



# 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)

## FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 13 MAY 2014, AT 10:30 A.M. (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\$0.10 each in the capital  
of SUNNY OPTICAL TECHNOLOGY (GROUP) COMPANY LIMITED (the "Company"), HEREBY APPOINT the Chairman of the meeting<sup>(Note 3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to act for me/us at the Annual General Meeting (the "AGM") of the Company, to be held at Seminar Room, Level 3, Three Pacific Place, Admiralty, Hong Kong on 13 May 2014 at 10:30 A.M. or at any adjournment thereof, and in particular (but without limitation) at such meeting (or any adjournment thereof) to vote for me/us and in my/in our name(s) in respect of the resolutions set out in the notice concerning the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited consolidated accounts and the reports of directors and auditor of the Company for the year ended 31 December 2013.		
2.	To declare a final dividend for the year ended 31 December 2013.		
3.	(a) To re-elect Mr. Wang Wenjie as an executive director of the Company;		
	(b) To re-elect Mr. Ye Liaoning as an executive director of the Company;		
	(c) To re-elect Mr. Zhang Yuqing as an independent non-executive director of the Company; and		
	(d) To authorise the board ("Board") of directors ("Directors") of the Company to fix the remuneration of the Directors.		
4.	To re-appoint Deloitte Touche Tohmatsu as the Company's external auditor and to authorise the Board to fix their remuneration.		
5.	THAT a general and unconditional mandate be granted to the Directors to exercise all the power to allot, issue and otherwise dealt with new shares of the Company 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 relevant resolution.		
6.	THAT a general and unconditional mandate be granted to the Directors to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited 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 relevant resolution.		
7.	THAT subject to the passing of resolutions numbered 5 and 6, the number of shares to be allotted, issued and otherwise dealt with by the Directors pursuant to resolution numbered 5 be increased by the aggregate amount of share capital of the Company which are to be repurchased by the Company pursuant to the authority granted to the Directors under resolution numbered 6.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2014

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon 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 the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- In case of joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting 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 shares shall alone be entitled to vote in respect thereof.
- The proxy does not need to be a shareholder of the Company but must attend the meeting in person to represent you. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion.
- Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting or upon the poll concerned, if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- Voting by poll is required for any resolution put to vote at the AGM.