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

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

(Stock Code: 2276)

(1) PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION; AND
(2) PROPOSED APPOINTMENT OF DIRECTORS

This announcement is made by Shanghai Conant Optical Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(1) and Rule 13.51(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to (1) the proposed amendment to the articles of association of the Company (the “**Articles**”); and (2) the proposed appointment of directors of the Company (the “**Directors**”).

(1) PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

The board of Directors (the “**Board**”) hereby proposes to make certain amendment to the Articles (the “**Proposed Amendment of Articles**”) in view of the Company’s business administration needs. The Proposed Amendment of Articles are as follows:

Original Article	Revised Article
<p data-bbox="236 236 395 268">Article 109</p> <p data-bbox="236 325 807 540">The board of directors shall consist of 7–9 directors, including not less than 3 independent non-executive directors and accounting for not less than one-third of the members of the board of directors.</p>	<p data-bbox="837 236 997 268">Article 109</p> <p data-bbox="837 325 1433 583">The board of directors shall consist of 7–9 <u>not more than 12</u> directors, including not less than 3 independent non-executive directors and accounting for not less than one-third of the members of the board of directors.</p>

Save as disclosed above, the content of the other articles of the Articles remain unchanged. The Proposed Amendment of Articles are subject to the consideration and approval (the “**Approval to Amend Articles**”) of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming 2025 second extraordinary general meeting (the “**EGM**”) of the Company.

(2) PROPOSED APPOINTMENT OF DIRECTORS

The Board is pleased to announce that, each of Ms. Cao Xue (“**Ms. Cao**”), Mr. Tian Kehan (“**Mr. Tian**”) and Mr. Jin Yiting (“**Mr. Jin**”) have been proposed by the Board to be appointed as an executive Director, a non-executive Director and an independent non-executive Director respectively in accordance with the Company Law of the People’s Republic of China (the “**PRC**” or “**China**”) and the Articles (the “**Proposed Appointment of Directors**”). The Proposed Appointment of Directors will be subject to (i) the Proposed Amendment to the Articles becoming effective; and (ii) the passing of ordinary resolution by the Shareholders at the EGM to approve each of the Proposed Appointment of Directors. Set out below are biographies of each of Ms. Cao, Mr. Tian and Mr. Jin pursuant to Rule 13.51(2) of the Listing Rules:

Executive Director

Ms. Cao Xue (曹雪)

Ms. Cao, aged 34, has over 10 years of experience in the resin spectacle lens industry. She has extensive knowledge about the business operations, corporate culture and matters concerning the corporate governance of the Company. Ms. Cao joined the Group in October 2013 and was responsible for the accounting and financial management of a subsidiary of the Company, Shanghai Conant Optics Co., Ltd. (“**Shanghai Conant Optics**”) until December 2015. She served as a financial supervisor of Shanghai Conant Optics from January 2016 to December 2020 and was

appointed as the manager of overseas asset management department of Shanghai Conant Optics in January 2021. She has been appointed as one of the joint company secretaries of the Company with effect from the date of listing on the Stock Exchange. Ms. Cao was appointed as the secretary of the Board on 22 February 2021. She has also served as a director of Asahi Holdings since May 2017 and a director of Asahi Optical since April 2021. Ms. Cao obtained a bachelor's degree in literature majoring in Japanese from Tongji University (同濟大學) in July 2013. She obtained a master's degree of Corporate Governance from Hong Kong Metropolitan University (香港都會大學) in September 2023, and has become a member of The Hong Kong Chartered Governance Institute and the Chartered Governance Institute in January 2024. She also possesses the qualifications of Chartered Governance Professional and Chartered Secretary.

As at the date of this announcement, Ms. Cao had no interest in any share of the Company (the “**Share(s)**”).

Subject to the Approval to Amend Articles and the approval by the Shareholders of the appointment of Ms. Cao at the EGM, she will enter into a service contract with the Company for a term of service commencing on the date of passing of the relevant resolution at the EGM until the end of the term of the second session of the Board, and will be subject to retirement and re-election at the general meetings of the Company in accordance with the Articles. Ms. Cao will be entitled to nil emolument in relation to her appointment.

Non-executive Director

Mr. Tian Kehan (田克漢)

Mr. Tian, aged 48, holds a bachelor degree and a master degree both in the department of precision instruments in Tsinghua University and a Ph.D. in optics from the Massachusetts Institute of Technology. He is an international renowned expert in the field of optoelectronics and has successively won the IBM Research Achievement Award, the IBM Master Inventor and the IBM Invention Achievement Award. He has published over 50 academic papers and over 120 authorized patents. He has joined Goertek Optical Technology Co., Ltd (which is an associated company of Goertek (Hong Kong) Co., Limited, a substantial shareholder of the Company) since 2023 and is currently the Chief Technology Officer there.

As at the date of this announcement, Mr. Tian had no interest in any Share.

Subject to the Approval to Amend Articles and the approval by the Shareholders of the appointment of Mr. Tian at the EGM, he will enter into a service contract with the Company for a term of service commencing on the date of passing of the relevant resolution at the EGM until the end of the term of the second session of the Board, and will be subject to retirement and re-election at the general meetings of the Company in accordance with the Articles. Mr. Tian will be entitled to nil emolument in relation to his appointment.

Independent non-executive Director

Mr. Jin Yiting (金益亭)

Mr. Jin, aged 47, is a qualified independent director recognised by the Shanghai Stock Exchange and a member of the PRC Bar. He joined AllBright Law Offices in January 2018 and has served as a senior partner since September 2022. Prior to that, Mr. Jin was a senior partner in Zhong Yin Law Firm (中銀律師事務所). He has served in the Company as an independent non-executive Director from 22 February 2021 and retired from the same on 20 February 2024 following the conclusion of the first extraordinary general meeting of 2024 held on 20 February 2024.

He obtained a Master of Laws majoring in international economic law from East China University of Political Science and Law (華東政法大學), in Shanghai, the PRC in June 2004, and further obtained an Executive Master of Business Administration degree from the Shanghai Advanced Institute of Finance of the Shanghai Jiao Tong University (上海交通大學上海高級金融學院) in Shanghai, the PRC in June 2019.

As at the date of this announcement, Mr. Jin had no interest in any Share.

Subject to the Approval to Amend Articles and the approval by the Shareholders of the appointment of Mr. Jin at the EGM, he will enter into a service contract with the Company for a term of service commencing on the date of passing of the relevant resolution at the EGM until the end of the term of the second session of the Board, and will be subject to retirement and re-election at the general meetings of the Company in accordance with the Articles. Mr. Jin will be entitled to receive a director fee of HK\$180,000 per annum upon the commencement of his appointment. Mr. Jin's remuneration was determined with reference to his qualification, experience, level of responsibilities undertaken and prevailing market conditions, subject to the review by the remuneration committee of the Company from time to time. Mr. Jin has confirmed his independence in accordance with Rule 3.13 of the Listing Rules.

Other matters

Save as disclosed, none of Ms. Cao, Mr. Tian and Mr. Jin (i) have held any other directorship in any public company the securities of which are listed on any securities market in the Hong Kong Special Administrative Region of the PRC (“**Hong Kong**”) or overseas during the last three years preceding the date of this announcement, or any other major appointment and/or professional qualification; (ii) have any relationship with any Director, Supervisor or senior management of the Company or substantial or controlling Shareholder; (iii) has any other position in any member of the Group; or (iv) have any other interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Each of Ms. Cao, Mr. Tian and Mr. Jin's appointment was recommended by the nomination committee of the Company after taking into account their respective previous work experience and their expected devotion to the Company in terms of time and effort. Taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge), the Board is satisfied that each of them is of such character, integrity and experience which commensurate with the office of a Director.

Save as disclosed, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the Proposed Appointment of Directors.

GENERAL INFORMATION

A circular containing, among others, details in respect of the Proposed Amendment of Articles and the Proposed Appointment of Directors, together with the notice of the EGM to be held on 28 February 2025 will be despatched to the Shareholders as soon as practicable.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Tuesday, 25 February 2025 to Friday, 28 February 2025 (both days inclusive). In order to attend and vote at the EGM, holders of H Shares of the Company whose transfer documents have not been registered shall deposit all transfer documents accompanied by the relevant share certificate(s) at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, No. 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 February 2025.

By order of the Board

Shanghai Conant Optical Co., Ltd.

上海康耐特光學科技集團股份有限公司

Fei Zhengxiang

Executive Director and Chairman of the Board

Hong Kong, 5 February 2025

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