

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



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)

RESIGNATION OF NON-EXECUTIVE DIRECTOR AND APPOINTMENT OF EXECUTIVE DIRECTOR

The Board announces that Mr. Sha Ye resigned as a non-executive Director, member of each of the Audit Committee, Remuneration Committee and the Strategy and Development Committee with effect from 21 December 2013.

The Board announces that Mr. Wang Wenjie has been appointed as an executive Director and a member of the Strategy and Development Committee with effect from 21 December 2013.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Sunny Optical Technology (Group) Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Sha Ye (“**Mr. Sha**”) resigned as a non-executive Director, member of each of the audit committee (“**Audit Committee**”), remuneration committee (the “**Remuneration Committee**”) and the strategy and development committee (the “**Strategy and Development Committee**”) of the Board with effect from 21 December 2013 due to the shareholding of Chengwei Ventures Evergreen Fund, L.P., being one of the holding companies of a then strategic investor of the Company when listing of its shares on the main board on The Stock Exchange of Hong Kong which nominated Mr. Sha as its representative in the Board, in the Company has reduced (the “**Resignation**”).

Mr. Sha has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company in connection with the Resignation.

Taking this opportunity, the Board would like to thank Mr. Sha for his valuable contribution during his tenure as the non-executive Director.

APPOINTMENT OF EXECUTIVE DIRECTOR

Mr. Wang Wenjie (王文傑) (“**Mr. Wang**”) has been appointed as an executive Director with effect from 21 December 2013 (the “**Appointment**”).

Mr. Wang, aged 46, is currently the general manager of Ningbo Sunny Opotech Co., Ltd. and the general manager of Hangzhou Sunny Security Technology Co., Ltd. He is responsible for the daily administration of Ningbo Sunny Opotech Co., Ltd. and for the overall policy formulation, decision and administration of Hangzhou Sunny Security Technology Co., Ltd. Mr. Wang graduated from Zhejiang University with a bachelor’s degree in engineering in 1989 and joined the Group after his graduation. Mr. Wang obtained qualification as a senior economist in 2008 from Personnel Bureau of Zhejiang Province. Senior economist is a recognized qualification in the PRC and is normally granted to a person who passed necessary examinations and acquired substantial management experience. He was awarded the titles of “Outstanding Entrepreneur of Ningbo City” in 2012, “2012 Top 10 Yong Shang of Ningbo City” in 2012 and “2012 National Outstanding Young Entrepreneur of Electronic Engineering Industry” in 2012.

Saved as disclosed above, (i) Mr. Wang has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Wang has not held any other positions in the Company and other members of the Group; and (iii) Mr. Wang does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr. Wang is a beneficiary entitled to 4.69% of the beneficial interests under the Sunny Employee Trust, a trust established on 28 July 2006 on the entire issued share capital of Sun Ji Limited (“**Sun Ji**”). As a beneficiary of the trust, he is deemed to be interested in all the equity interest that Sunny Employee Trust owns under the Securities and Futures Ordinance, Cap.571 of the laws of Hong Kong (the “**SFO**”). Sun Ji owns 92.32% equity interest in Sun Xu Limited (“**Sun Xu**”), which in turn owns 421,460,060 shares of the Company. As a controlling shareholder, Sun Ji is deemed to be interested in all the shares that Sun Xu owns under the SFO. Accordingly, Mr. Wang is deemed to be interested in 421,460,060 shares under the SFO. Mr. Wang is also deemed to be interested as a grantee in 1,128,000 shares of the Company granted under the restricted share award scheme adopted by the Company on 22 March 2010.

The Company has entered into a service agreement with Mr. Wang as Director for a term of 3 years commencing from 21 December 2013 and is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. Mr. Wang will receive an annual remuneration of approximately RMB500,000 (which is determined after taking into account his qualification and working experience, as well as the prevailing market conditions) and be entitled to a discretionary bonus at the sole determination of the Board.

Save as disclosed above, there is no other information relating to the Appointment which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited., nor are there other matters concerning Mr. Wang that need to be brought to the attention of the shareholders of the Company.

The Board takes this opportunity to welcome Mr. Wang to join the Board.

CHANGES OF THE MEMBERS OF THE AUDIT COMMITTEE

The Board would like to announce that further to the above-mentioned resignation and appointment of Directors, the composition of the Audit Committee will be changed to Mr. Zhang Yuqing being the chairman and Dr. Liu Xu and Mr. Chu Peng Fei Richard being the members.

CHANGES OF THE MEMBERS OF THE REMUNERATION COMMITTEE

The Board would like to announce that further to the above-mentioned resignation and appointment of Directors, the composition of the Remuneration Committee will be changed to Mr. Chu Peng Fei Richard being the chairman and Dr. Liu Xu and Mr. Zhang Yuqing being the members.

CHANGES OF THE MEMBERS OF THE STRATEGY AND DEVELOPMENT COMMITTEE

The Board would like to announce that further to the above-mentioned resignation and appointment of Directors, the composition of the Strategy and Development Committee will be changed to Mr. Ye Liaoning being the chairman and Mr. Sun Yang, Mr. Wang Wenjian, Dr. Liu Xu and Mr. Wang being the members.

CHANGES OF THE MEMBERS OF THE NOMINATION COMMITTEE

The Board would like to announce that further to the above-mentioned resignation and appointment of Directors, the composition of the nomination committee of the Board will be changed to Dr. Liu Xu being the chairman and Mr. Wang Wenjian and Mr. Chu Peng Fei Richard being the members.

By order of the Board
Sunny Optical Technology (Group) Company Limited
Ye Liaoning
Chairman and executive Director

China, 20 December 2013

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