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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)**

### **INSIDE INFORMATION**

#### **STRATEGIC COOPERATION FOR HANDSET LENS SETS TECHNOLOGY DEVELOPMENT AND PRODUCTION WITH OMS**

The Board is pleased to announce that on 31 December 2013, Sunny Optics has entered into the Strategic Cooperation Agreements with OMS relating to the Strategic Cooperation relationship in technology development and production of handset lens sets.

This announcement is made by Group pursuant to Rule 13.09(1) of the Listing Rules and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The Board is pleased to announce that Sunny Optics has entered into to the Strategic Cooperation Agreements with OMS in relation to the Strategic Cooperation on 31 December 2013.

#### **THE STRATEGIC COOPERATION**

Pursuant to the Strategic Cooperation Agreements, Sunny Optics shall set up a wholly owned subsidiary in Shanghai, the PRC, to employ some of the staff and acquire certain assets of OMS, including the existing production facilities of OMS in Shanghai, the PRC, machineries and software, for the production of Licensed Products. The transfers shall be completed on or before 1 April 2014.

For a term of one year, subject to renewal, effective from 1 April 2014, OMS shall provide technical support and consultancy services for application of the Licensed Technologies to Sunny Optics from time to time (“**Technical Support**”).

OMS, as licensor, shall grant and remain to have the authority to grant the rights to use the patents owned by OMS and KMI relating to the Licensed Technologies to Sunny Optics and its subsidiaries, as licensees, for the Validity Period. The Group could sell the Licensed Products within and outside the Region of Cooperation. Sunny Optics shall have priority to negotiate with OMS to develop, produce or pursuit business opportunities in future products derived from the Licensed Technologies.

## **CONSIDERATION**

The consideration for the acquisition of assets is approximately RMB12,000,000.

The consideration for the Technical Support shall be decided by the Parties quarterly on the basis of the actual manpower and resources provided by the OMS to Sunny Optics during the relevant period.

The consideration for the rights to the patents relating to the Licensed Technologies shall be calculated with reference to the actual sales of the Licensed Products which applied the Licensed Technologies calculated annually during the Validity Period.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE STRATEGIC COOPERATION AGREEMENTS**

The Directors consider that the entering into the Strategic Cooperation Agreement will allow the Group benefits from OMS's strong capabilities and extensive experience in production and manufacturing of the Licensed Products and hence to expand its existing product offerings and increase market shares. The Directors are of the view that the terms of the Strategic Cooperation Agreement are on normal commercial terms, and fair and reasonable and are in the interest of the shareholders of the Company as a whole.

## **GENERAL INFORMATION**

The Group is principally engaged in the business of producing optical components, optoelectronic products, optical instruments and their auxiliary products.

OMS is principally engaged in the research and the development of optical design and measuring related technologies.

To the best knowledge of the Directors, having made all reasonable enquiries, OMS and its ultimate beneficial owners are independent of and not connected with the Directors, chief executive or substantial Shareholders or its subsidiaries or any of their respective associates.

## **LISTING RULES IMPLICATIONS**

The entering into of the Strategic Cooperation Agreements by Sunny Optics does not constitute any notifiable transaction of the Company under Chapter 14 of the Listing Rules or a connected transaction of the Company under Chapter 14A of the Listing Rules.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

## DEFINITIONS

In this announcement, unless the context requires otherwise, capitalized terms used in this announcement shall have the following meanings:

“Board”	the board of directors of the Company
“Company”	Sunny Optical Technology (Group) Company Limited
“Group”	the Company and its subsidiaries
“KMI”	Konica Minolta, Inc.
“Licensed Products”	the relevant and potential products, namely the lens sets of mobile phone, smartphone, pad terminal and other portable data terminals produced by the Company applying the Licensed Technology
“Licensed Technology/ Technologies”	the technologies and processes associated with the Licensed Products related patent owned by KMI and OMS and licensed by OMS to Sunny Optics
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“OMS”	Konica Minolta Optical Products (Shanghai) Co., Ltd., a subsidiary of KMI
“Parties”	Sunny Optics and OMS
“Region for Cooperation”	the geographical scope within which the research and development, production activities of the Licensed Products are conducted, i.e. in the PRC (excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan)
“Strategic Cooperation”	the strategic cooperation in technology development and production of Licensed Products in Region for Cooperation between the Parties in the paragraph headed “Strategic Cooperation” in this announcement
“Strategic Cooperation Agreements”	the assets transfer agreement, technical support agreement and patent licence agreement entered into between OMS and Sunny Optics in relation to the Strategic Cooperation dated 31 December 2013

“Sunny Optics” Zhejiang Sunny Optics Co., Ltd., a wholly owned subsidiary of the Company

“Validity Period” the validity period of 5 years from 1 April 2014 to 31 March 2019 in respect of the licensed right granted by OMS to Sunny Optics to use the patents in relation to the Licensed Technologies pursuant to the patent licence agreement dated 31 December 2013

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

China, 31 December 2013

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