to 19 of this document.

A form of proxy for the annual general meeting is enclosed herewith. Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy and return it to 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 in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

1 April 2011

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 9 May 2011 at 10:30 a.m.;
“Annual Report”	the annual report of the Company for the year ended 31 December 2010;
“Articles” or “Articles of Association”	the Articles of Association of the Company;
“Board”	the board of Directors;
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended from time to time;
“Company”	Sunny Optical Technology (Group) Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange;
“Directors”	directors of the Company;
“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 People’s Republic of China;
“Issue Mandate”	the general and unconditional mandate to be granted to the Directors at the Annual General Meeting to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution approving such mandate;
“Latest Practicable Date”	23 March 2011, being the latest practicable date prior to the printing of this document for ascertaining certain information in this document;

DEFINITIONS

“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	People’s Republic of China;
“Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors at the Annual General Meeting to repurchase securities of the Company on the Stock Exchange of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution approving such mandate;
“RMB”	Renminbi, the lawful currency of PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Sun Xu”	Sun Xu Limited (舜旭有限公司), a company incorporated under the Laws of the British Virgin Islands; and
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers.

LETTER FROM THE CHAIRMAN



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)

Executive Directors

Mr. Wang Wenjian (*Chairman*)
Mr. Ye Liaoning
Mr. Sun Yang

Non-executive Director

Mr. Sha Ye

Independent Non-executive Directors

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

Registered Office

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

***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

1 April 2011

To Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO
ISSUE NEW SHARES AND TO REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this document is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to:

- (a) the proposed grant of the Issue Mandate and the Repurchase Mandate; and
- (b) the re-election of Directors, namely, Mr. Sun Yang, Dr. Liu Xu, Mr. Zhang Yuqing, Mr. Sha Ye and Mr. Chu Peng Fei Richard.

LETTER FROM THE CHAIRMAN

ISSUE MANDATE

At the Annual General Meeting, ordinary resolutions will be proposed to grant the general mandate to the Directors to allot, issue and deal with Shares up to a limit equal to 20% (i.e. 200,000,000 Shares on the basis of 1,000,000,000 Shares in issue as at the date of the passing of the relevant resolution assuming no issue of new Shares takes place between the Latest Practicable Date and the date of the Annual General Meeting) of the issued share capital of the Company as at the date of passing of such resolution, and adding to the Issue Mandate so granted to the Directors any Shares repurchase by the Company pursuant to the Repurchase Mandate (if granted at the AGM) provided that such amount shall not exceed a maximum of 10% (i.e. 100,000,000 Shares on the basis of 1,000,000,000 Shares in issue as at the date of the passing of the relevant resolution assuming no issue of new Shares takes place between the Latest Practicable Date and the date of the Annual General Meeting) of the issued share capital of the Company as at the date of passing of the relevant resolution.

Such power to allot, issue and deal with Shares in the aforesaid manner is exercisable at any time from the date of passing of the relevant resolutions until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any applicable laws, to be held; or (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by the relevant resolutions.

THE REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to renew the previous Repurchase Mandate which was granted to the Directors on 17 May 2010 and will expire on the conclusion of the Annual General Meeting, in terms set out in the notice of the Annual General Meeting, to exercise the power of the Company to repurchase its own issued Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed at any time during the period until the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any applicable laws to be held, and (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by the relevant resolution.

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% (i.e. 100,000,000 Shares on the basis of 1,000,000,000 shares in issue as at the date of the passing of the relevant resolution assuming no issue of new Shares takes place between the Latest Practicable Date and the date of the Annual General Meeting) of the issued share capital of the Company in issue as at the date of passing the relevant resolution.

LETTER FROM THE CHAIRMAN

An explanatory statement containing information relating to the Repurchase Mandate and in compliance with the Listing Rules is set out in Appendix I to this document. The information in the explanatory statement is to provide you with the relevant information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of the Repurchase Mandate to the Directors.

PROPOSED DIRECTORS FOR RE-ELECTION

The Board currently consists of seven Directors, namely Mr. Wang Wenjian, Mr. Ye Liaoning, Mr. Sun Yang, Mr. Sha Ye, Mr. Chu Peng Fei Richard, Dr. Liu Xu, and Mr. Zhang Yuqing.

Pursuant to Article 86(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. According to Article 87(1) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but no less than one-third), shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years. Under Article 87(2), a retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 86(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, Mr. Sun Yang, Dr. Liu Xu and Mr. Zhang Yuqing shall retire from office by rotation and Mr. Sha Ye and Mr. Chu Peng Fei Richard shall retire from office pursuant to Article 86(3) of the Articles of Association, and being eligible for re-election, they have offered themselves for re-election at the Annual General Meeting.

The brief biographies of each of Mr. Sun Yang, Dr. Liu Xu, Mr. Zhang Yuqing, Mr. Sha Ye and Mr. Chu Peng Fei Richard, being the Directors proposed to be re-elected at the Annual General Meeting, are set out in Appendix II to this document.

LETTER FROM THE CHAIRMAN

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 15 to 19 of this document. A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting in person, please complete and return the form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

Pursuant to the Listing Rules, voting by poll is required for any resolution put to vote at the Annual General Meeting.

RECOMMENDATIONS

The Directors consider that the granting of the Issue Mandate will provide flexibility to the Company when it is in the interests of the Company to issue new Shares and that the Repurchase Mandate will enhance the net asset value of the Company and/or earnings per share. Accordingly the Directors recommend all Shareholders to vote in favour of the resolutions for approving the Issue Mandate and the Repurchase Mandate, as well as the resolutions for re-election of Directors, each of which resolutions will be proposed at the forthcoming Annual General Meeting.

Yours faithfully,

By order of the Board

Sunny Optical Technology (Group) Company Limited

Wang Wenjian

Chairman

REPURCHASE BY THE COMPANY OF ITS SHARES

This explanatory statement relates to Resolution No. 6 proposed to be passed at the Annual General Meeting. The statement contains all the information pursuant to the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such resolution.

(a) Provisions of the Listing Rules

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, a summary of which is set out below:

(i) Shareholders' approval

All proposed repurchases of securities, which must be fully paid up in the case of shares, on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by a specific approval of a particular transaction.

(ii) Source of funds

Any repurchase by a company may only be funded out of funds legally available for such purpose in accordance with its memorandum and articles of association, the applicable laws of the Cayman Islands and the Listing Rules. A company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(iii) Shares to be repurchased

The Listing Rules provide that the shares which are proposed to be repurchased by a company must be fully paid up.

(b) Share Capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares of HK\$0.10 each. Subject to the passing of the ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 100,000,000 Shares (representing 10% of the issued Shares). In accordance with the applicable laws, Shares repurchased by the Company would be cancelled automatically after being repurchased.

(c) Reasons for repurchases

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase the Shares in the market. Repurchases of the Shares will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

(d) Funding of repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association of the Company, the Listing Rules and the applicable laws of the Cayman Islands.

The Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in the latest published audited accounts. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels.

(e) Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2010		
April	2.31	1.67
May	1.85	1.51
June	1.75	1.48
July	1.67	1.49
August	1.82	1.47
September	1.74	1.54
October	1.93	1.62
November	2.54	1.85
December	2.44	2.01
2011		
January	2.55	2.08
February	2.86	2.24
March (up to 23 March 2011)	3.03	2.52

(f) Director's undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles.

(g) Directors, their Associates and Connected Persons

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, as defined in the Listing Rules, has any present intention to sell any Shares to the Company or its subsidiaries.

No connected person, as defined in the Listing Rules, has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is renewed or granted.

(h) Effects of Takeover Code

If, as a result of Shares repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeover Code), depending on the level of increase of Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Sun Xu held 421,460,060 Shares being approximately 42.15% of the issued share capital of the Company. Exercise in full of the Repurchase Mandate, which is proposed to be granted at the AGM, would result in an increase in the percentage of the Shares held by Sun Xu from approximately 42.15% to approximately 46.83% assuming the over-allotment option is not exercised. To the best knowledge and belief of the Directors, such increase may give rise to an obligation for Sun Xu to make a mandatory offer under Rule 26 of the Takeovers Code. Exercise in full of the Repurchase Mandate may also result in the reduction of the amount of Shares held by the public to less than 25%.

However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would give rise to the obligations to make mandatory offers under the Takeovers Code or reducing the aggregate amount of Shares held by the public to less than 25% under the Listing Rules.

(i) Share Repurchase Made by the Company

The Company has not made any repurchase of its own Shares in the past six months.

DIRECTORS PROPOSED TO BE RE-ELECTED

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Sun Yang

Mr. Sun Yang (孫泱), aged 38, is the general vice president and executive Director. He is responsible for the financial, legal, manpower and investor relations management matters of the Group. Mr. Sun graduated from Ningbo University in 1995 with a bachelor's degree in Economics. He then obtained a master's degree in Economics from Shanghai University of Economics and Finance in 2005. He joined Zhejiang Sunny (Group) Joint Stock Company Limited, originally known as Yuyao County Chengbei Optical Instruments Factory, as chief officer of its investment management centre in 2002. In 2008, Mr. Sun was granted the qualification of senior economist by Personnel Bureau of Ningbo Municipality. Senior economist is a recognised qualification in the PRC and is normally granted to a person who has passed necessary examinations and has acquired substantial management experience. Mr. Sun is currently a director of all the operating companies of the Group in the PRC.

Mr. Sun has a service contract with the Company for an initial term of three years commencing from 15 May 2009, which is subject to rotation, retirement and re-election at annual general meetings pursuant to the Articles of Association. Mr. Sun's annual remuneration is RMB900,000 under the said service contract. The amount of emoluments is determined by arm's length negotiation between the parties with reference to the prevailing market rate and the Company's policy.

Other than disclosed above, Mr. Sun does not hold any position in other members of the Group, neither did he hold any directorships in any other public companies in the past three years. Save as disclosed in this circular and the Annual Report, Mr. Sun does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Sun is deemed to be interested in an aggregate of 421,460,060 Shares under the SFO, representing approximately 42.15% of the existing issued share capital of the Company. Save as disclosed, Mr. Sun does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Sun's re-election.

Dr. Liu Xu

Dr. Liu Xu (劉旭), aged 47, is an independent non-executive Director. Dr. Liu currently is the standing vice dean of the College of Information Science and Engineering, Zhejiang University. Dr. Liu graduated from Universite Paul Cezanne, France with a doctor's degree in Information and Material Science. He was then engaged in his postdoctoral research in instrument and meter science in Zhejiang University from 1990 to 1993 where he obtained a postdoctoral certificate. Dr. Liu also holds a bachelor's degree in engineering from Zhejiang University. Dr. Liu has over 17 years' experience in education, and has been an associate professor of Zhejiang University since 1992. In 1995, he became the head of the National Key Lab of Modern Optical Instrument. In addition, he is a director of a private company engaged in sales and manufacturing of optical engines of projection displays. He was appointed as an independent non-executive Director in May 2007.

Dr. Liu has a renewed service contract with the Company for a further term of three years commencing from 18 May 2010, which is subject to rotation, retirement and re-election at annual general meetings pursuant to the Articles of Association. Dr. Liu's annual remuneration is HK\$100,000 under the said service contract. The amount of emoluments is determined by arm's length negotiation between the parties with reference to the prevailing market rate and the Company's policy.

Other than disclosed above, Dr. Liu does not hold any directorships in any other public companies in the past three years. Save as disclosed in this circular and in the Annual Report, Dr. Liu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Dr. Liu does not have any interests in the Shares or any of its associated corporations within the meaning of Part XV of the SFO.

The Company has received from Dr. Liu an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Dr. Liu independent.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Dr. Liu's re-election.

Mr. Zhang Yuqing

Mr. Zhang Yuqing (張余慶), aged 63, is an independent non-executive Director. Prior to joining the Group, Mr. Zhang worked in Shanghai Port Bureau as the head of the financial division as well as the auditing division. He was appointed as a director of Shanghai Worldbest Industry Development Co., Ltd. from 2001 to 2003 and acted as its chief financial officer. Mr. Zhang graduated from Shanghai Maritime University in 1982 with a bachelor's degree in Economics and is a certified public accountant of the Chinese Institute of Certified Public Accountants. He currently sits on the board of each of Rizhao Port Co., Ltd. and Shanghai Xinmei Real Estate Co., Ltd.. He was appointed as an independent non-executive Director in May 2007.

Mr. Zhang has a renewed service contract with the Company for a further term of three years commencing from 18 May 2010, which is subject to rotation, retirement and re-election at annual general meeting pursuant to the Articles of Association. Mr. Zhang's annual remuneration is HK\$100,000. The amount of emoluments is determined by arm's length negotiation between the parties with reference to the prevailing market rate and the Company's policy.

Other than disclosed above, Mr. Zhang has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular and the Annual Report, Mr. Zhang does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Zhang does not have any interests in the Shares or any of its associated corporations within the meaning of Part XV of the SFO.

The Company has received from Mr. Zhang an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Mr. Zhang independent.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Zhang's re-election.

Mr. Sha Ye

Mr. Sha Ye (沙燁), aged 38, currently is the managing partner of Chengwei Ventures Evergreen Fund L.P., a private equity investment firm headquartered in Shanghai, PRC. Before joining Chengwei Ventures Evergreen Fund L.P., Mr. Sha was the general manager, China and global vice president of Convergys Corporation (NYSE: CVG) responsible for China business development and its global customer relationship management product research and development. Mr. Sha was the founder and chief executive officer of BMI Asia (which was acquired by Convergys Corporation in March 2008) since 2000. Mr. Sha was the inventor for a real time billing patent (7,233,918) of Portal Software Incorporation (NDAQ: PRSF, later acquired by Oracle Corporation). Mr. Sha holds a master degree in computer science from Wesleyan University in the United States and a bachelor degree in computer science from Shanghai Jiao Tong University in the PRC.

Mr. Sha has a service contract with the Company for an initial term of three years commencing from 1 September 2010, which is subject to rotation, retirement and re-election at annual general meeting pursuant to the Articles of Association. Mr. Sha's annual remuneration is HK\$200,000. The amount of emoluments is determined by arm's length negotiation between the parties with reference to the prevailing market rate and the Company's policy.

Other than disclosed above, Mr. Sha has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular and the Annual Report, Mr. Sha does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Sha does not have any interests in the Shares or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Sha's re-election.

Mr. Chu Peng Fei Richard

Mr. Chu Peng Fei Richard (朱鵬飛), aged 64, was the chief financial officer of AAC Acoustic Technologies Holdings Inc. (“ACC”, a company listed in the Stock Exchange, stock code: 2018) during the period from April 2004 to November 2007. Before joining AAC, Mr. Chu held various finance management positions in Shanghai Viasystems Electronic Manufacturing Service Company Limited, Aurora Company (China) the e-Millennium Two Fund and Shanghai New Margin Venture Capital as well as Yunan Ximeliu Aluminium Foil Co. Ltd. Mr. Chu has over 20 years’ experience in finance. Mr. Chu holds a master degree in science from the University of Houston-Clear Lake in the United States.

Save as disclosed above, Mr. Chu did not hold any other directorship or take any major appointment in any listed public company in the past three years preceding the date of this announcement.

Mr. Chu has a service contract with the Company for an initial term of three years commencing from 1 September 2010, which is subject to rotation, retirement and re-election at annual general meeting pursuant to the Articles of Association. Mr. Chu’s annual remuneration is HK\$100,000. The amount of emoluments is determined by arm’s length negotiation between the parties with reference to the prevailing market rate and the Company’s policy.

Other than disclosed above, Mr. Chu has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular and the Annual Report, Mr. Chu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Chu does not have any interests in the Shares or any of its associated corporations within the meaning of Part XV of the SFO.

The Company has received from Mr. Chu an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Mr. Chu independent.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Chu’s re-election.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Sunny Optical Technology (Group) Company Limited (“Company”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 9 May 2011, at 10:30 a.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider approval of the audited consolidated accounts and the reports of the directors of the Company (“Directors”) and the auditors of the Company for the year ended 31 December 2010;
2. To declare a final dividend for the year ended 31 December 2010;
3. (a) To re-elect Mr. Sun Yang, Dr. Liu Xu, Mr. Zhang Yuqing, Mr. Sha Ye and Mr. Chu Peng Fei Richard as the Directors and (b) to authorise the board of Directors (the “Board”) to fix the remuneration of the Directors;
4. To authorize the Board to re-appoint Deloitte Touche Tohmatsu as the Company’s external auditors and to fix their remuneration;
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

“THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company (or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) and/or to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:

- (i) a Rights Issue as herein after defined;
- (ii) the grant or exercise of any option under any share option schemes of the Company or any other option scheme, or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
- (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Memorandum and Articles of Association of the Company; or
- (iv) any issue of shares in the Company upon the exercise of any subscription rights or conversion under the terms of any warrants of the Company or any securities of the Company which are convertible into shares of the Company;

shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this Resolution; and the authority pursuant in paragraph (a) of this Resolution shall be limited accordingly.

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors, to holders of shares in the Company or any class thereof on the register on a fixed record date in proportion to their holdings of such shares or class of shares thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body applicable to the Company).”

6. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

“THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares (or securities convertible into its shares), subject to and in accordance with the applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, or any applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

“**THAT** the general mandate granted to the Directors of the Company pursuant to Resolution No. 5 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares as referred to in the above Resolution No. 6.”

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

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

Hong Kong, 1 April 2011

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:

1. A shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) may appoint another person as his/her proxy to attend and to vote in his/her stead. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

NOTICE OF ANNUAL GENERAL MEETING

4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting if they so wish.
5. The Register of Members of the Company will be closed from 4 May 2011 to 9 May 2011 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for attending and voting at the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 3 May 2011.
6. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited, all resolutions set out in this Notice will be decided by poll at the above meeting.
7. A form of proxy for use at the above meeting is enclosed.