

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 liabilities whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it intended to invite any offer to acquire, purchase or subscribe for any securities.

*This announcement is not, and does not form any part of, an offer or invitation for the sale of securities in the United States (including its territories and dependencies, any State of the United States and the District of Columbia). Neither this announcement nor anything herein nor any copy thereof may be taken into or distributed, directly or indirectly, in or into the United States. The securities mentioned herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or any other applicable securities laws of the United States, and may not be offered, sold or otherwise transferred within the United States unless the securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act or any other applicable securities laws of the United States is available. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States.*



CIG SHANGHAI CO., LTD.

上海劍橋科技股份有限公司

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

(Stock Code: 6166)

**1. PLACING OF NEW H SHARES UNDER GENERAL MANDATE; AND
2. CONCURRENT PROPOSED ISSUE OF RMB3,960,000,000
CONVERTIBLE BONDS DUE 2027 UNDER GENERAL MANDATE**

Joint Overall Coordinators, Joint Placing Agents and Capital Markets Intermediaries



1. PLACING OF NEW H SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that, on October 8, 2026 (before trading hours), the Company entered into the Placing Agreement with the Joint Placing Agents, pursuant to which the Joint Placing Agents have conditionally agreed, on a best effort basis, to procure not less than six Placees (who will be professional, institutional or other investors, and who and whose beneficial owners will be Independent Third Parties) to subscribe for 18,446,000 Placing Shares at the Placing Price of HK\$105.16 per Placing Share pursuant to the terms and subject to the conditions set out in the Placing Agreement.

Assuming that there will be no change in the number of issued Shares between the date of this announcement and the Placing Closing Date, and without taking the Conversion Shares into account, the 18,446,000 Placing Shares under the Placing represent approximately 19.91% of the number of existing issued H Shares and approximately 5.01% of the number of existing issued Shares (excluding the Treasury Shares) as of the date of this announcement, and approximately 16.60% of the number of issued H Shares and approximately 4.77% of the number of issued Shares (excluding the Treasury Shares) as enlarged by the allotment and issue of the Placing Shares.

The gross proceeds from the Placing amount to approximately HK\$1,939.78 million, while the net proceeds from the Placing, after deduction of the relevant costs and expenses of the Placing, are estimated to be approximately HK\$1,929.84 million. The net issue price per Placing Share is estimated to be approximately HK\$104.62 per Placing Share. The Company intends to use the proceeds from the Placing in the manner detailed in the paragraph headed “Use of Proceeds”.

The Closing of the Placing is subject to the Placing Agreement not being terminated, and the satisfaction (or waiver) of a number of conditions under the Placing Agreement. Accordingly, the Placing may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

2. CONCURRENT PROPOSED ISSUE OF BONDS UNDER GENERAL MANDATE

On October 8, 2026 (before trading hours), the Company and the Managers entered into the Subscription Agreement, pursuant to which and subject to certain conditions contained therein, the Company has agreed to issue, and each of the Managers has severally (but not jointly or jointly and severally) agreed to subscribe and pay for, or to procure subscribers to subscribe and pay for, the Bonds in an aggregate principal amount of RMB3,960,000,000. The Bonds are convertible in the circumstances set out in the Terms and Conditions into H Shares at an initial Conversion Price of HK\$128.82 per H Share (subject to adjustments).

Assuming full conversion of the Bonds at the initial Conversion Price of HK\$128.82 per H Share and without taking the Placing Shares into account, the Bonds will be convertible into approximately 35,983,341 H Shares, representing approximately 38.83% of the number of existing issued H Shares and approximately 9.77% of the number of existing issued Shares (excluding the Treasury Shares) as of the date of this announcement, and approximately 27.97% of the number of issued H Shares and approximately 8.90% of the number of issued Shares (excluding the Treasury Shares) as enlarged by the full conversion of the Bonds. The Conversion Shares will be fully-paid and rank *pari passu* in all respects with the H Shares then in issue on the relevant registration date.

The net issue price per Conversion Share based on the estimated net proceeds from the Subscription (after deducting the estimated expenses payable in connection with the issue of the Bonds) of approximately HK\$4,605.52 million, and 35,983,341 Conversion Shares resulting from the full conversion of the Bonds are estimated to be approximately HK\$127.99.

Subject to completion of the issue of the Bonds, the gross proceeds from the Subscription of the Bonds will be approximately HK\$4,635.37 million, and the net proceeds from the Subscription of the Bonds, after deducting the estimated expenses payable in connection with the issue of the Bonds, will be approximately HK\$4,605.52 million. The Company intends to use the proceeds from the issue of the Bonds in the manner detailed in the paragraph headed “Use of Proceeds”.

The Company will apply to the Vienna MTF operated by the Vienna Stock Exchange for the listing of the Bonds and the Company will apply to the Hong Kong Stock Exchange for the H Shares to be issued on conversion of the Bonds.

Completion of the Subscription Agreement is subject to the satisfaction and/or waiver of the conditions precedent therein. In addition, the Subscription Agreement may be terminated in certain circumstances.

As the transactions envisaged under the Subscription Agreement may or may not be completed, the Bonds may or may not be issued or listed and/or the Conversion Shares may or may not be issued or listed, Shareholders and investors are advised to exercise caution when dealing in the securities of the Company.

1. PLACING OF NEW H SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that, on October 8, 2026 (before trading hours), the Company entered into the Placing Agreement with the Joint Placing Agents, pursuant to which the Joint Placing Agents have conditionally agreed, on a best effort basis, to procure not less than six Placees (who will be professional, institutional or other investors, and who and whose beneficial owners will be Independent Third Parties) to subscribe for 18,446,000 Placing Shares at the Placing Price of HK\$105.16 per Placing Share pursuant to the terms and subject to the conditions set out in the Placing Agreement.

The principal terms of the Placing Agreement are set out below.

THE PLACING AGREEMENT

Date: October 8, 2026 (before trading hours)

Parties: (a) the Company (as the issuer); and
(b) the Joint Placing Agents.

Joint Placing Agents

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Joint Placing Agents and their respective ultimate beneficial owners is an Independent Third Party.

Placees

It is expected that the Joint Placing Agents will, on a best effort basis, procure not less than six Placees to subscribe for the Placing Shares at the Placing Price upon the terms and subject to the conditions set out in the Placing Agreement. The Placees will be professional, institutional or other investors, and each Placee (and its ultimate beneficial owners) shall be an Independent Third Party.

Immediately after the Closing of the Placing, it is expected that none of the Placees will become a substantial Shareholder.

Number of Placing Shares

Assuming that there will be no change in the number of issued Shares between the date of this announcement and the Placing Closing Date and without taking the Conversion Shares into account, the 18,446,000 Placing Shares under the Placing represent:

- (a) approximately 19.91% of the number of existing issued H Shares and approximately 5.01% of the number of existing issued Shares (excluding the Treasury Shares) as of the date of this announcement; and
- (b) approximately 16.60% of the number of issued H Shares and approximately 4.77% of the number of issued Shares (excluding the Treasury Shares) as enlarged by the allotment and issue of the Placing Shares.

Based on the nominal value of RMB1.00 per Share, the aggregate nominal value of the 18,446,000 Placing Shares will be RMB18,446,000.

Placing Price

The Placing Price of HK\$105.16 per Placing Share represents:

- (a) a discount of approximately 8.00% to the closing price of HK\$114.30 per H Share as quoted on the Hong Kong Stock Exchange on the Last Trading Day; and
- (b) a discount of approximately 8.92% to the average closing price of approximately HK\$115.46 per H Share as quoted on the Hong Kong Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day.

The Placing Price was determined with reference to the market conditions and the prevailing market price of the H Shares and was negotiated on an arm's-length basis between the Company and the Joint Placing Agents. The Directors (including independent non-executive Directors) consider that the Placing Price and the terms and conditions of the Placing Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Ranking of the Placing Shares

The Placing Shares will, upon allotment and issue, rank *pari passu* in all respects among themselves and with the other H Shares in issue on the date of allotment and issue of the Placing Shares free from all liens, charges and encumbrances, and together with all rights attaching to them as of the date of issue of the Placing Shares, including the right to receive all dividends declared, made or paid on a record date which falls on or after the date of issue of the Placing Shares.

Conditions of the Placing

The Closing of the Placing is conditional upon the fulfilment or waiver of the following conditions (each of which, other than condition (a) below, may be waived by the Joint Placing Agents in their sole discretion):

- (a) the Listing Committee of the Hong Kong Stock Exchange granting approval for the listing of, and permission to deal in, the Placing Shares (the “**Listing Approval**”), and such listing and permission not subsequently being revoked prior to the deposit of the Placing Shares in CCASS;
- (b) all necessary approvals and clearances from all relevant PRC regulatory authorities in connection with the Placing having been obtained to the reasonable satisfaction of the Joint Placing Agents, such approvals and clearances not materially conflicting with or altering the terms of the Placing Agreement and not imposing any material adverse conditions on any party of the Placing Agreement;
- (c) the Joint Placing Agents having received on the Placing Closing Date the final draft or substantially complete draft of the CSRC Filings and (where applicable) the opinion of the legal counsel for the Company as to the PRC laws in relation to the CSRC Filings, such drafts to be in form and substance reasonably satisfactory to the Joint Placing Agents;
- (d) the Joint Placing Agents having received on the Placing Closing Date an opinion of the United States counsel to the Joint Placing Agents, to the effect that the placing of the Placing Shares by the Joint Placing Agents as set forth in the Placing Agreement is not required to be registered under the Securities Act, and such other matters as the Joint Placing Agents shall reasonably request, such opinion to be in form and substance reasonably satisfactory to the Joint Placing Agents;

(e) before the Closing of the Placing, there shall not have occurred:

- (i) any material adverse change, or any development reasonably likely to involve a material adverse change, in the condition, financial or otherwise, or in the earnings, assets, business, operations or prospects of the Company, or the Company and its subsidiaries taken as a whole; or
- (ii) any suspension or limitation of trading (1) in any of the Company's securities by the Hong Kong Stock Exchange, Shanghai Stock Exchange or any other exchange or over the counter market on which the Company's securities are admitted or listed for trading (save and except for any trading halt in relation to the Placing), or (2) generally on the Hong Kong Stock Exchange, the Shanghai Stock Exchange, the Shenzhen Stock Exchange, the Tokyo Stock Exchange, the London Stock Exchange, the New York Stock Exchange, the Nasdaq National Market or other relevant exchanges; or
- (iii) any outbreak or escalation of hostilities, act of terrorism, the declaration by Hong Kong, the PRC, Japan, Singapore, the United States, the United Kingdom or any other member of the European Economic Area ("EEA") or other applicable jurisdiction(s) of a national emergency or war or other calamity or crisis; or
- (iv) any material disruption in commercial banking or securities settlement or clearance services in Hong Kong, the PRC, Japan, Singapore, the United States, the United Kingdom, any member of the EEA or any jurisdiction where the Group has operations and/or a general moratorium on commercial banking activities having been declared by the relevant authorities in Hong Kong, the PRC, Japan, Singapore, the United States, the United Kingdom, any member of the EEA or any other applicable jurisdiction(s); or
- (v) any material adverse change or development involving a prospective material adverse change in or affecting the financial markets in Hong Kong, the PRC, Japan, Singapore, the United States, the United Kingdom, any member of the EEA or any other applicable jurisdiction(s) or in international financial, political or economic conditions, currency exchange rates, exchange controls or taxation,

that, in the sole judgment of the Joint Placing Agents, would make the placement of the Placing Shares or the enforcement of contracts to purchase the Placing Shares impracticable or inadvisable, or would materially prejudice trading of the Placing Shares in the secondary market;

- (f) the representations and warranties made by the Company pursuant to the Placing Agreement being true and accurate and not misleading as of the date of the Placing Agreement and the Placing Closing Date; and

- (g) the Company having complied with all of the agreements and undertakings and satisfied all of the conditions on its part to be complied with or satisfied under the Placing Agreement on or before the Placing Closing Date.

As of the date of this announcement, the conditions of the Placing have not yet been satisfied.

In the event that (a) any of the events set out in paragraph (e) above occurs at any time between the date of the Placing Agreement and the Placing Closing Date, or (b) the Company does not deliver the Placing Shares on the Placing Closing Date, or (c) any of Conditions has not been satisfied or waived in writing at or prior to 8:00 a.m. (Hong Kong time) on the 20th business day after the date of the Placing Agreement, or such later date as may be agreed among the Company and the Joint Placing Agents in writing, each of the Joint Placing Agents may elect, in its sole discretion, to terminate the Placing Agreement forthwith, provided that if the Company shall have delivered some but not all of the Placing Shares on the Placing Closing Date, each of the Joint Placing Agents shall have the option to effect the Placing with respect to such Placing Shares as have been delivered, but such partial Placing shall not relieve the Company from liability for its default with respect to the Placing Shares not delivered.

Closing of the Placing

Conditional upon the satisfaction or waiver of the conditions set out above, the Closing of the Placing shall take place on the Placing Closing Date, being October 12, 2026 or such other time and/or date as the Company and the Joint Placing Agents agree in writing and in compliance with the Listing Rules.

APPLICATION FOR LISTING OF THE PLACING SHARES

An application will be made by the Company to the Hong Kong Stock Exchange for the listing of, and the permission to deal in, the Placing Shares on the Hong Kong Stock Exchange.

The Placing is conditional upon, among other things, the Hong Kong Stock Exchange granting the listing of, and permission to deal in, the Placing Shares.

CSRC FILINGS

The Company will complete the CSRC Filings in connection with the Placing according to the CSRC Filing Rules upon the Closing of the Placing.

EFFECTS OF THE PLACING ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out a summary of the shareholdings in the Company (a) as of the date of this announcement and (b) immediately upon the completion of the Placing (assuming there is no change in the number of issued Shares from the date of this announcement up to the Placing Closing Date save for the issue of the Placing Shares, and the Placees do not and will not hold any Shares other than the Placing Shares), without taking into account of the conversion of the Bonds.

	As of the date of this announcement		Immediately upon the completion of the Placing	
	Number of Shares	Approximate percentage in the issued share capital of the Company	Number of Shares	Approximate percentage in the issued share capital of the Company
A Shares				
Total issued A Shares	275,588,373	74.84%	275,588,373	71.27%
H Shares				
Placees	—	—	18,446,000	4.77%
Other public H Shareholders	92,662,000	25.16%	92,662,000	23.96%
Total issued H Shares	92,662,000	25.16%	111,108,000	28.73%
Total issued Shares	368,250,373	100.00%	386,696,373	100.00%

Note: The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures to two decimal places.

2. CONCURRENT PROPOSED ISSUE OF BONDS UNDER GENERAL MANDATE

On October 8, 2026 (before trading hours), the Company and the Managers entered into the Subscription Agreement, pursuant to which and subject to certain conditions contained therein, the Company has agreed to issue, each of the Managers has severally (and not jointly or jointly and severally) agreed to subscribe and pay for, or to procure subscribers to subscribe and pay for, the Bonds in a principal amount of RMB3,960,000,000.

THE SUBSCRIPTION AGREEMENT

Date	October 8, 2026
Parties to the Subscription Agreement	(a) The Company (as the issuer); and (b) The Managers (as defined therein)

Subscription

Subject to the satisfaction of the conditions set out below in the section headed “Conditions Precedent”, each of the Managers has severally (but not jointly or jointly and severally) agreed to subscribe and pay for, or procure subscribers to subscribe and pay for, the Bonds in a principal amount of RMB3,960,000,000. To the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiries, each of the Managers and their ultimate beneficial owners is an Independent Third Party.

Subscribers

The Managers have informed the Company that the Bonds will be offered to no less than six independent subscribers who will be professional, institutional or other investors. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, each of the subscribers and their respective ultimate beneficial owners is an Independent Third Party.

Conditions Precedent

The obligations of the Managers to subscribe and pay for, or procure subscribers to subscribe and pay for, the Bonds are conditional on, amongst others:

- (a) **Other Contracts:** the execution and delivery on or before the Bond Closing Date of the other contracts, each in a form reasonably satisfactory to the Joint Lead Managers, by the respective parties;
- (b) **Compliance:** at the Bond Closing Date:
 - (i) the representations and warranties of the Company in the Subscription Agreement (taking into account of the facts and circumstances subsisting on the Bond Closing Date) being true, accurate and correct at, and as if made on such date;
 - (ii) the Company having performed all of its obligations hereunder expressed to be performed on or before such date; and
 - (iii) there having been delivered to the Managers a certificate in the form attached to the Subscription Agreement dated as of such date, of a duly authorised officer of the Company to such effect;
- (c) **Material Adverse Change:** after the date of the Subscription Agreement and up to and at the Bond Closing Date, there shall not have occurred any change (nor any development or event involving a prospective change), in the financial condition, business, general affairs, prospects or results of operations of the Company or of the Group, which, in the opinion of the Joint Lead Managers, is material and adverse in the context of the issue and offering of the Bonds;

- (d) **Other Consents:** on or prior to the Bond Closing Date there shall have been delivered to the Managers copies of all consents and approvals required in relation to the issue of the Bonds and the performance of the Company's obligations under the Trust Deed, the Agency Agreement and the Bonds (including the consents and approvals required from all lenders);
- (e) **Listing:** the Hong Kong Stock Exchange having agreed to list the Conversion Shares upon conversion of the Bonds (or the Joint Lead Managers being reasonably satisfied that such listing will be granted);
- (f) **Legal Opinions:** on or before the Bond Closing Date, there having been delivered to the Managers opinions, in form and substance satisfactory to the Managers as to PRC law, English law and Hong Kong law; and
- (g) **CSRC Filing:** on or prior to the Bond Closing Date, the agreed and final or substantially complete drafts of the following documents in relation to the CSRC Filings, in form and substance satisfactory to the Joint Lead Managers, having been delivered to the Managers:
 - (i) the CSRC Filing Report (including the letter of undertaking from the Company);
 - (ii) legal opinions of the legal advisers to the Company as to PRC law, to be submitted to the CSRC;
 - (iii) the verification memorandum in relation to the CSRC Filing Report prepared by the legal advisers to the Managers as to PRC law;
 - (iv) the memorandum to the Managers in relation to the CSRC Filing Report prepared by the legal advisers to the Managers as to PRC law; and
 - (v) any other CSRC Filings required by the CSRC.

The Joint Lead Managers, on behalf of the Managers may, at their discretion and upon such terms as they think fit, waive compliance with the whole or any part of the conditions precedent (other than condition (a) above) set out in the Subscription Agreement.

As of the date of this announcement, certain of the above conditions precedent to the completion of the Subscription Agreement is yet to be satisfied and/or waived (as the case may be). It is the intention of the Company to satisfy or procure the satisfaction of the conditions precedent of the Subscription Agreement before the Bond Closing Date.

Termination

Notwithstanding anything contained in the Subscription Agreement, the Managers may, by notice to the Company given at any time prior to payment of the net subscription monies for the Bonds to the Company, in their sole discretion terminate the Subscription Agreement in any of the following circumstances:

- (a) if there shall have come to the notice of the Joint Lead Managers any breach of, or any event rendering untrue or incorrect in any material respect, any of the warranties and representations contained in the Subscription Agreement or any failure to perform any of the Company's undertakings or agreements in the Subscription Agreement;
- (b) if any of the conditions precedent specified in the Subscription Agreement have not been satisfied or waived by the Joint Lead Managers on or prior to the Bond Closing Date;
- (c) if in the opinion of the Joint Lead Managers, there shall have been, since the date of the Subscription Agreement, any change, or any development involving a prospective change, in national or international monetary, financial, political or economic conditions or currency exchange rates or foreign exchange controls such as would in their view, be likely to prejudice materially the success of the offering and distribution of the Bonds or dealings in the Bonds in the secondary market;
- (d) if, in the opinion of the Joint Lead Managers, there shall have occurred any of the following events: (i) a suspension or a material limitation in trading in securities generally on the Shanghai Stock Exchange, New York Stock Exchange, the London Stock Exchange plc, Hong Kong Stock Exchange, and/or any other stock exchange on which the Company's securities are traded; (ii) a suspension or a material limitation in trading in the Company's securities on the Hong Kong Stock Exchange and/or any other stock exchange on which the Company's securities are traded; (iii) a general moratorium on commercial banking activities in the United States, Hong Kong, the PRC, the European Union (or any member thereof) and/or the United Kingdom declared by the relevant Authorities or a material disruption in commercial banking or securities settlement or clearance services in the United States, Hong Kong, the PRC, the European Union (or any member thereof) or the United Kingdom; or (iv) a change or development involving a prospective change in taxation materially and adversely affecting the Company, the Bonds and the Shares to be issued upon conversion of the Bonds or the transfer thereof; or

- (e) if, in the opinion of the Joint Lead Managers, there shall have occurred any event or series of events (including the occurrence of any local, national or international outbreak or escalation of disaster, hostility, insurrection, armed conflict, act of terrorism, act of God or epidemic) as would in their view be likely to prejudice materially the success of the Offering and distribution of the Bonds or dealings in the Bonds in the secondary market.

PRINCIPAL TERMS OF THE BONDS

The principal terms of the Bonds are summarized as follows:

Issuer	The Company
Maturity Date	October 12, 2027
Issue Price	100.00% of the principal amount of the Bonds.
Bonds	RMB3,960,000,000 in aggregate principal amount of U.S. dollar settled zero coupon convertible bonds due 2027, convertible at the option of the holder thereof into fully paid ordinary H Shares with a par value of RMB1.00 each and listed on the Hong Kong Stock Exchange.
Interest	The Bonds are zero coupon and do not bear interest.
Status	The Bonds will constitute direct, unsubordinated, unconditional and (subject to the Terms and Conditions) unsecured obligations of the Company and shall at all times rank <i>pari passu</i> and without any preference or priority among themselves. The payment obligations of the Company under the Bonds shall, save for such exceptions as may be provided by mandatory provisions of applicable law and subject to the Terms and Conditions, at all times rank at least equally with all of its other present and future direct, unsubordinated, unconditional and unsecured obligations.
Form and Denomination	The Bonds are issued in registered form in the specified denomination of RMB2,000,000 each and integral multiples of RMB1,000,000 in excess thereof.

Conversion Period	The conversion right attaching to any Bond (the “Conversion Right”) may be exercised, at the option of the holder thereof, at any time on or after the 41st day after the Issue Date up to the close of business on the date falling 10 working days prior to the Maturity Date (both days inclusive) or if such Bond shall have been called for redemption by the Company before the Maturity Date, then up to and including the close of business (at the place aforesaid) on a date no later than 10 working days (both days inclusive and at the place aforesaid) prior to the date fixed for redemption thereof; provided that no Conversion Right may be exercised in respect of a Bond where the holder shall have exercised its right to require the Company to redeem or repurchase such Bond; provided further that the Conversion Right is exercised subject to any applicable fiscal or other laws or regulations or as provided in the Terms and Conditions.
Conversion Price	The price at which H Shares will be issued upon conversion will initially be HK\$128.82 per H Share but will be subject to adjustments as further described in the Terms and Conditions.
Adjustment upon Change of Control	If a change of control as defined in Terms and Conditions (the “Change of Control”) has occurred, the Company shall give notice of that fact to the Bondholders (the “Change of Control Notice”) in accordance with the Terms and Conditions and to the Trustee and the Agents in writing within 14 days after it becomes aware of such Change of Control. Following the giving of a Change of Control Notice, upon any exercise of Conversion Rights such that the relevant conversion date stipulated in the Terms and Conditions falls within the period of 30 days following the later of (a) the occurrence of the relevant Change of Control; and (b) the date on which the Change of Control Notice is given to Bondholders (such period, the “Change of Control Conversion Period”), the Conversion Price shall be adjusted in accordance with the following formula:

$$NCP = OCP / (1 + (CP \times c/t))$$

Where:

- “NCP” = the Conversion Price after such adjustment;
- “OCP” = the Conversion Price before such adjustment. For the avoidance of doubt, OCP shall be the Conversion Price applicable on the relevant Conversion Date;
- Conversion Premium (“CP”) = 22.5 per cent. expressed as a fraction;
- “c” = the number of days from and including the first day of the Change of Control Conversion Period to but excluding the Maturity Date; and
- “t” = the number of days from and including the Issue Date to but excluding the Maturity Date,

provided that the Conversion Price shall not be reduced below the level permitted by applicable laws and regulations from time to time (if any).

Pursuant to the Terms and Conditions, a “**Change of Control**” occurs when:

- (a) any person or persons, acting together, acquires control of the Company if such person or persons does not or do not have, and would not be deemed to have, control of the Company on the Issue Date;
- (b) the Company consolidates with or merges into or sells or transfers all or substantially all of the Company’s assets to any other person, unless the consolidation, merger, sale or transfer will not result in an event specified in (a) above with respect to the Company or the successor entity; or

- (c) one or more other persons acquires the legal or beneficial ownership of all or substantially all of the Company's registered share capital;

“**Control**” means the acquisition or control of more than 50% of the voting rights of the registered share capital of the Company or the right to appoint and/or remove all or the majority of the members of the Company's board of directors or other governing body, whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of voting rights, contract or otherwise;

**Ranking of
Conversion Shares**

The H Shares issued upon exercise of the Conversion Rights will be fully paid up and will in all respects rank *pari passu* with, and within the same Class as the H Shares in issue on the relevant registration date except for any right excluded by mandatory provisions of applicable law.

**Redemption for
Taxation Reasons**

At any time the Company may, having given not less than 30 nor more than 60 days' notice to the Trustee, the principal agent as stipulated in the Terms and Conditions and the Bondholders (which notice shall be irrevocable) redeem all but not some only of the Bonds at the U.S. Dollar equivalent as stipulated in the Terms and Conditions of the principal amount as of the relevant redemption date (the “**Tax Redemption Date**”), if the Company satisfies the Trustee immediately prior to the giving of such notice that (a) the Company has or will become obliged to pay additional tax amounts as provided or referred to in the Terms and Conditions as a result of any change in, or amendment to, the laws or regulations of the PRC or Hong Kong or, in each case, any political subdivision or any authority thereof or therein having power to tax, or any change in the general application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after October 8, 2026, and (b) such obligation cannot be avoided by the Company taking reasonable measures available to it, provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Company would be obliged to pay such additional tax amounts were a payment in respect of the Bonds then due. If the Company exercises its tax redemption right, each Bondholder will have the right to elect that his Bond(s) shall not be redeemed.

**Redemption at the
option of the
Company**

The Company may, having given not less than 30 nor more than 60 days' notice (an "**Optional Redemption Notice**") to the Bondholders, the Trustee and the Principal Agent (which notice will be irrevocable), redeem all but not some only of the Bonds for the time being outstanding at the U.S. Dollar equivalent of their principal amount:

- (a) at any time on or after April 14, 2027 but prior to the Maturity Date, provided that no such redemption may be made unless the closing price of an H Share (translated into Renminbi at the prevailing rate as stipulated in the Terms and Conditions) for any 20 H Share Stock Exchange Business Days within a period of 30 consecutive H Share Stock Exchange Business Days, the last of such H Share Stock Exchange Business Day shall occur not more than 10 days prior to the date upon which notice of such redemption is given, was, for each such 20 H Share Stock Exchange Business Days, at least 130 per cent. of the Conversion Price (translated into Renminbi at the fixed exchange rate of RMB0.8543 — HK\$1.00) then applicable; or
- (b) if at any time prior to the date of such Optional Redemption Notice, aggregate principal amount of the Bonds outstanding is less than 10 per cent. of the aggregate principal amount originally issued.

**Redemption for the
Relevant Events**

Following the occurrence of a Relevant Event, the holder of each Bond will have the right at such holder's option, to require the Company to redeem all or some only of such holder's Bonds on the relevant event put date as stipulated in the Terms and Conditions at the U.S. Dollar equivalent of the principal amount as of the relevant event put date.

"**Relevant Event**" means the occurrence of either:

- (i) a Change of Control;
- (ii) a Delisting;
- (iii) a H Share Suspension in Trading; or
- (iv) the occurrence of no registration event as stipulated in the Terms and Conditions.

Negative pledge

So long as any Bond remains outstanding (as defined in the Trust Deed), the Company will not create or permit to subsist, and the Company will procure that no Subsidiary (as defined in the Terms and Conditions) will create, or have outstanding, any mortgage, charge, pledge, lien or other form of encumbrance or security interest upon the whole or any part of its undertaking, assets or revenues (including any uncalled capital), present or future, to secure any investment securities (as stipulated in the Terms and Conditions) or to secure any guarantee of or indemnity in respect of any Investment Securities without at the same time or prior thereto according to the Bonds the same security as is created or subsisting to secure any such Investment Securities, guarantee or indemnity or such other security as shall be approved by an extraordinary resolution of the Bondholders.

CONVERSION PRICE AND CONVERSION SHARES

The initial Conversion Price is HK\$128.82 per H Share, which represents:

- (a) a premium of approximately 12.70% over the closing price of HK\$114.30 per H Share as quoted on the Hong Kong Stock Exchange on the Last Trading Day; and
- (b) a premium of approximately 11.57% over the average closing price of HK\$115.46 as quoted on the Hong Kong Stock Exchange for the five consecutive trading days immediately prior to and including the Last Trading Day.

The Conversion Price was determined with reference to the prevailing market price of the H Shares and the Terms and Conditions and was negotiated on an arm's length basis between the Company and the Managers. The Directors consider that the Conversion Price is fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Assuming (a) full conversion of the Bonds at the initial Conversion Price of HK\$128.82 per H Share; and (b) there will be no change in the number of issued Shares from the date of this announcement to the full conversion of the Bonds, the Bonds will be convertible into approximately 35,983,341 H Shares, representing approximately 38.83% of the number of existing issued H Shares and approximately 9.77% of the number of existing issued Shares (excluding the Treasury Shares) as of the date of this announcement, and approximately 27.97% of the number of issued H Shares and approximately 8.90% of the number of issued Shares (excluding the Treasury Shares) as enlarged by the full conversion of the Bonds. The Conversion Shares will be fully-paid and rank *pari passu* in all respects with the H Shares then in issue on the relevant registration date.

The net issue price per Conversion Share based on the estimated net proceeds from the Subscription (after deducting the estimated expenses payable in connection with the issue of the Bonds) of approximately HK\$4,605.52 million, and 35,983,341 Conversion Shares resulting from the full conversion of the Bonds is estimated to be approximately HK\$127.99.

CSRC FILINGS

The Company shall complete the CSRC Filings in connection with the issue of the Bonds.

APPLICATION FOR LISTING OF THE BONDS AND THE CONVERSION SHARES

The Company will make or cause to be made an application for the Bonds to be listed on the Vienna MTF operated by the Vienna Stock Exchange. An application will also be made for the Conversion Shares to be listed on the Hong Kong Stock Exchange.

EFFECT ON SHAREHOLDINGS AS A RESULT OF CONVERSION OF THE BONDS

The table below sets out a summary of the shareholdings in the Company (a) as of the date of this announcement; and (b) upon full conversion of the Bonds at the initial Conversion Price of HK\$128.82 per H share, without taking the Placing Shares into account:

Shareholders	As of the date of this announcement		Upon full conversion of the Bonds at the initial Conversion Price of HK\$128.82 per H Share	
	Number of Shares	Approximate percentage in the issued share capital of the Company	Number of Shares	Approximate percentage in the issued share capital of the Company
A Shares				
Total issued A Shares	275,588,373	74.84%	275,588,373	68.18%
H Shares				
Bondholders	—	—	35,983,341	8.90%
Other public				
H Shareholders	92,662,000	25.16%	92,662,000	22.92%
Total issued H Shares	92,662,000	25.16%	128,645,341	31.82%
Total issued Shares	368,250,373	100.00%	404,233,714	100.00%

Note: The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures to two decimal places.

3. GENERAL

NO INTER CONDITIONS

The Placing and the issue of the Bonds are independent of each other and are not inter-conditional.

LOCK-UP UNDERTAKINGS

The Company undertakes to the Joint Placing Agents (under the Placing Agreement) and the Managers (under the Subscription Agreement) that, from the respective dates of the Placing Agreement and the Subscription Agreement until 90 days after the Placing Closing Date in respect of the Placing and 90 days after the Bond Closing Date in respect of the Bond Offering, it shall not, without the prior written consent of the Joint Placing Agents or the Joint Lead Managers, as the case may be, (a) issue, offer, sell, contract to sell, pledge, encumber or otherwise dispose of, or grant any option, warrant or right to subscribe for, or enter into any transaction designed to or reasonably expected to result in, any Shares or any securities convertible into, exchangeable for or carrying rights to subscribe or purchase Shares, whether settled

by delivery of shares, in cash or otherwise, or (b) enter into any swap or other agreement that transfers, in whole or in part, the economic risk of ownership of such Shares, or (c) publicly announce an intention to do any of the foregoing. The foregoing restrictions shall not apply to (i) the issue of the Placing Shares under the Placing Agreement, (ii) the issue of the Bonds and the allotment and issue of the Conversion Shares upon conversion of the Bonds, and (iii) any grant of awards or options and any issue of new Shares upon the vesting or exercise thereof under the share schemes adopted by the Company.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY AS A RESULT OF THE PLACING AND THE CONVERSION OF THE BONDS

The table below sets out a summary of the shareholding structure of the Company (a) as of the date of this announcement; and (b) after the completion of the Placing and the full conversion of the Bonds at the initial Conversion Price of HK\$128.82 per H Share (assuming there is no change in the number of issued Shares from the date of this announcement up to the Placing Closing Date and the date of full conversion of the Bonds).

Shareholders	As of the date of this announcement		After the completion of the Placing and the full conversion of the Bonds at the initial Conversion Price of HK\$128.82 per H Share	
	Number of Shares	Approximate percentage in the issued share capital of the Company	Number of Shares	Approximate percentage in the issued share capital of the Company
A Shares				
Total issued A Shares	275,588,373	74.84%	275,588,373	65.20%
H Shares				
Placees	—	—	18,446,000	4.36%
Bondholders	—	—	35,983,341	8.51%
Other public H Shareholders	92,662,000	25.16%	92,662,000	21.92%
Total issued H Shares	92,662,000	25.16%	147,091,341	34.80%
Total issued Shares	368,250,373	100.00%	422,679,714	100.00%

Note: The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures to two decimal places.

GENERAL MANDATE FOR THE ISSUE OF THE PLACING SHARES AND THE CONVERSION SHARES

The Placing Shares and the Conversion Shares will be allotted and issued under the General Mandate granted to the Board by resolution of the Shareholders at the 2025 AGM, under which the Board may allot, issue and deal with up to 70,530,074 H Shares, representing 20% of the total number of issued Shares (excluding the Treasury Shares) as of the date of the passing of the resolution at the 2025 AGM.

As of the date of this announcement, save for the placing of 15,600,000 H Shares as described in the Previous Placing Announcement, the Company has not exercised the power to allot and issue any new H Shares pursuant to the General Mandate prior to the date of the Placing Agreement and the Subscription Agreement.

Assuming there is no further issue or repurchase of the H Shares, (i) the Placing Shares will utilize approximately 26.15% of the General Mandate; and (ii) assuming there is no adjustment to the initial Conversion Price, upon full conversion of the Bonds at the initial Conversion Price of HK\$128.82 per H Share, the Bonds will be convertible into 35,983,341 H Shares and utilize approximately 51.02% of the General Mandate.

No further Shareholders' approval will be required for the Placing and the allotment and issue of the Placing Shares, as well as the issue of the Bonds and the allotment and issue of the Conversion Shares.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company conducted the following fund raising activities through the issuance of equity securities in the past twelve months immediately before the date of this announcement:

I. 77,062,000 H Shares issued by the Company under the Global Offering following the full exercise of the over-allotment option on October 20, 2025

Intended use of net proceeds	Net proceeds from the fund raising activities (HKD' million)	Estimated unutilized amount as of September 30, 2026 (HKD' million)	Intended timetable for use of the unutilized amount
Enhance production capacity for photonics, broadband and wireless products			
● In relation to broadband products, including 50G/25GPON products	618.9	607.5	By the end of 2027

Intended use of net proceeds	Net proceeds from the fund raising activities <i>(HKD' million)</i>	Estimated unutilized amount as of September 30, 2026 <i>(HKD' million)</i>	Intended timetable for use of the unutilized amount
● In relation to wireless products, including Wi-Fi 7 and Wi-Fi 8 products	670.4	668.1	By the end of 2027
● In relation to photonics products, including 800G/1.6T products	1,289.3	—	By the end of 2027
Enhance R&D talents and skills to achieve more breakthroughs			
● Recruitment of R&D talents	283.6	259.9	By the end of 2030
● Upgrade machinery and software to support R&D efforts	489.9	44.5	By the end of 2030
● Materials used to support R&D efforts	257.9	235.8	By the end of 2030
Enhance business promotion and marketing efforts			
● Recruit sales and marketing talents	242.4	242.4	By the end of 2030
● Industry associations and global events	15.4	15.1	By the end of 2030
Strategic investment	773.6	—	By the end of 2030
Working capital	<u>515.7</u>	<u>—</u>	N/A
Total	<u>5,157.1</u>	<u>2,073.2</u>	

II. 7,568,532 A Shares issued by the Company upon the exercise of the share options underlying the 2024 Share Option Incentive Scheme on November 20, 2025

Intended use of net proceeds	Net proceeds from the fund raising activities <i>(RMB' million)</i>	Estimated unutilized amount as of September 30, 2026 <i>(RMB' million)</i>	Intended timetable for use of the unutilized amount
Supplementary working capital	<u>220.9</u>	<u>—</u>	N/A
Total	<u>220.9</u>	<u>—</u>	

III. 15,600,000 H Shares issued by the Company under the General Mandate on May 28, 2026

Intended use of net proceeds	Net proceeds from the fund raising activities (HKD' million)	Estimated unutilized amount as of September 30, 2026 (HKD' million)	Intended timetable for use of the unutilized amount
Strategic stockpiling of the core components	1,573.6	716.8	By the end of 2027
Working capital	196.7	—	N/A
Other general corporate purposes	<u>196.7</u>	<u>—</u>	N/A
Total	<u>1,967.0</u>	<u>716.8</u>	

Save for proposed issuance of Placing Shares and the Bonds as disclosed in this announcement, as well as the fund raising activities as disclosed above, the Company has not undertaken any equity fund raising exercise over the period of twelve months prior to the date of this announcement.

REASONS FOR AND BENEFITS OF THE PLACING AND THE ISSUE OF THE BONDS

Given the explosive demand for AI computing power and the accelerated construction of global data centers, demand for high-speed optical transceivers and broadband and wireless access equipment remains robust. As a global leading provider of integrated optical and wireless connectivity devices, the Company intend to seize the opportunities presented by industry development and technology iteration by continuously consolidating its sustainable development and accelerating the implementation of its globalization strategy.

Coupled with the expected explosive growth in the Group's customer demand in 2027 and onwards, as well as the fact that the growth in the Company's orders on hand outpaces that of its production capacity, the Company estimates that it will be necessary to deploy more investment to accelerate the expansion of its production capacity (in particular, the production capacity related to photonics products), so that it will have sufficient production capacity to secure customer orders for its products and to meet customers' delivery requirements. The Company also intends to continuously make strategic investments in selected upstream enterprises, promote their business development and expand their production capacity, which in turn will enhance the Group's ability to obtain a stable supply of core materials and thus optimize its overall production and delivery capability.

In light of the aforementioned industry background and the strategic planning of the Company, as well as the proceeds from the Global Offering that have been allocated for the expansion of the production capacity of photonics products and strategic investments have been fully utilized, the Directors, after prudent evaluation, believe that the Placing and the issue of the Bonds will effectively replenish the capital reserve of the Company for the relevant purposes, optimize the shareholding structure and further enhance the Company's positioning in the global capital markets. The proceeds will be applied as disclosed in the paragraph headed "Use of Proceeds" below. Such application of proceeds is expected to provide key financial support for the sustainable development of the Group and the implementation of its globalization strategy, so as to consolidate its core competitive advantages in the global market.

Meanwhile, the terms of the Placing Agreement, the Subscription Agreement and the Bonds are fair and reasonable in all material respects and are in line with current market conditions. In light of the above, the Placing and the issue of the Bonds is in line with the overall development strategy of the Company and is also in the overall best interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS

Assuming all the Placing Shares are fully placed, the gross proceeds and net proceeds (after deducting the estimated expenses) from the Placing are expected to be HK\$1,939.78 million and HK\$1,929.84 million, respectively. On such basis, the net issue price will be approximately HK\$104.62 per Placing Share.

Subject to completion of the issue of the Bonds, the gross proceeds from the Subscription of the Bonds will be approximately HK\$4,635.37 million, and the net proceeds from the Subscription of the Bonds, after deducting the estimated expenses payable in connection with the issue of the Bonds will be approximately HK\$4,605.52 million.

After taking into account of the industry background and the strategic planning of the Company, the Company intends to use the aggregate net proceeds from the Placing and the issuance of the Bonds as set out below:

(a) Approximately 55% of the total proceeds would be used for enhancing the production capacity of photonics products

In addition to the proceeds from the Global Offering that have been fully utilized, the Company expects to require further proceeds to replenish its investments for production capacity expansion related to photonics products. The Company intends to expand its production capacity of high-speed photonics products by at least 10 million units per annum by the end of 2027, on top of its existing production capacity, to meet the expected customer demand for 800G, 1.6T and NPO products. The Company also plans to further

enhance the level of automation of its existing production facilities to improve production efficiency. In addition, the Company expects to further increase its packaging and testing capacity for upstream lasers and silicon photonics chips to support the supply capability of its photonics products.

In view of its globalization strategies, the expanded photonics products production capacity will be distributed across the PRC (Jiashan production base), Malaysia, Mexico and the United States in accordance with the Group's business plan, and may be adjusted based on customer demand and market conditions.

Proceeds allocated for such purpose will be primarily used for the procurement and installation of production machinery and equipment, and raw materials in connection with production capacity expansion, the upgrading and renovation of existing and new production facilities to accommodate the increased production capacity, and ongoing related capital expenditure.

(b) Approximately 30% of the total proceeds would be used for strategic investments in selected upstream enterprises

In addition to the proceeds from the Global Offering that have been fully utilized, the Company intends to allocate further proceeds to strengthen its supply chain synergistic strategies. Over the past year, the Company has, through equity investments in a number of upstream enterprises and/or ancillary fixed asset investments, promoted their business development and expanded their production capacity, which in turn enhanced the Group's ability to obtain a stable supply of core materials and thus, optimized its overall production and delivery capability. Having considered the synergistic benefits brought about by strategic investments to the Group's business development and results of operations, the Company expects to continue to promote industrial synergies with upstream suppliers of core components, such as lasers and silicon photonics chips, through strategic investments including capital injections, fixed asset investments or other means, so as to support their capacity expansion, ensure that their capacity meets the Group's future delivery requirements, effectively shorten delivery lead times and enhance product performance. The relevant plans are expected to strengthen the confidence of key customers and the market in the Company's delivery capability, and to facilitate the full utilization of the Company's expanded production capacity.

Save for the investment projects that have already been disclosed or completed, as of the date of this announcement, the Company has not made any decision or entered into any agreement in respect of any new capital injection or investment. Nevertheless, the Company has been actively evaluating ways to enhance the delivery capability of core materials and core processes through investments and other industrial synergies, and will, in light of its business needs, negotiate with potential target enterprises to deepen capital and business cooperation.

(c) Approximately 15% of the total proceeds would be used for general corporate purposes and to supplement the Group's working capital

The remaining proceeds will be used for general corporate purposes and to supplement the Group's working capital.

The summary of the abovementioned uses of the net proceeds of the Placing and the Bonds is set out as follows:

Intended use of proceeds	Approximate percentage of total net proceeds	Allocation of net proceeds (HKD' million)	Intended timetable for use of the net proceeds
Enhancing the production capacity of photonics products	55%	3,594.45	By mid-2028
Strategic investments in selected upstream enterprises	30%	1,960.61	By the end of 2027
General corporate purposes and to supplement the Group's working capital	<u>15%</u>	<u>980.30</u>	By the end of 2027
Total	<u>100%</u>	<u>6,535.36</u>	

INFORMATION OF THE COMPANY

The Company is a joint stock company incorporated in the PRC with limited liability, mainly engaged in the research, development, production, and sales of terminal equipment for communication connections (covering telecommunication broadband, wireless networks and small cells, edge computing, and industrial internet products) and high-speed optical transceiver products in the fields of telecommunications, digital communications, enterprise networks and home networks. The A Shares of the Company are listed on the Shanghai Stock Exchange (stock code: 603083) and the H Shares of the Company are listed on the Hong Kong Stock Exchange (stock code: 6166).

The Closing of the Placing is subject to the Placing Agreement not being terminated, and the satisfaction (or waiver) of a number of conditions under the Placing Agreement. Accordingly, the Placing may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

Completion of the Subscription Agreement is subject to the satisfaction and/or waiver of the conditions precedent therein. In addition, the Subscription Agreement may be terminated in certain circumstances.

As the transactions envisaged under the Subscription Agreement may or may not be completed, the Bonds may or may not be issued or listed and/or the Conversion Shares may or may not be issued or listed, Shareholders and investors are advised to exercise caution when dealing in the securities of the Company.

4. DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

“2024 Share Option Incentive Scheme”	the 2024 share option incentive scheme adopted by the Company on August 26, 2024
“2025 AGM”	the annual general meeting of the Company held on April 28, 2026
“A Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are traded in RMB and listed on the Shanghai Stock Exchange

“Agency Agreement”	the paying, conversion and transfer agency agreement in respect of the Bonds to be entered into between the Company, the Trustee, Citibank, N.A., London Branch as principal paying agent, principal conversion agent and principal transfer agent and Citicorp International Limited as registrar and the other paying agents, transfer agents and conversion agents appointed thereunder on or around the Issue Date
“Board”	the board of Directors of the Company
“Bond Closing Date” or “Issue Date”	the date on which the Bonds are issued, which is expected to be on or around October 14, 2026
“Bondholder(s)”	holder(s) of the Bond(s) from time to time
“Bonds”	RMB3,960,000,000 in aggregate principal amount of U.S. dollar settled zero coupon convertible bonds due 2027, convertible at the option of the holder thereof into fully paid ordinary H Shares and to be listed on the Vienna MTF operated by the Vienna Stock Exchange
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Closing of the Placing”	the closing of the Placing in accordance with the terms and conditions set out in the Placing Agreement
“Company”	CIG SHANGHAI CO., LTD. (上海劍橋科技股份有限公司), a joint stock company incorporated in the PRC with limited liability, the A Shares of which are listed on the Shanghai Stock Exchange (stock code: 603083) and the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 6166)
“Conversion Price”	the price per Conversion Share (subject to adjustments) at which the Bonds may be converted into the H Shares which will initially be HK\$128.82 per H Share
“Conversion Right”	the right of a Bondholder to convert any Bond into H Shares
“Conversion Share(s)”	the H Share(s) to be issued upon conversion of the Bonds pursuant to the Trust Deed and the Terms and Conditions
“CSRC”	the China Securities Regulatory Commission

“CSRC Filings”	the CSRC Filing Report (including any amendments, supplements and/or modifications thereof) and any relevant supporting materials to be filed with the CSRC in connection with the Placing and the offering of the Bonds
“CSRC Filing Report(s)”	the filing report in relation to the Placing and the offering of the Bonds, to be submitted by the Company to the CSRC within three PRC business days after the Placing Closing Date and the Issue Date, respectively, pursuant to the Articles 13 and 16 of CSRC Filing Rules
“CSRC Filing Rules”	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法) and supporting guidelines issued by the CSRC (effective from March 31, 2023), as amended, supplemented or otherwise modified from time to time
“Delisting”	when the H Shares cease to be listed or admitted to trading on the Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted by the special resolutions passed at the 2025 AGM, under which the Board may allot, issue and deal with new H Shares up to 20% of the total number of issued Shares (excluding the Treasury Shares) as of the date of the passing of the resolution at the 2025 AGM
“Global Offering”	the global offering and listing of the Company’s H Shares on the Main Board of the Hong Kong Stock Exchange on October 28, 2025
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
“H Share Stock Exchange Business Day”	means any day (other than a Saturday or Sunday) on which the Hong Kong Stock Exchange or the alternative stock exchange (as the case may be) is open for the business of dealing in securities
“H Share Suspension in Trading”	suspension in trading of the H Shares for a period of 30 consecutive H Share Stock Exchange Business Days

“HK\$”, “HK dollars” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Independent Third Party(ies)”	third party(ies) which are not connected persons (as defined in the Listing Rules) of the Company
“Joint Lead Managers”	including Guotai Junan Securities (Hong Kong) Limited, Merrill Lynch (Asia Pacific) Limited and Citigroup Global Markets Limited
“Joint Placing Agents” or “Managers”	including Guotai Junan Securities (Hong Kong) Limited, Merrill Lynch (Asia Pacific) Limited, Citigroup Global Markets Limited and Open Securities Limited
“Last Trading Day”	October 7, 2026, being the last trading day prior to the signing of the Placing Agreement and the Subscription Agreement
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Maturity Date”	the date on October 12, 2027
“Placees”	professional, institutional, or other investors, and who and whose ultimate beneficial owners shall be Independent Third Parties, and whom the Joint Placing Agents have procured to subscribe for the Placing Shares
“Placing”	the placing of the Placing Shares by or on behalf of the Joint Placing Agents on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agreement”	the placing agreement entered into between the Company and the Joint Placing Agents dated October 8, 2026 in relation to the Placing under the General Mandate
“Placing Closing Date”	the date on which completion of the Placing takes place
“Placing Price”	HK\$105.16 per Placing Share

“Placing Share(s)”	18,446,000 new H Shares to be allotted and issued pursuant to the terms and subject to the conditions of the Placing Agreement which will rank <i>pari passu</i> in all respects with the H Shares in issue and together with all rights attaching thereto as of the date of issue of the Placing Shares
“PRC”	the People’s Republic of China
“Previous Placing Announcement”	the announcement of the Company dated May 28, 2026 in relation to the placing of 15,600,000 H Shares under the General Mandate
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	the ordinary share(s) in the share capital of the Company, comprising the A Shares and the H Shares
“Shareholder(s)”	the holder(s) of the Shares
“Subscription”	the issue and subscription of the Bonds pursuant to the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated October 8, 2026 entered into between the Company and the Managers in connection with the issue and subscription of the Bonds
“Terms and Conditions”	the terms and conditions of the Bonds
“Treasury Share(s)”	has the meaning ascribed to it under the Listing Rules
“Trust Deed”	the trust deed constituting the Bonds to be entered into between the Company and the Trustee on or around the Issue Date
“Trustee”	Citicorp International Limited
“United States”	the United States of America
“US\$” or “USD”	U.S. dollar(s), the lawful currency of the United States

“0%”

per cent

By order of the Board
CIG SHANGHAI CO., LTD.

Mr. Gerald G Wong

*Chairman of the Board, Executive Director and General Manager
(Chief Executive Officer)*

Shanghai, the PRC, October 8, 2026

As of the date of this announcement, the Board of Directors of the Company comprises: (i) Mr. Gerald G Wong, Mr. Zhao Haibo, Mr. Zhao Hongwei and Mr. Zhang Jie as executive Directors; and (ii) Mr. Qin Guisen, Mr. Yao Minglong and Ms. Yuen Shuk Yee as independent non-executive Directors.