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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.HK)**

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGES IN COMPOSITION OF THE BOARD COMMITTEES**

The Board announces that with effect from 1 April 2016:

- (1) Dr. Liu resigned as an independent non-executive Director, a chairman of the Nomination Committee, a member of each of the Audit Committee, the Remuneration Committee, and the Strategy and Development Committee;
- (2) Mr. Chu resigned as an independent non-executive Director, a chairman of the Remuneration Committee, a member of each of the Audit Committee and the Nomination Committee;
- (3) Mr. Feng has been appointed as an independent non-executive Director, a chairman of the Nomination Committee, a member of each of the Audit Committee, the Remuneration Committee, and the Strategy and Development Committee; and
- (4) Mr. Shao has been appointed as an independent non-executive Director, a chairman of the Remuneration Committee, a member of each of the Audit Committee and the Nomination Committee.

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Sunny Optical Technology (Group) Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that (1) Dr. Liu Xu (“**Dr. Liu**”) resigned as an independent non-executive Director, a chairman of the nomination committee (the “**Nomination Committee**”), a member of each of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”), and the strategy and development committee (the “**Strategy and Development Committee**”) of the Board with effect from 1 April 2016 due to his other work commitments; and (2) Mr. Chu Peng Fei Richard (“**Mr. Chu**”) resigned as an independent non-executive Director, chairman of the Remuneration Committee, a member of each of the Audit Committee and the Nomination Committee with effect from 1 April 2016 due to retirement (the “**Resignations**”).

Each of Dr. Liu and Mr. Chu has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company in connection with the Resignations.

Taking this opportunity, the Board would like to thank Dr. Liu and Mr. Chu for their valuable contribution during their tenures as the independent non-executive Directors.

## **APPOINTMENTS OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

Mr. Feng Hua Jun (馮華君) (“**Mr. Feng**”) has been appointed as an independent non-executive Director with effect from 1 April 2016 (the “**Appointment**”).

Mr. Feng, aged 52, has been teaching in the Zhejiang University since August 1986 and been promoted to his current positions of professor and doctoral supervisor in July 1998, mainly responsible for works involving teaching and scientific research. He has been the director for the Institute of Optical Imaging Engineering of Zhejiang University (浙江大學光學成像工程研究所) since June 2015, prior to which he was the director for the Institute of Optical Engineering and the head of Department of Optoelectronic Information Engineering of Zhejiang University. Mr. Feng obtained a bachelor’s degree in July 1983 from Zhejiang University in optical instrument engineering, and also obtained a master’s degree in July 1986 in optical instrument engineering from the same university. Mr. Feng has currently been an independent non-executive director of Phenix Optical Company Limited, the issued shares of which are listed on the Shanghai Stock Exchange (stock code: 600071), since August 2015.

The Company has entered into a service agreement with Mr. Feng as an independent non-executive Director for a term of three years commencing from 1 April 2016 and is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. Mr. Feng will receive an annual remuneration of HK\$100,000 (which is determined after taking into account his qualification and working experience, as well as the prevailing market conditions and the Company’s policy).

Mr. Shao Yang Dong (邵仰東) (“**Mr. Shao**”) has been appointed as an independent non-executive Director with effect from 1 April 2016 (together with the Appointment, the “**Appointments**”).

Mr. Shao, aged 46, is currently the general partner of Yuantai Investment Partners Evergreen Fund, L.P.. Mr. Shao was a director of each of Sunny Optics and Sunny Instruments from May 2005 to September 2010, Sunny Zhongshan from October 2005 to September 2010, Sunny Opotech from November 2005 to September 2010 and Sunny Infrared from March 2006 to September 2010. Mr. Shao was a general partner of Chengwei Ventures Evergreen Fund, L.P. and previously worked as a financial analyst at the investment banking division of Salomon Brothers Inc.. Mr. Shao obtained a bachelor’s degree in economics (Magna Cum Laude) in May 1993 from Columbia University. He also attended the Graduate School of Business at Stanford University and earned a master’s degree in business administration in June 2000.

Mr. Shao was previously a non-executive Director of the Company from May 2007 to September 2010 and a non-executive director of AAC Technologies Holdings Inc., the issued shares of which are listed on the Main Board of the Stock Exchange of Hong Kong (stock code: 2018) from March 2004 to February 2007.

The Company has entered into a service agreement with Mr. Shao as an independent non-executive Director for a term of three years commencing from 1 April 2016 and is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. Mr. Shao will receive an annual remuneration of HK\$100,000 (which is determined after taking into account his qualification and working experience, as well as the prevailing market conditions and the Company’s policy).

As at the date of this announcement, each of Mr. Feng and Mr. Shao does not have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Each of Mr. Feng and Mr. Shao has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Saved as disclosed above, (i) each of Mr. Feng and Mr. Shao has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) each of Mr. Feng and Mr. Shao has not held any other positions in the Company and other members of the Group; and (iii) each of Mr. Feng and Mr. Shao does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to the Appointments which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Mr. Feng and Mr. Shao that need to be brought to the attention of the shareholders of the Company.

The Board takes this opportunity to welcome Mr. Feng and Mr. Shao to join the Board.

#### **CHANGES OF THE MEMBERS OF THE AUDIT COMMITTEE**

The Board would like to announce that further to the above-mentioned resignation and appointment of Directors, the composition of the Audit Committee will be changed to Mr. Zhang Yuqing being the chairman and Mr. Feng and Mr. Shao 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. Shao being the chairman and Mr. Feng and Mr. Zhang Yuqing being the members.

#### **CHANGES OF THE MEMBER OF THE STRATEGY AND DEVELOPMENT COMMITTEE**

The Board would like to announce that further to the above-mentioned resignation and appointment of Directors, the composition of the Strategy and Development Committee will be changed to Mr. Ye Liaoning being the chairman and Mr. Sun Yang, Mr. Wang Wenjian, Mr. Feng and Mr. Wang Wenjie 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 of the Board will be changed to Mr. Feng being the chairman and Mr. Wang Wenjian and Mr. Shao being the members.

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

Hong Kong, 1 April 2016

*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.*