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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Conant Optical Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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;
(2) PROPOSED APPOINTMENT OF DIRECTORS;
AND
(3) NOTICE OF THE 2025 SECOND EXTRAORDINARY
GENERAL MEETING**

A letter from the Board is set out on pages 3 to 8 of this circular.

The notice of the EGM is set out on page EGM-1 in this circular. The EGM will be held at Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, the PRC, at 10 a.m. on Friday, 28 February 2025.

A form of proxy for the EGM is enclosed with this circular. If you wish to appoint a proxy to attend the EGM, you must complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to us not less than 24 hours before the time appointed for the EGM or any adjournment thereof (i.e. before 10 a.m. on Thursday, 27 February 2025). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

13 February 2025

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DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Company”	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 PRC with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2276)
“Company Law”	the company law of the PRC
“Director(s)”	directors of the Company
“EGM”	the second extraordinary general meeting of 2025 of the Company to be held at the Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, PRC on Friday, 28 February 2025 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“Group”	the Company and its subsidiaries
“H Share(s)” or “Share(s)”	overseas-listed foreign invested ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which is/are listed on the Stock Exchange and traded in HK\$
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	10 February 2025, being the latest date for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Mr. Jin”	Mr. Jin Yiting (金益亭), a proposed independent non-executive Director

DEFINITIONS

“Mr. Tian”	Mr. Tian Kehan (田克漢), a proposed non-executive Director
“Ms. Cao”	Ms. Cao Xue (曹雪), a proposed executive Director and the existing joint company secretary of the Company
“PRC”	the People’s Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

In this circular, the English names of certain PRC entities are translation or transliteration of their Chinese names, and are included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

LETTER FROM THE BOARD



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)

Executive Directors

Mr. Fei Zhengxiang (*Chairperson*)
Mr. Zheng Yuhong
Mr. Xia Guoping
Mr. Chen Junhua
Mr. Wang Chuanbao

Registered Office and Headquarters:

4th Floor, Building 35
No. 1-42 Lane 83 Hongxiang North Road
Lin-gang Special Area
China (Shanghai) Pilot Free Trade Zone
China

Non-executive Directors:

Ms. Zhao Xiaoyun

Principal Place of Business in Hong Kong:

Rooms 1901A, 1902 & 1902A, 19/F.
New World Tower I
16-18 Queen's Road Central
Central, Hong Kong

Independent Non-executive Directors:

Dr. Xiao Fei
Mr. Chen Yi
Dr. Wu Ying

13 February 2025

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION;
(2) PROPOSED APPOINTMENT OF DIRECTORS;
AND
(3) NOTICE OF THE 2025 SECOND EXTRAORDINARY
GENERAL MEETING**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 5 February 2025 in relation to, among other things, the proposed amendments of Articles (the "**Proposed Amendment of Articles**") and the proposed appointment of Directors (the "**Proposed Appointment of Directors**"). The purpose of this circular is to give you information about, among other things, the Proposed Amendment of Articles and the Proposed Appointment of Directors, to allow you to make an informed decision on voting in respect of the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

II. PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

The Board hereby proposes to make certain amendment to the Articles in view of the Company's business administration needs. The Proposed Amendment of Articles is as follows:

Original Article	Revised Article
Article 109 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.	Article 109 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.

Save as disclosed above, the contents 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 by way of a special resolution at the EGM.

III. PROPOSED APPOINTMENT OF DIRECTORS

The Board is pleased to announce that, each of Ms. Cao, Mr. Tian and 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 of the Company respectively in accordance with the Company Law and the Articles. The Proposed Appointment of Directors will be subject to (i) the Proposed Amendments of 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. Pursuant to Rule 13.51(2) of the Listing Rules, set out below are biographies of each of Ms. Cao, Mr. Tian and Mr. Jin:

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

LETTER FROM THE BOARD

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 Latest Practicable Date, Ms. Cao had no interest in any Shares.

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 Highest Research Achievement Award, the IBM Invention Master 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) in 2023 and is currently working as the Chief Technology Officer there.

As at the Latest Practicable Date, 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.

LETTER FROM THE BOARD

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 Latest Practicable Date, 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 or overseas during the last three years preceding the Latest Practicable Date, 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 SFO.

LETTER FROM THE BOARD

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.

IV. EGM

A notice convening the EGM to be held at Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, the PRC at 10 a.m. on Friday, 28 February 2025 is set out on page EGM-1 of this circular.

A form of proxy for the EGM is enclosed with this circular and is available on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.conantoptical.com). Shareholders who wish to appoint proxies to attend the EGM are requested to complete and return the form of proxy to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 10 a.m. on Thursday, 27 February 2025. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish at that time.

The proposed resolution regarding the Proposed Amendment of Articles is subject to the approval by way of a special resolution at the EGM pursuant to the laws of the PRC and Article 84 of the Articles. The proposed resolutions regarding the Proposed Appointment Directors are subject to the approval by way of ordinary resolutions at the EGM pursuant to the laws of the PRC and Article 83 of the Articles.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolutions to be proposed at the EGM.

V. RECOMMENDATION

The Board considers that the proposed resolutions set out in the notice of the EGM for consideration and approval by the Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends Shareholders to vote in favor of all the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that the information contained in this circular, to the best of their knowledge and belief, is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

NOTICE OF THE EGM



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)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Shanghai Conant Optical Co., Ltd. (the “Company”) will be held at Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, the PRC at 10 a.m. on Friday, 28 February 2025 for considering and, if thought fit, adopting the following resolutions:

SPECIAL RESOLUTION

1. To approve the proposed amendment to the Articles of Association;

ORDINARY RESOLUTIONS

2. Subject to the passing of Resolution No.1, to approve Ms. Cao Xue (曹雪) as an executive Director with effect from the date of passing of this resolution until the end of the term of the second session of the Board;
3. Subject to the passing of Resolution No.1, to approve Mr. Tian Kehan (田克漢) as a non-executive Director with effect from the date of passing of this resolution until the end of the term of the second session of the Board; and
4. Subject to the passing of Resolution No.1, to approve Mr. Jin Yiting (金益亭) as an independent non-executive Director with effect from the date of passing of this resolution until the end of the term of the second session of the Board.

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, 13 February 2025

NOTICE OF THE EGM

Notes:

- (A) Details of the above resolutions are set out in the circular of the Company dated 13 February 2025 (the “Circular”). Unless otherwise defined in this notice, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.
- (B) As disclosed in the announcement of the Company dated 5 February 2025, the register of members of the Company will be closed from Tuesday, 25 February 2025 to Friday, 28 February 2025 (both days inclusive) for determining the entitlement of Shareholders to attend and vote at the EGM, during which period no transfers of Shares will be registered. To be eligible to attend and vote at the EGM, all completed transfer documents together with the relevant Share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 24 February 2025. All Shareholders whose names appear on the register of members of the Company on Friday, 28 February 2025 are entitled to attend and vote at the EGM.
- (C) A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his/her/its stead. The proxy need not be a member of the Company but must attend the EGM in person to represent the relevant Shareholder. The instrument appointing a proxy must be in writing under the hand of the Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorised attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarized. In order to be valid, the form of proxy together with the notarized power of attorney or other authorisation documents (if any) must be deposited at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 10 a.m. on Thursday, 27 February 2025 or 24 hours before any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish at that time.
- (D) A shareholder or his/her proxy should produce proof of identity when attending the EGM. For corporate holder, the person authorised by its board of directors or other governing body shall produce a copy of the authorisation documents of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (E) Pursuant to Rule 13.39(4) of the Listing Rules, subject to certain exceptions, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, voting on the resolutions contained in this notice of the EGM will be conducted by poll.
- (F) The EGM is expected to last for half a day. Shareholders or their proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.

As at the date of this notice, 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.