



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 AT THE ANNUAL GENERAL MEETING TO BE HELD ON 21 MAY 2008, AT 10:00 A.M. (OR AT ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being holder(s) of _____² shares of HK\$0.10 each in the capital of
SUNNY OPTICAL TECHNOLOGY (GROUP) COMPANY LIMITED (the "Company"), HEREBY APPOINT the Chairman of the meeting³
or _____
of _____

as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company, to be held at Harbourview Ballroom III, 4/F., Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on 21 May 2008 at 10:00 a.m. or at any adjournment thereof, and in particular (but without limitation) at such meeting (or any adjournment thereof) to vote for me/us and in my/in our name(s) in respect of the resolution set out in the notice concerning the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated accounts and the reports of Directors and auditors of the Company for the year ended 31 December 2007.		
2.	To declare a final dividend for the year ended 31 December 2007.		
3.	(A) To re-elect the following directors of the Company:		
	(i) Wang Wenjian		
	(ii) Ye Liaoning		
	(iii) Xie Minghua		
	(iv) Wu Jinxian		
	(v) Shao Yangdong		
	(vi) Ricks Michael		
	(vii) Chang Mei Dick		
	(xiii) Koji Suzuki		
	(ix) Liu Xu		
	(x) Zhang Yuqing		
	(B) To authorise the Board of Directors to fix the remuneration of the Directors.		
4.	To authorize the Board to re-appoint Deloitte Touche Tohmatsu as the Company's external auditors and to fix their remuneration.		
5.	THAT a general and unconditional mandate be granted to the directors of the Company to exercise all the power to allot, issue and otherwise dealt with new shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution.		

RESOLUTIONS		FOR ⁴	AGAINST ⁴
6.	THAT a general and unconditional mandate be granted to the directors of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution.		
7.	THAT subject to the passing of resolutions numbered 5 and 6, the number of shares to be allotted, issued and otherwise dealt with by the directors of the Company pursuant to resolution numbered 5 be increased by the aggregate amount of share capital of the Company which are to be repurchased by the Company pursuant to the authority granted to the directors of the Company under resolution number 6.		

Dated the _____ day of _____ 2008

Signature(s)⁵ _____

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) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. In case of joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
8. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you. A shareholder who is the holder or two or more shares may appoint more than one proxy to attend on the same occasion.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting or upon the poll concerned, if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
10. Pursuant to Article 66 of the Articles of Association the Company, a poll may be demanded in relation to any resolution put to the vote of the Annual General Meeting before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll. A poll may be demanded:
 - (a) by the chairman of the Annual General Meeting; or
 - (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy for the use for the time being entitled to vote at the meeting; or
 - (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the Annual General Meeting; or
 - (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and holding Shares conferring a right to vote at the Annual General 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;
 - (e) or if required by the rules of the Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five percent or more of the total voting rights at such meeting.