



**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 by shareholders at the extraordinary general meeting (the “Meeting”) of Sunny Optical Technology (Group) Company Limited (the “Company”) to be held at The Executive Center, Level 3, Three Pacific Place, Admiralty, Hong Kong on 22 September 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 share capital of the Company, hereby appoint the chairman of the Meeting (the “Chairman”) or \_\_\_\_\_  
of \_\_\_\_\_ as my/our proxy<sup>(Note 3)</sup> to attend at the Meeting to be held at The Executive Center, Level 3, Three Pacific Place, Admiralty, Hong Kong on 22 September 2014 at 10:30 a.m. or at any adjournment thereof as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate box to indicate how you wish your proxy to vote <sup>(Note 4)</sup>.

ORDINARY RESOLUTION	FOR	AGAINST
To approve, ratify and confirm the conditional agreement dated 15 August 2014 entered into between Sunny Nominees (as defined in the circular of the Company dated 31 August 2014) as vendors and Zhejiang Sunny Optics Co., Ltd. as purchaser and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith (details of which are set out in the notice of the Meeting).		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2014 Shareholder’s Signature \_\_\_\_\_<sup>(Note 8)</sup>

*Notes:*

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman as your proxy, please delete the words “the chairman of the Meeting (the “Chairman”) or” and insert the name and address of the person appointed proxy in the space provided.
4. If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution.
5. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
6. The form of proxy must be signed by a shareholder of the Company (the “Shareholder”), or his attorney duly authorized in writing, or if the Shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorized.
7. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of 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 not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
8. Any alteration made to this form should be initialed by the person who signs the form.