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Shanghai Conant Optical Co., Ltd.
上海康耐特光學科技集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2276)

VOLUNTARY ANNOUNCEMENT
(I) PROPOSED ACQUISITION OF
EXISTING SHARES BY THE PLACEE;
AND
(II) DEED OF UNDERTAKING

Reference is made to the announcement of the Company dated 23 December 2024 in relation to the placing (the “**Placing**”) of new H shares (the “**Shares**”) by the Company to Goertek (HongKong) Co., Limited (the “**Placee**”) as the identified placee.

(I) PROPOSED ACQUISITION OF EXISTING SHARES BY THE PLACEE

The Company was informed by the Placee that, after the announcement of the Placing, it had entered into negotiation with certain existing shareholders (other than the controlling shareholder of the Company) to acquire certain existing Shares. As at the date hereof, the Placee has conditionally agreed to acquire not more than 42,800,000 Shares from the existing shareholders. If all such acquisitions complete, it will result in the Placee holding an aggregate of 96,125,000 Shares after the Placing. Such acquisitions are subject to conditions, and may or may not complete in full or at all, the final number of Shares to be acquired by the Placee from existing shareholders and the time of the completion of the proposed acquisition are not confirmed.

(II) DEED OF UNDERTAKING

On 28 December 2024, the Company and the Placee entered into a conditional deed of mutual undertaking, which shall become effective upon the completion of the Placing, pursuant to which:

- (1) the Placee has undertaken to the Company that for not more than the first 96,125,000 Shares in aggregate subscribed or acquired by the Placee within 36 months from the relevant dates of completion of the subscription or acquisition of the relevant Shares by the Placee, it shall not dispose of the Shares acquired by it without the prior consent of the Company, save for under certain exceptional circumstances; and
- (2) the Company agreed that so far as the Placee holds not less than 10% of the issued share capital of the Company, it will use its best endeavour to procure the appointment of a candidate nominated by the Placee as a non-executive Director and where applicable, remove such non-executive Director upon notice of the Placee (subject to compliance with all the applicable laws and regulations including but not limited to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong).

As at the date of this announcement, neither the Placing nor the proposed acquisition of existing Shares has been completed. Completion of the Placing and the proposed acquisition of existing Shares may or may not take place. Shareholders are advised to exercise caution in dealing in the securities of the Company.

By Order of the Board
Shanghai Conant Optical Co., Ltd.
Fei Zhengxiang
Chairman

Hong Kong, 29 December 2024

As at the date of this announcement, the Board comprises Mr. Fei Zhengxiang, Mr. Zheng Yuhong, Mr. Xia Guoping, Mr. Chen Junhua and Mr. Wang Chuanbao as executive Directors; Ms. Zhao Xiaoyun as non-executive Directors; and Dr. Xiao Fei, Mr. Chen Yi and Dr. Wu Ying as independent non-executive Directors.