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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)

INSIDE INFORMATION MEMORANDUM OF UNDERSTANDING

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).

MEMORANDUM OF UNDERSTANDING

The Board is pleased to announce that on 21 August 2025 (after trading hours), certain members of the Group entered into the Memorandum of Understanding with Goertek and Goertek Optical.

Memorandum of Understanding

Parties to the Memorandum of Understanding

- (1) Sunny Zhejiang Optics;
- (2) Ningbo OmniLight;
- (3) Shanghai OmniLight;
- (4) Goertek; and
- (5) Goertek Optical.

Principal terms of the definitive agreement(s)

Pursuant to the MOU, the Parties agree to further negotiate in order to enter into the definitive agreement(s) in respect of the Subscription with the following principal terms:

- (i) upon completion of the Reorganisation, Ningbo OmniLight will make capital contribution by the entire equity interests in Shanghai OmniLight to subscribe for equity interests in Goertek Optical; and
- (ii) upon completion of the Subscription, Ningbo OmniLight will hold approximately 33.33% of the equity interests in Goertek Optical.

Conditions precedent

Completion of the Subscription under the MOU shall be conditional upon, among others, the followings:

- (a) the results of the due diligence exercise on Shanghai OmniLight are satisfied by Goertek;
- (b) the results of the due diligence exercise on Goertek Optical are satisfied by Ningbo OmniLight;
- (c) the Reorganisation shall have been completed;
- (d) definitive agreement(s) in respect of the Subscription shall have been signed by relevant parties;
- (e) internal approvals and authorisations shall have been completed by all relevant parties and third-party approvals shall have been obtained;
- (f) necessary approvals, consents, and filings shall have been obtained from government departments and anti-monopoly reviews shall have been passed;
- (g) the representations and warranties made by all parties in the definite agreement(s) shall be true, accurate, and complete, and all parties have complied with their undertakings thereunder (if any);

- (h) there are no laws, orders or prohibitions prohibiting the Subscription or making the Subscription illegal;
- (i) there are no material adverse changes in Goertek Optical and Shanghai OmniLight;
- (j) the employment contracts of the key management personnel and other core employees with Goertek Optical and Shanghai OmniLight (which should include non-compete, non-inducement, intellectual property ownership, and confidentiality clauses) shall have been signed; and
- (k) other customary conditions for similar transactions.

INFORMATION OF THE GROUP

The Group is principally engaged in the design, research and development, manufacture and sales of optical and optical-related products. The development and manufacture of these products integrate optics, electronics, algorithm and mechanical technologies and the application fields of these products cover vehicles, augmented reality, pan internet of things, smartphones and optical instruments.

INFORMATION OF GOERTEK

Goertek is a company established in the PRC with limited liability and the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002241). Goertek and its subsidiaries are principally engaged in the research, development, manufacturing and sale of precision components and smart hardware for consumer and automotive electronic industries in the PRC.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Goertek Optical and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

Artificial intelligence (“AI”) is being developed rapidly all over the world and certain new AI products such as AI glasses and AI augmented reality (“AR”) 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.

Shanghai OmniLight has been involved in the area of wafer-level micro-nano optics for years and has developed a solid and competitive foundation with a team of experienced technical staff equipped with advanced tools, equipment and machineries.

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 Subscription, if materialised, will complement advantages between Shanghai OmniLight and Goertek Optical, and significantly enhance Goertek Optical's core competitiveness upon completion of the 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 Subscription are in the best interests of the Group and the Shareholders as a whole. The Company will make further announcement(s) in respect of the Subscription as and when appropriate in accordance with the requirements under the Listing Rules.

LISTING RULES IMPLICATIONS

The Memorandum of Understanding does not constitute a legally binding agreement between the parties in relation to the Subscription or its terms or arrangements, or the entering into of any definitive agreement.

The Company will make further announcement(s) in respect of the Subscription as and when appropriate in accordance with the requirements under the Listing Rules. The Board wishes to emphasise that no binding agreement in relation to the Subscription has been entered into as at the date of this announcement. Accordingly, the Subscription may or may not proceed. **Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	board of Directors
“Company”	Sunny Optical Technology (Group) Company Limited (舜宇光學科技(集團)有限公司), a company incorporated in the Cayman Islands with limited liability whose Shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 2382)
“Director(s)”	director(s) of the Company
“Goertek”	Goertek Inc. (歌爾股份有限公司), a company established in the PRC with limited liability, and the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002241)
“Goertek Optical”	Goertek Optical Technology Co., Ltd. (歌爾光學科技有限公司), a company established in the PRC with limited liability and a subsidiary of Goertek as at the date of this announcement
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Understanding” or “MOU”	the non-legally-binding memorandum of understanding signed by the Parties dated 21 August 2025 in respect of the Subscription
“Ningbo OmniLight”	Sunny OmniLight Technology Co., Ltd. (寧波舜宇奧來技術有限公司) a company established in the PRC with limited liability and a wholly-owned subsidiary of Sunny Zhejiang Optics as at the date of this announcement
“Parties”	parties to the Memorandum of Understanding, namely, Sunny Zhejiang Optics, Ningbo OmniLight, Shanghai OmniLight, Goertek and Goertek Optical

“PRC”	People’s Republic of China which, for the purposes of this announcement, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Reorganisation”	the reorganisation to be implemented by Ningbo OmniLight and Shanghai OmniLight
“Shanghai OmniLight”	Sunny OmniLight NanoOptics Co., Ltd. (舜宇奧來微納光學(上海)有限公司) and Sunny OmniLight NanoOptics Information Technology Co., Ltd. (舜宇奧來微納光電信息技術(上海)有限公司), two companies established in the PRC with limited liability and wholly-owned subsidiaries of Ningbo OmniLight as at the date of this announcement
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	upon completion of the Reorganisation, Ningbo OmniLight plans to, in accordance with the terms as envisaged under MOU, make capital contribution by entire equity interests in Shanghai OmniLight to subscribe for equity interests in Goertek Optical, and will hold approximately 33.33% of the equity interests in Goertek Optical upon completion of the Subscription
“Sunny Zhejiang Optics”	Zhejiang Sunny Optics Co., Ltd. (浙江舜宇光學有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
“%”	per cent.

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

China, 22 August 2025

As at the date of this announcement, the Board comprises Mr. Ye Liaoning, Mr. Wang Wenjie and Mr. Ni Wenjun, who are executive Directors; Mr. Wang Wenjian and Mr. Wang Tan Jiong, who are non-executive Directors, and Mr. Feng Hua Jun, Mr. Chen Gang and Ms. Thoeng Wai Yee Cheryl, who are independent non-executive Directors.