

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated 4 June 2007, (the "Prospectus") issued by Sunny Optical Technology (Group) Company Limited (the "Company") for detailed information about the Global Offering described below before deciding whether or not to invest in the shares thereby being offered.*

*This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent of registration or an exemption from registration under the U.S. Securities Act, as amended. There is not and is not currently intended to be any public offering of securities of the Company in the United States.*

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.*

*The Stock Exchange and HKSCC take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*In connection with the Global Offering, BNP Paribas Capital (Asia Pacific) Limited as the Global Coordinator and stabilising manager, or its affiliates or any person acting for it, may over-allocate, make purchases or effect any other transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period on and after the commencement of trading in the Shares on the Stock Exchange. There is no obligation on the Global Coordinator, its affiliates or any person acting for it to do this. Such stabilisation, if commenced, will be conducted at the sole and absolute discretion of the Global Coordinator, its affiliates or any person acting for it and may be discontinued at any time, and must be brought to an end after a limited period. Such transactions may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules made under the SFO. The details of the intended stabilisation and how it will be regulated under the SFO are contained in the Prospectus.*

*Potential investors should be aware that stabilising cannot be used to support the price of the Offer Shares for longer than the stabilising period which begins on the commencement of trading of the Shares on the Stock Exchange (which is expected to be 15 June 2007) and ends on the 30th day after the last day for the lodging of applications under the Public Offer and that after this date, when no further stabilising action may be taken, demand for the Shares, and therefore their market price could fall.*

*In connection with the Global Offering, the Global Coordinator may over-allocate up to and not more than an aggregate of 40,500,000 additional Shares (representing 15% of the total number of the Offer Shares initially available under the Global Offering) to solely cover over-allocations (if any) in the Placing and/or the obligations of the Global Coordinator to return Shares which it may borrow under the Securities Lending Agreement by exercising the Over-allotment Option at any time from the Price Determination Date until 30 days after the last day for the lodging of applications under the Public Offer. In the event that such Over-allotment Option is exercised, a press announcement will be made.*



## **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)*

### **GLOBAL OFFERING**

<b>Number of Offer Shares</b>	<b>: 270,000,000 Shares comprising 200,000,000 New Shares and 70,000,000 Sale Shares (subject to the Over-allotment Option)</b>
<b>Number of Public Offer Shares</b>	<b>: 27,000,000 New Shares (subject to adjustment)</b>
<b>Number of Placing Shares</b>	<b>: 243,000,000 Shares comprising 173,000,000 New Shares and 70,000,000 Sale Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Offer Price</b>	<b>: Not more than HK\$3.82 per Share payable in full on application in Hong Kong dollars, plus brokerage of 1%, SFC transaction levy of 0.004%, and Stock Exchange trading fee of 0.005%</b>
<b>Nominal value</b>	<b>: HK\$0.10 each</b>
<b>Stock code</b>	<b>: 2382</b>

**Global Coordinator, Sponsor, Bookrunner and Lead Manager**



**BNP PARIBAS**  
CORPORATE & INVESTMENT BANKING

Application has been made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be sold by the Selling Shareholders pursuant to the exercise of the Over-allotment Option). Dealings in the Shares are expected to commence on Friday, 15 June 2007. Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and in the prescribed **WHITE** or **YELLOW** Application Forms. It should be noted that **multiple applications or suspected multiple applications or any application for more than 100% of the Public Offer Shares which are initially offered for subscription in either Pool A or Pool B by the public will be rejected**. Only one application on a **WHITE** or **YELLOW** Application Form or by way of giving **electronic application instructions** to HKSCC, may be made for the benefit of any person. Applicants for any Shares under the Public Offer are required to undertake and confirm that they or the relevant beneficial owner(s) have not applied for or taken up or indicated an interest for, and will not apply for or take up, or indicate an interest for any Shares under the Placing. Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Shares on the Stock Exchange or such other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Global Offering comprises (i) the Public Offer of initially 27,000,000 Shares to the public in Hong Kong and (ii) the Placing of initially 243,000,000 Placing Shares to professional, institutional investors and/or other investors for the Placing Shares in Hong Kong and other jurisdictions outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act (as amended from time to time) and in the United States to qualified institutional buyers in reliance on Rule 144A or another exemption from registration under the U.S. Securities Act of 1933, as amended. The Over-allotment Grantors have granted the Global Coordinator on behalf of the Placing Underwriters the Over-allotment Option which is exercisable by the Global Coordinator, on behalf of the Placing Underwriters, from the Price Determination Date until 30 days after the last day for lodging of applications under the Public Offer, to require the Over-allotment Grantors to sell an aggregate of up to 40,500,000 Shares, representing in aggregate approximately 15% of the initial size of the Global Offering at the Offer Price to solely cover over-allocations in the Placing, if any, and/or the obligations of the Global Coordinator to return Shares which it may borrow under the Securities Lending Agreement. In the event that the Over-allotment Option is exercised, the Company will issue a separate announcement.

The Global Offering is conditional on the conditions as stated in the paragraph headed “Conditions of the Public Offer” in the section headed “Structure of the Global Offering” in the Prospectus. The Offer Price is expected to be determined by agreement between the Company, (for itself and on behalf of the Selling Shareholders) and the Global Coordinator (on behalf of the Underwriters) on or before Saturday, 9 June 2007 or such later date or time as may be agreed by the Company (for itself and on behalf of the Selling Shareholders) and the Global Coordinator (on behalf of the Underwriters) but, in any event, no later than Monday, 11 June 2007. The Global Coordinator (on behalf of the Underwriters), may with the consent of the Company, reduce the number of Public Offer Shares being offered under the Global Offering and/or the indicative Offer Price range stated in the Prospectus (which is HK\$3.00 to HK\$3.82 per Offer Share) at any time on or prior to the morning of the last day for lodging applications under the Public Offer. In such a case, notices of the reduction in the number of Public Offer Shares and/or the indicative Offer Price range will be published in the *South China Morning Post* (in English) and the *Hong Kong Economic Times* (in Chinese) as soon as practicable following the decision to make such reduction, and in any event, not later than the morning of the day which is the last day for lodging applications under the Public Offer. If applications pursuant to the Public Offer have been submitted prior to the day which is the last day for lodging applications under the Public Offer, then even if the Offer Price range is so reduced, such applications cannot be subsequently withdrawn. If, for any reason, the Offer Price is not agreed between the Company (for itself and on behalf of the Selling Shareholders) and the Global Coordinator (on behalf of the Underwriters), the Global Offering (including the Public Offer) will not proceed and will lapse.

If the Global Offering does not become unconditional, all application monies together with the related brokerage, SFC transaction levy and Stock Exchange trading fee received from applicants under the Public Offer will be refunded, without interest, on the terms set out under the section headed “Terms and conditions of the Public Offer” in the Prospectus and on the terms set out under the paragraph headed “Refund of your money” on the Application Forms. Refund of monies will also be made in respect of wholly or partially successful applications in the event that the Offer Price is less than the price per Public Offer Share (excluding brokerage, SFC transaction levy and Stock Exchange trading fee thereon) initially paid by you in respect of wholly or partially unsuccessful applications.

Applicants under **YELLOW** or **WHITE** Application Forms for 1,000,000 Public Offer Shares or more and who have elected on their Application Forms that they will collect (where relevant) their refund cheques and/or (where relevant) share certificates in person and have provided all information required by the Application Forms may collect refund cheques (where applicable) and/or share certificates (where applicable) in person from the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, between 9:00 a.m. and 1:00 p.m. on Thursday, 14 June 2007 or such other place and date as notified by the Company in the newspapers as the place and date of collection/despatch of share certificates/refund cheques. Applicants being individuals who opt for personal collection cannot authorise any other person to make collection on their behalf. You must show identification documents to collect your (where relevant) refund cheques and/or (where relevant) share certificate(s). Applicants being corporations who opt for personal collection must attend by their authorised representatives each bearing a letter of authorisation from their corporation stamped with the corporation’s chop. Both individuals and authorised representatives (if applicable) must produce at the time of collection evidence of identity acceptable to Computershare Hong Kong Investor Services Limited. Uncollected share certificates and/or refund cheques will be despatched promptly thereafter by ordinary post at the applicants’ own risk to the addresses specified in the relevant Application Forms.

In relation to applicants under **YELLOW** or **WHITE** Application Forms for less than 1,000,000 Public Offer Shares, or applicants under **YELLOW** or **WHITE** Application Forms for 1,000,000 or more Public Offer Shares who have not elected on their Application Forms that they will collect (where relevant) their refund cheques and/or (where relevant) share certificate(s), their refund cheques and/or share certificate(s) will be sent by ordinary post at the applicants’ own risk to the addresses specified in the relevant Application Forms on or before Thursday, 14 June 2007.

Share certificates will only become valid certificates of title provided that the Global Offering has become unconditional in all respects and neither of the Public Offer Underwriting Agreement and the Placing Underwriting Agreement has been terminated in accordance with its terms, which is expected to be at 8:00 a.m. on Friday, 15 June 2007 (Hong Kong time). No temporary documents or evidence of title will be issued. No receipt will be issued for application monies.

Applicants who would like to have the allotted Public Offer Shares registered in their own names should complete the **WHITE** Application Form in English (unless otherwise stated) and sign such form in writing. Applicants who would like to have the allotted Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participant should (i) complete the **YELLOW** Application Form in English (unless otherwise stated) and sign such form in writing, copies of which, together with the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Monday, 4 June 2007 until 12:00 noon on Thursday, 7 June 2007 at the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong or (ii) give electronic application instructions to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during business hours in the same period from:

BNP Paribas Capital (Asia Pacific) Limited, 61st Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong;

BOCI Asia Limited, 26th Floor, Bank of China Tower, 1 Garden Road, Hong Kong;

Guotai Junan Securities (Hong Kong) Limited, 27/F., Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong;

Core Pacific — Yamaichi International (H.K.) Limited, 36/F, Cosco Tower, Grand Millennium Plaza, 183 Queen's Road, Central, Hong Kong;

CAF Securities Company Limited, 13th Floor, Fairmount House, 8 Cotton Tree Drive, Central, Hong Kong;  
and

China Merchants Securities (HK) Co., Ltd, 48/F., One Exchange Square, Central, Hong Kong;

or any of the following branches of Bank of China (Hong Kong) Limited (“BOCHK”), Industrial and Commercial Bank of China (Asia) Limited (“ICBC (Asia)”) and Oversea-Chinese Banking Corporation Limited, Hong Kong Branch (“OCBC”)

For **BOCHK**:

<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	
Bank of China Tower Branch	3/F, 1 Garden Road
Central District (Wing On House) Branch	71 Des Voeux Road Central
Quarry Bay Branch	Parkvale, 1060 King's Road, Quarry Bay
North Point (Kiu Fai Mansion) Branch	413–415 King's Road, North Point
<b>Kowloon</b>	
Mong Kok (President Commercial Centre) Branch	608 Nathan Road, Mong Kok
Kwun Tong Branch	20–24 Yue Man Square, Kwun Tong
Whampoa Garden Branch	Shop G8B, Site 1, Whampoa Garden, Hung Hom
Humphrey's Avenue Branch	4–4A Humphrey's Avenue, Tsim Sha Tsui
<b>New Territories</b>	
Castle Peak Road (Tsuen Wan) Wealth Management Centre	167 Castle Peak Road, Tsuen Wan
Lucky Plaza Branch	Lucky Plaza, Wang Pok Street, Shatin
East Point City Branch	Shop 101, East Point City, Tseung Kwan O

For **ICBC (Asia)**:

<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	
Queen's Road Central Branch	122–126 Queen's Road Central, Central
Wanchai Branch	117–123 Hennessy Road, Wanchai
Hennessy Road Branch	Shop 2A, G/F & Basement, Cameron Commercial Centre, 468 Hennessy Road, Causeway Bay
<b>Kowloon</b>	
Kwun Tong Branch	G/F, Lemmi Centre, 50 Hoi Yuen Road, Kwun Tong
Mongkok Branch	G/F, Belgian Bank Building, 721–725 Nathan Road, Mongkok
Mei Foo Branch	Shop N95A, 1/F Mount Sterling Mall, Mei Foo Sun Chuen

## New Territories

Sha Tsui Road Branch

Shop 4, G/F, Chung On Building, 297–313 Sha Tsui Road, Tsuen Wan

Yuen Long Branch

G/F, 197–199 Castle Peak Road, Yuen Long

For **OCBC**:

### Branch

### Address

## Hong Kong Island

Central Main Branch

9/F, 9 Queen's Road, Central

Both **WHITE** and **YELLOW** Application Forms completed in all respects (to which one cheque or banker's cashier order should be securely stapled) should be deposited in the special collection boxes provided at one of the branches of BOCHK, ICBC (Asia) and OCBC referred to above at the following times on the following dates:

<b>Monday, 4 June 2007</b>	—	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Tuesday, 5 June 2007</b>	—	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Wednesday, 6 June 2007</b>	—	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Thursday, 7 June 2007</b>	—	<b>9:00 a.m. to 12:00 noon</b>

## Application by giving electronic application instructions to HKSCC

Investors can apply for Public Offer Shares by giving **electronic application instructions** to HKSCC as follows:

1. CCASS Investor Participants can give **electronic application instructions** to HKSCC through the CCASS Phone System by calling (852) 2979 7888 or through the CCASS Internet System at <https://ip.ccass.com> (according to the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC can also input **electronic application instructions** for them if they go to HKSCC's Customer Service Centre at 2/F, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong and complete an input request form. Prospectuses are available for collection at the HKSCC's Customer Service Centre.
2. Those who are not CCASS Investor Participants can instruct their brokers or custodians who are CCASS Broker Participants or CCASS Custodian Participants to give **electronic application instructions** to HKSCC via CCASS terminals to apply for Public Offer Shares on their behalf.

CCASS Broker/Custodian Participants can input electronic application instructions via CCASS at the following times on the following dates:

<b>Monday, 4 June 2007</b>	—	<b>9:00 a.m. to 8:30 p.m.<sup>(1)</sup></b>
<b>Tuesday, 5 June 2007</b>	—	<b>8:00 a.m. to 8:30 p.m.<sup>(1)</sup></b>
<b>Wednesday, 6 June 2007</b>	—	<b>8:00 a.m. to 8:30 p.m.<sup>(1)</sup></b>
<b>Thursday, 7 June 2007</b>	—	<b>8:00 a.m.<sup>(1)</sup> to 12:00 noon</b>

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Broker/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Monday, 4 June 2007 until 12:00 noon on Thursday, 7 June 2007 (24 hours daily, except the last application date).

Subject to the terms and conditions set out in the Prospectus and the Application Forms relating thereto, applications made on **WHITE** or **YELLOW** Application Forms, or by giving electronic application instructions to HKSCC, must be received no later than 12:00 noon on Thursday, 7 June 2007 (or such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a "black" rainstorm

warning being in force in Hong Kong as described under the section headed “How to Apply for Public Offer Shares” in the Prospectus) (or if the application lists are not open on that day, then by 12:00 noon on the next business day the lists are open). Please see the section headed “How to apply for Public Offer Shares” in the Prospectus for further details.

**For allocation purposes only, the Public Offer Shares (after taking into account any adjustment in the number of Offer Shares allocated between the Public Offer and the Placing) will be divided into two pools: Pool A and Pool B, both of which are available on an equitable basis to successful applicants. The Public Offer Shares in Pool A will consist of 13,500,000 Shares and will be allocated on an equitable basis to applicants who have applied for the Public Offer Shares with an aggregate price of HK\$5 million (excluding 1% brokerage, 0.004% SFC transaction levy and 0.005% Stock Exchange trading fee payable thereon) or less. The Public Offer Shares in Pool B will consist of 13,500,000 Shares and will be allocated on an equitable basis to applicants who have applied for the Public Offer Shares with an aggregate price more than HK\$5 million (excluding 1% brokerage, 0.004% SFC transaction levy and 0.005% Stock Exchange trading fee payable thereon) and up to the total initial value of Pool B. Applicants should be aware that applications in different pools may receive different allocation ratios. Where one but not both of the pools is undersubscribed, the surplus Public Offer Shares will be transferred to the other pool to satisfy demand in this other pool and be allocated accordingly. Applicants can only receive an allocation of Public Offer Shares from either Pool A or Pool B but not from both pools and can make applications to either Pool A or Pool B only.**

It is expected that the level of indication of interest in the Placing, the Offer Price, the results of applications in the Public Offer (with identification document numbers of successful applicants, where appropriate) and the basis of allotment of the Public Offer Shares will be published on or before Thursday, 14 June 2007 in the *South China Morning Post* (in English) and the *Hong Kong Economic Times* (in Chinese).

If you are applying by using a **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC and your application is wholly or partially successful, your Share certificate will be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS Investor Participant stock account or the stock account of any designated CCASS Participant giving **electronic application instructions** on your behalf or as instructed by you in your **YELLOW** Application Form at the close of business on Thursday, 14 June 2007 or under contingent situations, on any other date as shall be determined by HKSCC or HKSCC Nominees. If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Public Offer Shares allocated to you (and the amount of refund money payable to you if you have instructed a CCASS Broker/Custodian Participant to give **electronic application instructions** on your behalf) with that CCASS Participant. If you are applying as a CCASS Investor Participant, you should check the announcement published by the Company on Thursday, 14 June 2007, you can also check the application results via the CCASS Phone System and CCASS Internet Systems) and report any discrepancies to HKSCC before 5:00 p.m. on Thursday, 14 June 2007 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Public Offer Shares and the amount of refund (if you apply by giving **electronic application instructions** to HKSCC) to your account, you can also check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Public Offer Shares credited to your CCASS Investor Participant stock account and (if you are applying by giving electronic application instructions to HKSCC) the amount of refund money credited to your designated bank account (if any).

If your application is wholly or partially unsuccessful or if the Offer Price (as finally determined) is less than the price per Offer Share initially paid by you on application, the Company will refund in whole or in part (as applicable) or the surplus (as applicable) your application monies, including relevant brokerage fee, the SFC transaction levy and the Stock Exchange trading fee to you **WITHOUT INTEREST**. All refunds will be made by a cheque crossed “Account Payee Only” in favour of the applicant (or, in the case of joint applicants, to the first-named applicant on your Application Form) on the terms set out under “Refund of your money” on the Application Form. The refund cheque will be sent to the address on your Application Form (or in the case of joint applicants, to the address of the first-named applicant on your Application

Form) by ordinary post and at your own risk. If you have given **electronic application instructions** to HKSCC via CCASS, refunds (if any) will be credited to your CCASS Investor Participant designated bank account or the designated bank account of a CCASS Broker/Custodian Participant.

*As at the date of this announcement, the directors of the Company are:*

*Executive Directors*

Mr Wang Wenjian, Mr Ye Liaoning, Mr Xie Minghua and Mr Wu Jinxian

*Non-executive Director*

Mr Shao Yang Dong and Mr Li Tyson Sandy Ying Lun

*Independent non-executive Directors*

Dr Chang Mei, Dick (or Dr Dick Mei Chang), Mr Koji Suzuki, Dr Liu Xu and Mr Zhang Yuqing

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

Hong Kong, 4 June 2007

*“Please also refer to the published version of this announcement in **The South China Morning Post.**”*