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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 PURCHASE OF SHARES IN MANTISVISION LTD.**

This announcement is made by the Company 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 Ningbo Sunny Opotech, an indirect wholly-owned subsidiary of the Company entered into a joinder agreement on 17 January 2014 (after trading hours) to join as another purchaser in the Purchase Agreement with MantisVision, pursuant to which Ningbo Sunny Opotech agrees to purchase 200,711 Series B Preferred Shares at a consideration of US\$1,000,000 (equivalent to approximately HK\$7,750,000). The completion of the Purchase is unconditional.

#### **THE PURCHASE AGREEMENT**

Pursuant to the Purchase Agreement entered into between MantisVision and an investor dated 5 December 2013, MantisVision may within 180 days after the closing of the transaction contemplated thereunder, which took place on 5 December 2013, invite additional investor(s) to purchase further Series B Preferred Shares. Ningbo Sunny Opotech joined as a new investor to the Purchase Agreement by entering into a joinder agreement with MantisVision on 17 January 2014 (after trading hours).

To the best of the Directors' knowledge, after reasonable enquiry, MantisVision and its beneficial owners are independent of and not connected with the Company and its connected persons. The Company has no prior transaction with MantisVision which requires aggregation under the Listing Rules.

Ningbo Sunny Opotech will invest US\$1,000,000 (equivalent to approximately HK\$7,750,000) in MantisVision to purchase 200,711 Series B Preferred Shares. The consideration for the Purchase was determined based on the price per Series B Preferred Share as set forth in the Purchase Agreement. The Company intends to fund the consideration through internally generated cash flows.

## **INFORMATION ON MANTISVISION**

MantisVision is an Israeli corporation which develops, manufactures and markets emergent vision technologies for consumer and professional applications. It principally develops content creation tools and technologies in the 3D field.

## **REASONS FOR THE PURCHASE**

The Company, together with its subsidiaries, is principally engaged in the business of producing optical components, optoelectronic products, optical instruments and the related auxiliary products. Seeing that “3D Image” is becoming the upcoming trend in the technology field and will be more commonly applied in daily life, the Directors believe that the investment in MantisVision represents a valuable opportunity for the Company to step in the “3D Image” industry through its strategic collaboration with MantisVision.

The Board considers that the Purchase is made on normal commercial terms customary for investment of this type, and its terms are fair and reasonable and that the Purchase is in the interests of the Company and the Shareholders as a whole.

## **GENERAL**

As the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Purchase do not exceed 5%, the Purchase does not constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

Unless otherwise specified, the following terms have the following meanings in this announcement.

“Board”	the board of directors of the Company;
“Company”	Sunny Optical Technology (Group) Company Limited, a company incorporated in the Cayman Islands, the shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing of the Listing of Securities on the Stock Exchange;
“MantisVision”	MantisVision Ltd., a company incorporated under the laws of the State of Israel;

“Ningbo Sunny Opotech”	Ningbo Sunny Opotech Co., Ltd., a company established in the PRC and an indirect wholly-owned subsidiary of the Company;
“NIS”	New Israeli Shekel, the lawful currency of the State of Israel;
“PRC”	the People’s Republic of China and, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“Purchase”	the purchase of 200,711 Series B Preferred Shares by Ningbo Sunny Opotech at a consideration of US\$1,000,000 (equivalent to approximately HK\$7,750,000);
“Purchase Agreement”	the agreement dated 5 December 2013 entered into between MantisVision and an investor in relation to the purchase of Series B Preferred Shares;
“Series B Preferred Shares”	the series B preferred shares of par value of NIS 0.01 each of MantisVision which may be converted into ordinary shares of MantisVision;
“Shareholder(s)”	the shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“US\$”	United States dollar, the lawful currency of the United States of America.

*In this announcement, exchange rates of US\$1.00 to HK\$7.75 are used for illustrative purpose only.*

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

PRC, 17 January 2014

*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.*