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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 22 SEPTEMBER 2014**

The Board is pleased to announce that the Ordinary Resolution was duly passed by the Independent Shareholders by way of poll at the EGM.

Reference is made to the circular (the “**Circular**”) issued by Sunny Optical Technology (Group) Company Limited (the “**Company**”) dated 31 August 2014 in relation to the Acquisition. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

As the Acquisition constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules, it is required to be approved by the Independent Shareholders at the EGM by way of poll.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the proposed ordinary resolution set out in the Notice of the EGM dated 31 August 2014 to approve the Acquisition (the “**Ordinary Resolution**”) was duly passed by the Independent Shareholders by way of poll at the EGM.

As at the date of the EGM, there were 1,097,000,000 Shares in issue. With regard to voting of the Ordinary Resolution, the holders of 428,414,060 Shares (representing approximately 39.05% of the total issued share capital of the Company as at the date of the EGM) were required under the Listing Rules to abstain from voting, and they had so abstained, from voting on the Ordinary Resolution. As a result, the total number of Shares entitling the holders to attend and vote for or against the Ordinary Resolution was 668,585,940 Shares, representing approximately 60.95% of the total issued share capital of the Company as at the date of the EGM.

Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Ordinary Resolution at the EGM as set out in Rule 13.40 of the Listing Rules and there was no Shareholder, who was required under the Listing Rules to abstain from voting in favour of the Ordinary Resolution, voted or indicated its intention to vote against the Ordinary Resolution.

Details of the poll results in respect of the Ordinary Resolution put to vote at the EGM were as follows:

| ORDINARY RESOLUTION <i>(Note 1)</i> | Number of Shares voted | | Total number of votes cast <i>(Note 2)</i> |
|---|-------------------------|-------------------------|--|
| | FOR (%) | AGAINST (%) | |
| To approve, ratify and confirm the conditional agreement dated 15 August 2014 entered into amongst Sunny Nominees (as defined in the Circular) as vendors and Zhejiang Sunny Optics Co., Ltd. as purchaser and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith (details of which are set out in the Notice of the EGM). | 241,224,511 (67.36%) | 116,892,924 (32.64%) | 358,117,435 |

Notes:

1. *The full text of the Ordinary Resolution was set out in the Notice of the EGM.*
2. *The number and percentages of votes cast are based on the total number of Shares actually voted by the Independent Shareholders at the EGM in person (or where a corporate representative is allowed, by a duly authorized corporate representative) or by proxy.*

As more than 50% of the votes were cast in favor of the Ordinary Resolution, the Ordinary Resolution was duly passed by the Independent Shareholders by way of poll at the EGM.

Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed to act as the scrutineer for the vote-taking at the EGM.

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

Hong Kong, 22 September 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 Dr. Liu Xu, Mr. Zhang Yuqing and Mr. Chu Peng Fei Richard, who are independent non-executive Directors.