

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)

CHANGES OF DIRECTORS, CHANGES IN MEMBERS OF THE AUDIT COMMITTEE, THE NOMINATION COMMITTEE, THE REMUNERATION COMMITTEE AND THE STRATEGY AND DEVELOPMENT COMMITTEE AND CHANGE OF AUTHORIZED REPRESENTATIVE

The Board announces that with effect from 1 September 2010:

- (1) Mr. Sha has been appointed as an non-executive Director, the chairman of the Remuneration Committee, a member of each of the Audit Committee and the Strategy and Development Committee;
- (2) Mr. Chu has been appointed as an independent non-executive Director, the chairman of the Nomination Committee, a member of each of the Audit Committee and the Remuneration Committee;
- (3) Mr. Xie Minghua resigned as an executive Director and a member of the Strategy and Development Committee;
- (4) Mr. Wu Jinxian resigned as an executive Director and a member of the Strategy and Development Committee;
- (5) Mr. Shao Yang Dong resigned as a non-executive Director, a member of each of the Audit Committee and the Remuneration Committee;
- (6) Mr. Michael David Ricks resigned as a non-executive Director, an authorized representative and a member of the Audit Committee;
- (7) Dr. Chang Mei Dick resigned as an independent non-executive Director, the chairman of the Nomination Committee, a member of each of the Audit Committee and the Strategy and Development Committee;
- (8) Mr. Koji Suzuki resigned as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Strategy and Development Committee;

- (9) Dr. Liu Xu has been appointed as a member of the Strategy and Development Committee and resigned as a member of the Audit Committee;
- (10) Mr. Wang Wenjian resigned as the chairman of the Strategy and Development Committee but remained a member of the Strategy and Development Committee;
- (11) Mr. Ye Liaoning has been appointed as the chairman of the Strategy and Development Committee; and
- (12) Mr. Sun Yang has been appointed as a member of the Strategy and Development Committee and an authorized representative.

APPOINTMENT OF DIRECTORS

The board (“**Board**”) of directors (“**Directors**”) of Sunny Optical Technology (Group) Company Limited (“**Company**”) is pleased to announce that Mr. Sha Ye (“**Mr. Sha**”) has been appointed as a non-executive Director and Mr. Chu Peng Fei Richard (“**Mr. Chu**”) has been appointed as an independent non-executive Director with effect from 1 September 2010. Mr. Sha has also been appointed as the chairman of the remuneration committee (“**Remuneration Committee**”) of the Board, a member of each of the audit committee (“**Audit Committee**”) and the strategy and development committee (“**Strategy and Development Committee**”) of the Board and Mr. Chu has also been appointed as the chairman of the nomination committee (“**Nomination Committee**”) of the Board and a member of each of the Audit Committee and the Remuneration Committee. The biographic information of each of Mr. Sha and Mr. Chu is as follows:

Mr. Sha Ye, aged 37, currently is the managing partner of Chengwei Ventures Evergreen Fund L.P., a private equity investment firm headquartered in Shanghai, PRC. Before joining Chengwei Ventures Evergreen Fund L.P., Mr. Sha was the general manager, China and global vice president of Convergys Corporation (NYSE: CVG) responsible for China business development and its global customer relationship management product research and development. Mr. Sha was the founder and chief executive officer of BMI Asia (which was acquired by Convergys Corporation in March 2008) since 2000. Mr. Sha was the inventor for a real time billing patent (7,233,918) of Portal Software Incorporation (NDAQ: PRSF, later acquired by Oracle Corporation). Mr. Sha holds a master degree in computer science from Wesleyan University in the United States and a bachelor degree in computer science from Shanghai Jiao Tong University in the PRC.

As at the date of this announcement, Mr. Sha has not entered into any service contract with the Company. Mr. Sha’s directorship with the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association (“**Articles of Association**”) of the Company. The Director’s fee of Mr. Sha has been determined by the Board at HK\$200,000 per annum with reference to his duties and responsibilities and the prevailing market level of remuneration of similar position.

Save as disclosed above, Mr. Sha did not have any relationship with other Directors, senior management, substantial or controlling shareholder of the Company which is required to be disclosed under the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) nor any interests in the securities of the Company within the meaning under Part XV of the Securities and Futures Ordinance (“**SFO**”) (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the shareholders (“**Shareholders**”) of the Company or any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Save as disclosed above, Mr. Sha did not hold any other directorship or take any major appointment in any listed public company in the past three years preceding the date of this announcement.

Mr. Chu Peng Fei Richard, aged 64, was the chief financial officer of AAC Acoustic Technologies Holdings Inc. (“**ACC**”, a company listed in The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), stock code: 2018) during the period from April 2004 to November 2007. Before joining AAC, Mr. Chu held various finance management positions in Shanghai Viasystems Electronic Manufacturing Service Company Limited, Aurora Company (China) the e-Millennium Two Fund and Shanghai New Margin Venture Capital as well as Yunan Ximeliu Aluminium Foil Co. Ltd. Mr. Chu has over 20 years’ experience in finance. Mr. Chu holds a master degree in science from the University of Houston-Clear Lake in the United States.

As at the date of this announcement, Mr. Chu has not entered into any service contract with the Company. Mr. Chu’s directorship with the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. The Director’s fee of Mr. Chu has been determined by the Board at HK\$100,000 per annum with reference to his duties and responsibilities and the prevailing market level of remuneration of similar position.

Save as disclosed above, Mr. Chu did not have any relationship with other Directors, senior management, substantial or controlling shareholder of the Company which is required to be disclosed under the Listing Rules nor any interests in the securities of the Company within the meaning under Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders of the Company or any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Save as disclosed above, Mr. Chu did not hold any other directorship or take any major appointment in any listed public company in the past three years preceding the date of this announcement.

RESIGNATION OF DIRECTORS

Mr. Xie Minghua resigned as the executive Director and a member of the Strategy and Development Committee with effect from 1 September 2010.

Mr. Xie has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that will need to be brought to the attention of the Stock Exchange and the Shareholders.

Mr. Wu Jinxian resigned as the executive Director and a member of the Strategy and Development Committee with effect from 1 September 2010.

Mr. Wu has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that will need to be brought to the attention of the Stock Exchange and the Shareholders.

Mr. Shao Yang Dong resigned as the non-executive Director, a member of each of the Audit Committee and the Remuneration Committee with effect from 1 September 2010.

Mr. Shao has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that will need to be brought to the attention of the Stock Exchange and the Shareholders.

Mr. Michael David Ricks resigned as the non-executive Director, an authorized representative (the “**Authorized Representative**”) of the Company and a member of the Audit Committee with effect from 1 September 2010.

Mr. Ricks has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that will need to be brought to the attention of the Stock Exchange and the Shareholders.

Dr. Chang Mei Dick resigned as the independent non-executive Director, chairman of the Nomination Committee, a member of each of the Audit Committee and the Strategy and Development Committee with effect from 1 September 2010.

Dr. Chang has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that will need to be brought to the attention of the Stock Exchange and the Shareholders.

Mr. Koji Suzuki resigned as the independent non-executive Director, chairman of the Remuneration Committee and a member of the Strategy and Development Committee with effect from 1 September 2010.

Mr. Suzuki has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that will need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to express its sincere gratitude to Mr. Xie, Mr. Wu, Mr. Shao, Mr. Ricks, Dr. Chang and Mr. Suzuki for their valuable contributions to the Company during their tenure and express its warmest welcome to Mr. Sha and Mr. Chu in joining the Board.

CHANGES OF THE MEMBERS OF THE AUDIT COMMITTEE

The Board would like to announce that in addition to the above mentioned resignation and appointment of Directors, Dr. Liu Xu resigned as a member of the Audit Committee. As such, the composition of the Audit Committee will be changed to Mr. Zhang Yuqing being the chairman with Mr. Sha and Mr. Chu 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 will be changed to Mr. Chu being the chairman with Mr. Wang Wenjian and Dr. Liu Xu 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. Sha being the chairman with Mr. Zhang Yuqing and Mr. Chu being the members.

CHANGES OF THE MEMBERS OF THE STRATEGY AND DEVELOPMENT COMMITTEE

The Board would like to announce that in addition to the above mentioned resignation and appointment of Directors, Mr. Sun Yang and Dr. Liu Xu be appointed as a member of the Strategy and Development Committee. As such, the composition of the Strategy and Development Committee will be changed to Mr. Ye Liaoning being the chairman with Mr. Wang Wenjian, Mr. Sun Yang, Dr. Liu Xu and Mr. Sha being the members.

CHANGE OF AUTHORIZED REPRESENTATIVE

The Board further announces that Mr. Sun Yang be appointed the Authorized Representative in place of Mr. Michael David Ricks with effect from 1 September 2010.

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

China, 18 August 2010

As at the date of this announcement, the Board comprises of Mr. Wang Wenjian, Mr. Ye Liaoning, Mr. Xie Minghua, Mr. Wu Jinxian and Mr. Sun Yang, 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 and Mr. Zhang Yuqing, who are independent non-executive directors.