THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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 and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the 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 People's Republic of China with limited liability)
(Stock Code: 2276)

PROPOSED REGISTRATION AND ISSUANCE OF MEDIUM TERM NOTES IN THE PRC AND NOTICE OF THE 2026 THIRD EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the EGM of the Company to be held at the Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Wednesday, 26 August 2026 is set out on pages EGM-1 to EGM-3 of this circular.

A form of proxy for use at the EGM is enclosed with this circular and is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.conantoptical.com). If you intend to appoint a proxy to attend and vote at the EGM, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

10 August 2026

CONTENTS

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

"Articles of Association"	the articles of association of the Company, as amended 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 H Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2276)
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened and held at 10:00 a.m. on Wednesday, 26 August 2026 at the Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, the PRC, or any adjournment thereof, notice of which is set out on pages EGM-1 to EGM-3 of this circular
"General Mandate"	the general mandate proposed to be granted to the Board or any two Directors to deal with all matters in relation to the registration and issuance of the Medium Term Notes, as more particularly described in the section headed "Proposed Registration and Issuance of Medium Term Notes" in the Letter from the Board
"Group"	the Company and its subsidiaries
"H Share(s)"	the overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company, which are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	7 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Medium Term Notes"	the science and technology innovation Medium Term Notes (科技創新債券) proposed to be registered and issued by the Company in the national inter-bank bond market in the PRC
"NAFMII"	the National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會)
"PRC" or "China"	the People's Republic of China, which for the purpose of this circular excludes Hong Kong, the Macao Special Administrative Region and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	holder(s) of the Share(s)
"Share(s)"	ordinary share(s) of RMB1.00 each in the share capital of the Company, being, as at the Latest Practicable Date, all H Shares
"%"	per cent

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)
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Executive Directors:
Mr. Fei Zhengxiang *(Chairman)*
Mr. Zheng Yuhong
Mr. Xia Guoping
Mr. Chen Junhua
Mr. Wang Chuanbao
Ms. Cao Xue

Non-executive Directors:
Ms. Zhao Xiaoyun
Mr. Tian Kehan

Independent Non-executive Directors:
Dr. Xiao Fei
Mr. Chen Yi
Dr. Wu Ying
Mr. Jin Yiting

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

Principal Place of Business in Hong Kong:
Room 1901A, 1902 & 1902A, 19/F, Tower 1
New World Tower, No. 16-18 Queen's Road
Central
Hong Kong

10 August 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED REGISTRATION AND ISSUANCE OF MEDIUM TERM NOTES IN THE PRC AND NOTICE OF 2026 THIRD EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with, among other things, (i) further details of the proposed registration and issuance of the Medium Term Notes in the PRC; and (ii) the notice of the EGM, so as to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM.

References are made to the Announcement in relation to, among other things, the proposed registration and issuance of Medium Term Notes.

2. PROPOSED REGISTRATION AND ISSUANCE OF MEDIUM TERM NOTES

In order to broaden the financing channels of the Company, optimise its debt structure and support its research and development and science and technology innovation activities, the Board has resolved to propose the registration and issuance of the Science and Technology Innovation Medium Term Notes in the national inter-bank bond market in the PRC (Science and Technology Innovation Bonds).

The Medium Term Notes are debt financing instruments issued by non-financial enterprises with legal personality on the interbank bond market, which provide for the repayment of principal and interest within a specified period. The Medium Term Notes (Science and Technology Innovation Bonds) that the Company intends to issue and register are planned to be used to support development in the field of science and technology innovation.

PRINCIPAL TERMS OF THE MEDIUM TERM NOTES:

Issuer	:	The Company
Type	:	Medium Term Notes
Authorised Capital	:	Not exceeding RMB500 million
Initial Issue Size	:	Not exceeding RMB300 million
Face Value and Issue Price of the Initial Issuance	:	Each note with a face value of RMB100
Maturity Period of the Initial Issuance	:	Not exceeding 5 years
Method of underwriting	:	The Medium Term Notes shall be underwritten by the underwriter by way of stand-by commitment
Issue Target	:	The national inter-bank bond market in the PRC
Guarantee	:	Unsecured
Use of proceeds	:	The proceeds from the registration and issuance of the Medium Term Notes are intended to be used specifically for the construction of the Company's science and technology innovation projects, research and development investment, industrial mergers and acquisitions, and the replenishment of working capital.

The initial issue rate for this issuance and registration of the Medium Term Notes will be determined through a book-building process followed by a centralised allocation. The bookrunner will determine the book-building interest rate range by taking into account, on a comprehensive basis, the yields of financial bonds with the same maturity and credit rating in the interbank market at the time of book-building, market liquidity, and the supply and demand conditions for this issuance and registration of the Medium Term Notes. The aforementioned initial issue rate range is merely a reference range calculated based on market conditions at the time of the announcement and does not represent the final issue rate for this issue. The final issue rate for this issuance and registration of the Medium Term Notes will be determined through consultation between the Company and the bookrunner based on the subscription results from the book-building process, and shall be subject to the rate set out in the subsequent issuance announcement.

The proposed registration and issuance of the Medium Term Notes in the PRC is subject to the approval of the Shareholders by way of special resolution at the EGM and is also conditional upon the Company obtaining the notice of acceptance of registration and all other necessary approvals from NAFMII. The notice of acceptance of registration to be issued by NAFMII is expected to be valid for a period of two (2) years.

The Board proposes that the approval of the Shareholders be sought for the registration and issuance of the Medium Term Notes in the PRC and that the General Mandate be granted to the Board or any two Directors to deal with all matters in relation to the registration and issuance of the Medium Term Notes for a period commencing from the date of the approval at the EGM and covering the validity period of the registration (being the two (2)-year validity period of the notice of acceptance of registration to be issued by NAFMII). The Board or any two Directors may further delegate the General Mandate to the management of the Company. With the General Mandate, the Board or any two Directors (or, where so delegated, the management of the Company) shall deal with all related matters, including but not limited to the following:

1. to decide the terms of the issuance of the Medium Term Notes, including but not limited to the type, the amount, the term, the number of tranches for the issuance, the timing of the issuance and the method of the issuance, and to determine the interest rate based on the prevailing market conditions at the time of the issuance;

2. to select and engage qualified professional intermediaries, including but not limited to selecting and engaging the underwriting institution(s), the credit rating institution(s) and the legal counsel(s);

3. to undergo all necessary negotiations, and to amend and execute all relevant agreements and other necessary documents (including but not limited to the registration report, the offering document, the underwriting agreement, and all announcements and documents for necessary disclosure of the Medium Term Notes);

4. to apply for all necessary approvals and make all necessary filings and registrations in connection with the issuance of the Medium Term Notes, including but not limited to submitting the application for registration to the relevant authorities in the PRC in relation to the issuance of the Medium Term Notes and making necessary amendments to the proposal on the issuance of the Medium Term Notes in response to any request from the relevant authorities in the PRC;

5. to make appropriate adjustments to the matters in relation to the registration and issuance of the Medium Term Notes in accordance with the views of the regulatory authorities (except for matters relating to the relevant laws, regulations and the Articles of Association, which shall be subject to a re-vote of the Shareholders at the general meeting) in the event of any change in the laws, regulations and policies of the regulatory authorities on the registration and issuance of the Medium Term Notes or any change in market conditions; and

6. to take all necessary actions and deal with or make decisions on all matters relevant to the issuance of the Medium Term Notes.

The Board believes that the registration and issuance of the Medium Term Notes will enable the Company to benefit from the policy support for science and technology innovation financing, broaden its financing channels, replenish its medium- to long-term funding, lengthen its debt maturity profile and reduce its overall financing costs, thereby supporting its research and development and science and technology innovation activities. The Board considers that the proposed registration and issuance of the Medium Term Notes is in the interest of the Company and its Shareholders as a whole.

3. THE EGM

The EGM will be convened and held at the Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Wednesday, 26 August 2026 for the Shareholders to consider and, if thought fit, approve the special resolution in relation to the proposed registration and issuance of the Medium Term Notes. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, the H Share register of members of the Company will be closed from Friday, 21 August 2026 to Wednesday, 26 August 2026 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the H Share register of members of the Company on Wednesday, 26 August 2026 are entitled to attend and vote at the EGM. In order to be entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, 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 Thursday, 20 August 2026.

A form of proxy and a notice of attendance for use at the EGM are enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon, and in any event not less than 24 hours before the time fixed for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. As at the Latest Practicable Date, none of the Shareholders is required to abstain from voting on the proposed resolutions at the EGM to the best knowledge, information and belief of the Directors after having made all reasonable enquiries.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the EGM will be taken by poll. The Company will announce the results of the poll in the manner prescribed under the Listing Rules after the EGM.

4. DIRECTOR'S RECOMMENDATION

The Directors are of the view that the proposed registration and issuance of the Medium Term Notes and the grant of the General Mandate are in the interest of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution to be proposed at the EGM as set out in the notice of the EGM.

5. 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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.

Yours faithfully,
By order of the Board
Shanghai Conant Optical Co., Ltd.
Fei Zhengxiang
Chairman and Executive Director

Shanghai Conant Optical Co., Ltd.
上海康耐特光學科技集團股份有限公司
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NOTICE OF 2026 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 third extraordinary general meeting (the "**EGM**") of Shanghai Conant Optical Co., Ltd. (the "**Company**") will be held at the Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Wednesday, 26 August 2026 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

1. "**THAT**:

   (a) the registration and issuance by the Company of Medium Term Notes (科技創新債券) in the national inter-bank bond market in the PRC with an authorised and registered capital of no more than RMB500 million, where the principal amount of the initial issue does not exceed RMB300 million and the term of the initial issue is between 3 and 5 years (the "**Medium Term Notes**"), on the terms and conditions set out in the circular of the Company dated 10 August 2026 (the "**Circular**"), a copy of the underwriting agreement has been produced to the EGM marked "A" and signed by the chairman of the EGM for the purpose of identification, be and is hereby approved;

   (b) a general mandate be and is hereby granted to the Board or any two Directors to deal with, on behalf of the Company, all matters in relation to the registration and issuance of the Medium Term Notes for a period commencing from the date on which this resolution is passed and covering the validity period of the registration (being the two (2)-year validity period of the notice of acceptance of registration to be issued by NAFMII), with power to the Board or any two Directors to further delegate such authority to the management of the Company, including but not limited to:

      (i) deciding the terms of the issuance of the Medium Term Notes, including but not limited to the type, the amount, the term, the number of tranches for the issuance, the timing of the issuance and the method of the issuance, and determining the interest rate based on the prevailing market conditions at the time of the issuance;

(ii) selecting and engaging qualified professional intermediaries, including but not limited to the underwriting institution(s), the credit rating institution(s) and the legal counsel(s);

(iii) undergoing all necessary negotiations, and amending and executing all relevant agreements and other necessary documents (including but not limited to the registration report, the offering document, the underwriting agreement, and all announcements and documents for necessary disclosure of the Medium Term Notes);

(iv) applying for all necessary approvals and making all necessary filings and registrations in connection with the issuance of the Medium Term Notes, including but not limited to submitting the application for registration to the relevant authorities in the PRC and making necessary amendments to the proposal in response to any request from the relevant authorities in the PRC;

(v) making appropriate adjustments to the matters in relation to the registration and issuance of the Medium Term Notes in accordance with the views of the regulatory authorities (except for matters relating to the relevant laws, regulations and the Articles of Association, which shall be subject to a re-vote of the Shareholders at the general meeting) in the event of any change in the applicable laws, regulations and policies or any change in market conditions; and

(vi) taking all necessary actions and dealing with or making decisions on all matters relevant to the issuance of the Medium Term Notes.

(c) the Board or any two Directors be and is/are hereby authorised to do all such acts and things, to sign and execute all such documents and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the registration and issuance of the Medium Term Notes."

By order of the Board
Shanghai Conant Optical Co., Ltd.
Fei Zhengxiang
Chairman and Executive Director

Shanghai, 10 August 2026

Notes:

1. Details of the special resolution set out above are contained in the Circular. Terms defined in the Circular shall have the same meanings when used in this notice unless the context otherwise requires.

2. For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, the H Share register of members of the Company will be closed from Friday, 21 August 2026 to Wednesday, 26 August 2026 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the H Share register of members of the Company on Wednesday, 26 August 2026 are entitled to attend and vote at the EGM. In order to be so entitled, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, 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 Thursday, 20 August 2026.

3. Each Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies (whether or not a Shareholder) to attend and vote on his/her/its behalf. A proxy need not be a Shareholder.

4. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited （Address of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time fixed for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she/it so wish.

5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the relevant Share.

6. Pursuant to Rule 13.39(4) of the Listing Rules, the vote on the special resolution set out above will be taken by poll.

7. Shareholders attending the EGM in person or by proxy shall be responsible for their own transportation and accommodation expenses.