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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Sunny Optical Technology (Group) Company Limited (the “Company”) will be held at Room Paris, REF Financial Press Limited, 3/F Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 11 May 2012, at 10:30 a.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider approval of the audited consolidated accounts and the reports of the Directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2011;
2. To declare a final dividend for the year ended 31 December 2011;
3. (a) To re-elect Mr. Wang Wenjian as a non-executive Director;
(b) To re-elect Mr. Ye Liaoning as an executive Director;
(c) To re-elect Mr. Zhang Yuqing as an independent non-executive Director; and
(d) To authorise the Board of Directors (the “Board”) to fix the remuneration of the Directors;
4. To re-appoint Deloitte Touche Tohmatsu as the Company’s external auditor and to authorize the Board to fix their remuneration;
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

“THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot,

issue or otherwise deal with additional shares in the capital of the Company (or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) and/or to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:

(i) a Rights Issue as herein after defined;

(ii) the grant or exercise of any option under any share option schemes of the Company or any other option scheme, or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or

(iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Memorandum and Articles of Association of the Company; or

(iv) any issue of shares in the Company upon the exercise of any subscription rights or conversion under the terms of any warrants of the Company or any securities of the Company which are convertible into shares of the Company;

shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this Resolution; and the authority pursuant in paragraph (a) of this Resolution shall be limited accordingly.

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, or any applicable laws to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors, to holders of shares in the Company or any class thereof on the register on a fixed record date in proportion to their holdings of such shares or class of shares thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body applicable to the Company).”

6. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

“THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares (or securities convertible into its shares), subject to and in accordance with the applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, or any applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”

7. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

“THAT the general mandate granted to the Directors of the Company pursuant to Resolution No. 5 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might

require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares as referred to in the above Resolution No. 6.”

SPECIAL RESOLUTION

8. As special business, to consider and, if thought fit, pass the following resolution as special resolution of the Company:

(a) **“THAT** the articles of association of the Company (the “Article(s)”) be amended in the following manner:

(i) Article 2

(A) By inserting the following new definition in the existing Article 2(1):

““substantial shareholder”	a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.”
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(B) By inserting the following new paragraph (i) in the existing Article 2(2):

“(i) Section 8 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”

(ii) Article 44

By replacing the words “at least two (2) hours on every business day” in the first sentence of the existing Article 44 with the words “at least two (2) hours during business hours”.

(iii) Article 59

By inserting the words “and particulars of resolutions to be considered at the meeting” after the words “The notice shall specify the time and place of the meeting” in the first sentence of the existing Article 59(2).

(iv) Article 66

Deleting the existing Article 66 in its entirety and replacing with the following:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles,

at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
 - (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
 - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”

(v) **Article 67**

By inserting the following at the beginning of the existing Article 67:

“Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.”

(vi) **Article 84**

By inserting the following at the end of the existing Article 84(2):

“including, where a show of hands is allowed, the right to vote individually on a show of hands”

(vii) **Article 103**

(A) By inserting “or” at the end of paragraph (vi) under the existing Article 103(1) after “;”;

(B) By deleting the existing paragraph (v) under the existing Article 103(1) in its entirety and re-numbering the existing Article 103(1)(vi) as Article 103(1)(v);

(C) By deleting the existing Articles 103(2) and 103(3) in their entirety and re-numbering the existing Article 103(4) as Article 103(2).

(viii) **Article 122**

By inserting the following sentence at the end of existing Article 122:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”

- (b) “**THAT** the Articles of the Company in the form of the document marked “X” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates the amendments referred in Resolution 8(a) above and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings be approved and adopted as new Articles of the Company in substitution for and to the exclusion of the existing Articles of the Company with immediate effect.”

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

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

Hong Kong, 30 March 2012

Principal place of business in Hong Kong:

Unit 603, 6th Floor, Grand City Plaza
1-17 Sai Lau Kok Road, Tsuen Wan
New Territories, Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) may appoint another person as his/her proxy to attend and to vote in his/her stead. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon 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 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 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting if they so wish.
5. The Register of Members of the Company will be closed from 8 May 2012 to 11 May 2012 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for attending and voting at the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 7 May 2012.
6. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited, all resolutions set out in this Notice will be decided by poll at the above meeting.
7. A form of proxy for use at the above meeting is enclosed.