

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, 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 document.



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)

CHANGE OF JOINT COMPANY SECRETARY, AUTHORIZED REPRESENTATIVE, AGENT FOR SERVICE OF PROCESS IN HONG KONG AND RESIGNATION OF QUALIFIED ACCOUNTANT

The Board announces that Ms. Lee has resigned from her positions as the Joint Company Secretary, Authorized Representative, Agent and Qualified Accountant of the Company, taking effect from 31 May 2009. Ms. Wong has been appointed as the Joint Company Secretary and Authorized Representative in place of Ms. Lee with effect from 31 May 2009.

The board of directors (the “**Board**”) of Sunny Optical Technology (Group) Company Limited (the “**Company**”) announces that Ms. Lee Suk Yee (“**Ms. Lee**”) has resigned from her positions as the joint company secretary (“**Joint Company Secretary**”), authorized representative (“**Authorized Representative**”), agent for service of process in Hong Kong (“**Agent**”) and qualified accountant (“**Qualified Accountant**”) of the Company with effect from 31 May 2009 due to alternative engagements. Ms. Lee confirmed that she has no disagreement with the Board and there are no circumstances related to her resignation which need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to thank Ms. Lee for her services and contributions to the Company in the past.

JOINT COMPANY SECRETARIES

The Board also announces that Ms. Wong Pui Ling (“**Ms. Wong**”) has been appointed in place Ms. Lee as the Joint Company Secretary with effect from 31 May 2009.

As disclosed in the prospectus of the Company dated 4 June 2007, a waiver was granted to the Company by the Stock Exchange dated 30 May 2007 (the “**Waiver**”) from strict compliance with Rule 8.17 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Waiver was granted for an initial period of three years from the date of listing on the condition that the Company engages Ms. Lee, who meets the requirements under Rule 8.17 of the Listing Rules, as a Joint Company Secretary to assist Mr. Sun Yang (“**Mr. Sun**”), the other Joint Company Secretary who does not possess the qualifications as are normally required under

Rule 8.17 of the Listing Rules. The purpose of such arrangement is to enable Mr. Sun to acquire the “relevant experience” (as required under Rule 8.17(3) of the Listing Rules) to discharge the duties and responsibilities as a company secretary. Upon the resignation of Ms. Lee taking effect on 31 May 2009, the Waiver will end on the even date.

In view of the above, the Company has made an application to the Stock Exchange and the Stock Exchange has granted a new waiver to the Company from strict compliance with the requirements under Rule 8.17 of the Listing Rules for a period from 31 May 2009 to 29 May 2010 (i.e. the remaining period of the three years of the Waiver) in relation to Mr. Sun’s eligibility to act as the Joint Company Secretary on the condition that Ms. Wong will assist Mr. Sun to continue to acquire the “relevant experience” within the meaning of Rule 8.17(3) of the Listing Rules and to discharge his duties as Joint Company Secretary of the Company.

Ms. Wong is a qualified accountant and is a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Ms. Wong holds a bachelor’s degree in business administration from the Chinese University of Hong Kong. Ms. Wong joined the Company in 2007 and she is primarily responsible for overall financial management. Ms. Wong has approximately 6 years experience in the financial reporting, accounting and auditing.

AUTHORIZED REPRESENTATIVE AND AGENT

The Board further announces that Ms. Wong has been appointed as the Authorized Representative and the Agent in replacement of Ms. Lee with effect from 31 May 2009.

QUALIFIED ACCOUNTANT

With the amendment of the Listing Rules coming into effect on 1 January 2009, employing a full-time qualified accountant is no longer mandatory under the Listing Rules. The resignation of Ms. Lee as Qualified Accountant without replacement will therefore not result in any non-compliance of the Listing Rules on the part of the Company. The Board will endeavour to ensure compliance with the Code on Corporate Governance Practices (Appendix 14 of the Listing Rules) as may be amended and in force from time to time in relation to the accounting and financial reporting functions of the Company, including with out limitation, conducting annual review on the adequacy of resources, qualifications and experience of staff of the Company’s accounting and financial reporting function.

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

China, 14 April 2009

As at the date of this announcement, the Board comprises Mr. Wang Wenjian, Mr. Ye Liaoning, Mr. Xie Minghua and Mr. Wu Jinxian, who are executive directors, and Mr. Shao Yang Dong and Mr. Michael David Ricks, who are non-executive directors, and Dr. Chang Mei Dick, Mr. Koji Suzuki, Dr. Liu Xu, Mr. Zhang Yuqing, who are independent non-executive directors.