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)

INSIDE INFORMATION

FURTHER SUBSCRIPTION FOR EQUITY INTERESTS IN GOERTEK OPTICAL

SUBSCRIPTION AGREEMENT

The Board would like to announce that on 18 June 2026, the Board resolved that Ningbo OmniLight and Goertek, as subscribers, and Goertek Optical would enter into a subscription agreement (the "**Subscription Agreement**") after the relevant shareholders' approval being obtained by Goertek at its general meeting held on 25 June 2026, pursuant to which Ningbo OmniLight and Goertek would agree to subscribe for the new registered capital of Goertek Optical of approximately RMB109.76 million and approximately RMB109.76 million, respectively, by way of capital injection into Goertek Optical in the respective sums of RMB500.00 million and RMB500.00 million (the "**Further Subscription**").

Upon the completion of the Further Subscription, Ningbo OmniLight will hold approximately 33.27% equity interests in Goertek Optical as enlarged by the Further Subscription and will still be the second (2nd) largest equity owner of Goertek Optical.

IMPLICATION UNDER THE LISTING RULES

Pursuant to Rule 14.22 of the Listing Rules, a series of transactions will be aggregated and treated as if they were one transaction if they were all entered into within a 12-month period or were otherwise related. When the Share Swap, Subscription and Further Subscription are aggregated, none of the applicable percentage ratios (as defined in the Listing Rules) exceed 5%. As such, the Share Swap, Subscription and Further Subscription do not, in aggregate, constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As at the date of this announcement, Ningbo OmniLight holds approximately 31.12% equity interests in Goertek Optical and Ningbo Sun Ao and Ningbo Sun Cheng together hold approximately 3.10% equity interests in Goertek Optical.

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Goertek Optical and its respective ultimate beneficial owners are independent of the Company and connected persons of the Company (as defined in the Listing Rules). Accordingly, the transactions contemplated under the Subscription Agreement do not constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

To the best of knowledge, information and belief of the Directors, having made all reasonable enquiries, no Director has a material interest in the Subscription Agreement and was required to abstain from voting on the relevant Board resolutions approving the Subscription Agreement and the transactions contemplated thereunder in accordance with the articles of association of the Company.

WARNING

As completion of the Subscription Agreement is subject to the fulfilment and/or waiver of certain conditions precedent set forth therein, the transactions contemplated thereunder may or may not proceed. Investors should exercise caution when dealing in the Shares. If in doubt, investors are recommended to consult their professional adviser(s).

SUBSCRIPTION AGREEMENT

This announcement is made by Sunny Optical Technology (Group) Company Limited pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements dated 22 August 2025, 9 October 2025 and 8 December 2025 (the "**Announcements**") of Sunny Optical Technology (Group) Company Limited in respect of (i) entering into of the memorandum of understanding by the Company and certain subsidiaries of the Group with Goertek and Goertek Optical; (ii) the transfer of a subsidiary's entire equity interests in return for equity interests of Goertek Optical and the subscription for equity interests in Goertek Optical; and (iii) the Completion of the Share Swap and Completion of the Subscription. Unless otherwise defined, terms used in this announcement shall have the same meaning as those defined in the Announcements.

The Board would like to announce that on 18 June 2026, the Board resolved that Ningbo OmniLight and Goertek, as subscribers, and Goertek Optical would enter into a subscription agreement (the "**Subscription Agreement**") after the relevant shareholders' approval being obtained by Goertek at its general meeting held on 25 June 2026, pursuant to which Ningbo OmniLight and Goertek would agree to subscribe for the new registered capital of Goertek Optical of approximately RMB109.76 million and approximately RMB109.76 million, respectively, by way of capital injection into Goertek Optical in the respective sums of RMB500.00 million and RMB500.00 million (the "**Further Subscription**").

Upon the completion of the Further Subscription, Ningbo OmniLight will hold approximately 33.27% equity interests in Goertek Optical as enlarged by the Further Subscription and will still be the second (2^{nd}) largest equity owner of Goertek Optical.

The principal terms and conditions of the Subscription Agreement are set out as follows:

Parties

(1) Ningbo OmniLight;

(2) Goertek; and

(3) Goertek Optical.

Consideration

The consideration for the Further Subscription was determined after arm's length commercial negotiations between the respective parties to the Subscription Agreement.

The Directors intend to satisfy the consideration for the Further Subscription by internal resources of the Group. The Directors consider that the terms of the Subscription Agreement including the consideration are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Effects on the shareholding structure of Goertek Optical following the Further Subscription

The following table illustrates the shareholding structure of Goertek Optical (i) as at the date of this announcement; and (ii) upon completion of the Further Subscription:

	Shareholding structure of Goertek Optical as at the date of this announcement		**Shareholding structure of Goertek Optical upon completion of the Further Subscription**	
Equity owner(s)	*Registered capital (RMB)*	*Equity interests (%)*	*Registered capital (RMB)*	*Equity interests (%)*
Goertek	655,640,600	38.34%	765,397,632	39.67%
GGC	53,331,899	3.12%	53,331,899	2.76%
Others*(Note)*	415,889,971	24.32%	415,889,971	21.56%
Ningbo OmniLight	532,200,964	31.12%	641,957,996	33.27%
Ningbo Sun Ao and Ningbo Sun Cheng	52,951,124	3.10%	52,951,124	2.74%
Total:	**1,710,014,558**	**100.00%**	**1,929,528,622**	**100.00%**

Note: Other equity owners refer to the individuals and joint ventures entities which are based in the PRC, and none of those equity owners have an interest of more than 10% equity interests in Goertek Optical as at the date of this announcement.

CONDITIONS PRECEDENT

Completion of the Subscription Agreement will be conditional upon, among others, the following:

(a) necessary approvals, consents, and filings shall have been obtained by Goertek Optical from government departments;

(b) no demand from any government department or other entity to restrict, obstruct or prohibit the transactions contemplated under the Subscription Agreement, or to have a significant adverse impact on the conditions precedent under the Subscription Agreement;

(c) internal approvals and authorisations shall have been completed and third-party approvals shall have been obtained by Goertek Optical;

(d) the representations and warranties made by Goertek Optical in the Subscription Agreement shall be true, accurate, and complete, and Goertek Optical have complied with their undertakings thereunder (if any);

(e) definitive agreement(s) in respect of the Further Subscription shall have been signed by Goertek Optical;

(f) the completion confirmation signed by and delivered to each of Ningbo OmniLight and Goertek by Goertek Optical confirming that all the conditions precedent set out in the Subscription Agreement had been satisfied; and

(g) other customary conditions for similar transactions.

COMPLETION

The Completion Date will take place within 10 Business Days after the last conditions precedent set out in the Subscription Agreement have been fulfilled and/or waived by the parties or any other date which are mutually agreed by the parties.

TERMINATION

Pursuant to the Subscription Agreement, the parties will have the right to terminate the Subscription Agreement by mutual agreement in writing prior to the completion of the Subscription Agreement.

INFORMATION OF GROUP

The Group is a global leading manufacturer of integrated optical products with large-scale and a globally competitive provider of intelligent optical system solutions (whole device). The Group is engaged in the design, research and development, production and sales of integrated optical products and intelligent optical system solutions (whole device). By deeply integrating cutting-edge technologies such as optics, electronics, algorithms, software, mechanics, and AI, the Group empowers global clients to achieve innovative breakthroughs and value growth across application fields including smartphones, vehicles, extended reality, pan Internet of things and precision optics.

INFORMATION OF GOERTEK OPTICAL

Goertek Optical, a company established in the PRC with limited liability. Goertek Optical is principally engaged in hi-precision optical-related areas and optical waveguide components manufacturing.

As at the date of this announcement, Ningbo OmniLight holds approximately 31.12% equity interests in Goertek Optical and Ningbo Sun Ao and Ningbo Sun Cheng together hold approximately 3.10% equity interests in Goertek Optical.

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Goertek Optical and its respective ultimate beneficial owners are independent of the Company and its connected persons (as defined in the Listing Rules).

REASONS FOR AND BENEFITS OF THE FURTHER SUBSCRIPTION

AI is being developed rapidly all over the world and certain new AI products such as AI glasses and AI augmented reality hardware are widely concerned such that it is commonly expected that such kinds of AI and AR products will be developed rapidly in coming years. Goertek Optical has focused on hi-precision optical-related areas for years and developed a team of experienced technical staff particularly in optical waveguide components with an extensive customer base.

The Board considers that the Further Subscription, if materialised, will complement advantages between Ningbo OmniLight and Goertek Optical, and enhance Goertek Optical's core competitiveness upon completion of the Further Subscription in sectors such as optical waveguide and other wafer-level micro-nano optics devices particularly for uses in AI and AR products.

As such, the Board is of the view that the Further Subscription is in the best interests of the Group and the Shareholders as a whole.

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Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Goertek Optical and its respective ultimate beneficial owners are independent of the Company and connected persons of the Company (as defined in the Listing Rules). Accordingly, the transactions contemplated under the Subscription Agreement do not constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

To the best of knowledge, information and belief of the Directors, having made all reasonable enquiries, no Director has a material interest in the Subscription Agreement and was required to abstain from voting on the relevant Board resolutions approving the Subscription Agreement and the transactions contemplated thereunder in accordance with the articles of association of the Company.

WARNING

As completion of the Subscription Agreement is subject to the fulfilment and/or waiver of certain conditions precedent set forth therein, the transactions contemplated thereunder may or may not proceed. Investors should exercise caution when dealing in the Shares. If in doubt, investors are recommended to consult their professional adviser(s).

By order of the Board
Sunny Optical Technology (Group) Company Limited
Wang Tan Jiong
Chairman and Executive Director

China, 25 June 2026

As at the date of this announcement, the Board comprises Mr. Wang Tan Jiong, Mr. Wang Wenjie and Mr. Ni Wenjun, who are executive Directors; Mr. Wang Wenjian, who is a non-executive Director, and Mr. Feng Hua Jun, Mr. Chen Gang and Ms. Ching Wan Fung, who are independent non-executive Directors.