

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

carote

CAROTE LTD

卡羅特（商業）有限公司

(an exempted company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2549)

DISCLOSEABLE TRANSACTION ACQUISITION OF PROPERTIES

The Board is pleased to announce that on November 8, 2024, the Purchaser, (being an indirect wholly-owned subsidiary of the Company) and the Vendor entered into the Agreements, pursuant to which the Purchaser has agreed to purchase, and the Vendor has agreed to sell, the Properties at a total consideration of RMB66,500,000 in accordance with the terms and conditions of the Agreements.

As one or more of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Acquisition are more than 5% but all applicable percentage ratios are less than 25%, it constitutes a discloseable transaction of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

Reference is made to the Prospectus in relation to the Company's plan to purchase a suitable office premises in Hangzhou, the PRC to accommodate the expanding business needs and reduce rental costs after the completion of the Global Offering.

The Board is pleased to announce that on November 8, 2024, the Purchaser, (being an indirect wholly-owned subsidiary of the Company) and the Vendor entered into the Agreements, pursuant to which the Purchaser has agreed to purchase, and the Vendor has agreed to sell, the Properties at a total consideration of RMB66,500,000 in accordance with the terms and conditions of the Agreements.

THE AGREEMENTS

The principal terms of the Agreements are set out below:

Date November 8, 2024

Parties (1) the Purchaser; and
(2) the Vendor

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are Independent Third Parties.

Subject Matters The office premises with a total construction area of 2,402.93 sq.m. (the "**Office Premises**") located in Xiaoshan District, Hangzhou, the PRC; and 20 parking spaces (the "**Parking Spaces**").

Total Consideration The consideration for the Office Premises and the Parking Spaces is RMB64,500,000 and RMB2,000,000, respectively.

The total consideration for the Acquisition shall be RMB66,500,000, which was determined after arm's length negotiations with the Vendor, taking into account, the prevailing market value of the Properties and comparable properties in the vicinity of the Properties.

The total consideration for the Acquisition will be satisfied by the internal resources of the Group, and no proceeds from the Global Offering will be used to pay the total consideration.

Payment Terms The total consideration of the Acquisition shall be paid to the Vendor on the date of the Agreements.

Completion Completion of the acquisition of the Office Premises shall take place upon the Vendor fulfilling the delivery conditions and notifying the Purchaser. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the delivery conditions have been satisfied as of the date of the relevant Agreements.

Completion of the acquisition of the Parking Spaces shall take place within 10 working days from the date of signing of the relevant Agreements.

INFORMATION OF THE PARTIES

The Company and the Purchaser

The Company is an exempted company incorporated in the Cayman Islands with limited liability on February 3, 2023. The Group is a global brand for kitchenware products. It is principally engaged in the design, production and supply of kitchenware products under its own brand name and on an ODM basis for its customers. The Purchaser is a limited liability company established under the laws of the PRC on January 30, 2019, and an indirect wholly-owned subsidiary of the Company.

The Vendor

The Vendor is a limited liability company established under the laws of the PRC and is principally engaged in property development in the PRC. The Vendor is indirectly wholly owned by China Vanke Co., Ltd.* (萬科企業股份有限公司), a listed company, as at the date of this announcement.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are Independent Third Parties.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group currently leases a property with an aggregate gross floor area of 1,473.5 sq.m. in Hangzhou as its headquarters, whereby the lease will expire soon. Having considered (i) the Group's need of an office premises with larger floor area to accommodate its expanding business needs, (ii) the rental cost of the existing leased headquarters; and (iii) the risk of relocation upon expiration or termination of the lease as the Group may not be able to renew the lease with comparable and/or commercially acceptable terms and conditions, the Directors consider that it is in the interests of the Group to acquire the Properties, which will be used as the new headquarters of the Group upon completion of its renovation in early 2025, and the Properties will provide a secured office premises for the Company's operation, save rental and relocation expenses, and improve the efficiency of the Group's operations in the long run. In light of the above, the Board considers that the Acquisition and the terms of the Agreements including the total consideration are on normal commercial terms, fair and reasonable and in the interests of the Group and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Acquisition are more than 5% but all applicable percentage ratios are less than 25%, it constitutes a discloseable transaction of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Acquisition”	the acquisition of the Properties by the Purchaser pursuant to the Agreements
“Board”	the board of Directors
“Company”	Carote Ltd (卡羅特（商業）有限公司), an exempted company incorporated in the Cayman Islands with limited liability and its shares are listed on the Stock Exchange
“Agreements”	three agreements dated November 8, 2024 entered into between the Purchaser and the Vendor for the acquisition of the Office Premises and 20 agreements dated November 8, 2024 entered into between the Purchaser and the Vendor for the acquisition of the Parking Spaces
“Director(s)”	the director(s) of the Company
“Global Offering”	the global offering of the Company as described in the Prospectus
“Group”	the Company and its subsidiaries
“Independent Third Parties”	individual(s) or company(ies) which is independent of and not connected with (within the meaning of the Listing Rules) any member of the Group, the Directors, chief executive and substantial shareholders of the Company and its subsidiaries and their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“ODM”	acronym for “original design manufacturing,” whereby products are designed and manufactured by a company

	for sale under the branding of another company
“Office Premises”	has the meaning ascribed to it in paragraph headed “The Agreements – Subject Matters” in this announcement
“Parking Spaces”	has the meaning ascribed to it in paragraph headed “The Agreements – Subject Matters” in this announcement
“PRC”	the People’s Republic of China
“Properties”	the Office Premises and the Parking Spaces
“Prospectus”	the prospectus of the Company dated September 23, 2024
“Purchaser”	Hangzhou Carote Trading Co., Ltd (杭州卡羅特商貿有限公司), a limited liability company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company, as further described in the paragraph headed “Information of the Parties – The Company and the Purchaser” in this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“sq.m.”	square meters
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Hangzhou Vanke Asian Games Village Development Co., Ltd.* (杭州萬科亞運村開發有限公司), a limited liability company established under the laws of the PRC
“%”	per cent.

By order of the Board
CAROTE LTD
卡羅特（商業）有限公司
Mr. ZHANG Guodong
Chairman of the Board

Hangzhou, the PRC, November 8, 2024

As at the date of this announcement, the directors are: Mr. ZHANG Guodong, Ms. LYU Yili and Mr. XIA Chenhao as executive directors and Ms. YEUNG Shuet Fan Pamela, Dr. CHAN Tin Wai David and Mr. SHI Zhoufeng as independent non-executive directors.

** For identification purposes only*