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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 a 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 transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)**

**ANNUAL REPORT FOR THE YEAR 2023**  
**REPORT OF THE DIRECTORS FOR THE YEAR 2023**  
**REPORT OF THE SUPERVISORS FOR THE YEAR 2023**  
**ANNUAL FINANCIAL REPORT FOR THE YEAR 2023**  
**RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2024**  
**DECLARATION OF FINAL DIVIDEND**  
**GENERAL MANDATE TO ISSUE SHARES**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Shanghai Conant Optical Co., Ltd. to be held at the Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, the PRC on Tuesday, 4 June 2024 at 10:00 a.m. is set out on pages AGM-1 to AGM-4 of this circular. A form of proxy for the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, and return them 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, as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof for such documents to be valid. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

26 April 2024

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at the Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, the PRC on Tuesday, 4 June 2024 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-4 of this circular
“Articles of Association”	the articles of association of the Company, currently in force
“Board”	the board of Directors of the Company
“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)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“General Mandate to Issue Shares”	a general mandate to be granted to the Board to allot, issue and deal with additional Shares which are not more than 20% of the number of existing issued Shares on the date of the passing of the relevant resolution, details of which are set out in the notice of the AGM
“Group”	collectively, the Company and its subsidiaries
“H Share(s)” or “Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and subscribed for and traded in HK dollars
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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
“PRC” or “China”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of our Company, member(s) of the supervisory committee of the Company
“%”	per cent

References to time and dates in this circular are to Hong Kong time and dates.

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  
Mr. Zheng Yuhong  
Mr. Xia Guoping  
Mr. Chen Junhua  
Mr. Wang Chuanbao

*Registered Office and Head Office:*

4th Floor, Building 25, 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:*

Room 1901A, 1902 & 1902A, 19/F  
Tower 1, New World Tower  
16-18 Queen's Road Central  
Hong Kong

*Independent Non-executive Directors:*

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

26 April 2024

*To the Shareholders*

Dear Sir or Madam,

**ANNUAL REPORT FOR THE YEAR 2023**  
**REPORT OF THE DIRECTORS FOR THE YEAR 2023**  
**REPORT OF THE SUPERVISORS FOR THE YEAR 2023**  
**ANNUAL FINANCIAL REPORT FOR THE YEAR 2023**  
**RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2024**  
**DECLARATION OF FINAL DIVIDEND**  
**GENERAL MANDATE TO ISSUE SHARES**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information about, among other matters, (i) the annual report for the year 2023; (ii) the report of the directors for the year 2023; (iii) the report of the supervisors for the year 2023; (iv) the annual financial report for the year 2023; (v) the re-appointment of external auditor for the year 2024; (vi) the declaration of final dividend; and (vii) the General Mandate to Issue Shares to allow you to make an informed decision on voting in respect of the resolutions to be proposed at the AGM.

## LETTER FROM THE BOARD

### 2. ANNUAL REPORT FOR THE YEAR 2023

An ordinary resolution will be proposed at the AGM to approve the annual report of the Company for the year ended 31 December 2023 (the “**2023 Annual Report**”). Please refer to the 2023 Annual Report which was published on both the websites of the Stock Exchange and the Company on 26 April 2024.

### 3. REPORT OF THE DIRECTORS FOR THE YEAR 2023

An ordinary resolution will be proposed at the AGM to approve the report of the Directors for the year ended 31 December 2023. The full text of the report of the Directors for the year ended 31 December 2023 is set out in the 2023 Annual Report, which was published on both the websites of the Stock Exchange and the Company on 26 April 2024.

### 4. REPORT OF THE SUPERVISORS FOR THE YEAR 2023

An ordinary resolution will be proposed at the AGM to approve the report of the Supervisors for the year ended 31 December 2023. The full text of the report of the Supervisors for the year ended 31 December 2023 is set out in the 2023 Annual Report, which was published on both the websites of the Stock Exchange and the Company on 26 April 2024.

### 5. ANNUAL FINANCIAL REPORT FOR THE YEAR 2023

An ordinary resolution will be proposed at the AGM to approve the consolidated financial statements of the Group and the report of the auditor of the Company for the year ended 31 December 2023. The full text of the consolidated financial statements of the Group and the report of the auditor of the Company for the year ended 31 December 2023 is set out in the 2023 Annual Report, which was published on both the websites of the Stock Exchange and the Company on 26 April 2024.

### 6. RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2024

An ordinary resolution will be proposed at the AGM to approve the re-appointment of Deloitte Touche Tohmatsu as the Company’s auditor for a term until the conclusion of the next annual general meeting of the Company and the authorization to the Board to determine the auditor’s remuneration.

### 7. DECLARATION OF FINAL DIVIDEND

The Board recommended the payment of a final dividend of RMB0.20 per Share (tax inclusive) for the year ended 31 December 2023, which is subject to the approval by the Shareholders at the AGM.

The final dividend, if approved by the Shareholders at the AGM, will be paid on or before Friday, 2 August 2024 to the Shareholders whose names appear on the register of members of the Company on Thursday, 20 June 2024.

## LETTER FROM THE BOARD

The register of members of the Company will be closed from Friday, 14 June 2024 to Thursday, 20 June 2024 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify for the payment of final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, 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, 13 June 2024.

A relevant ordinary resolution will be proposed at the AGM for Shareholders' consideration and approval.

### **8. GENERAL MANDATE TO ISSUE SHARES**

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, pursuant to the Listing Rules, approval is to be sought from the Shareholders for obtaining the General Mandate to Issue Shares to the Board to exercise the powers of the Company to allot, issue and deal with additional Shares which are not more than 20% of the number of the existing issued Shares at the date of the passing of the relevant resolution. As at the Latest Practicable Date, the Company had issued 426,600,000 Shares. Therefore, subject to the passing of the said special resolution and on the basis that no further Shares are issued after the Latest Practicable Date and up to the date of the AGM, a maximum of 85,320,000 Shares (representing 20% of the existing Shares) can be allotted, issued and/or dealt with by the Board pursuant to the general mandate to be granted by the Shareholders.

It is proposed at the AGM to authorize the Board to deal with matters relating to the change in the registered capital of the Company to reflect the number of Shares to be issued by the Company pursuant to this resolution, to make such appropriate and necessary amendments to the provisions of the Articles of Association relating to the shareholding structure and the registered capital (if applicable) after the issuance of Shares as they think fit and necessary, to fulfil relevant approval, registration and filing procedures pursuant to domestic and foreign legal requirements and to take any other action and complete any formality required to effect the issuance of Shares pursuant to this resolution.

The General Mandate to Issue Shares will expire upon the earliest of: (i) the conclusion of the next annual general meeting following the passing of this resolution; (ii) the date of expiration of 12 months from the date of the passing of the relevant resolution at the AGM; or (iii) the date on which the authority is revoked or varied by a special resolution of Shareholders at a general meeting.

As at the Latest Practicable Date, the Directors had no immediate plans to issue any new Shares pursuant to the General Mandate to Issue Shares.

A relevant resolution will be proposed at the AGM for Shareholders' consideration and approval as a special resolution.

## LETTER FROM THE BOARD

### 9. ANNUAL GENERAL MEETING

A notice convening the AGM to be held at the Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, the PRC on Tuesday, 4 June 2024 at 10:00 a.m. is set out on pages AGM-1 to AGM-4 of this circular.

A proxy form to be used at the AGM is also published on the website of the Stock Exchange. Shareholders who intend to appoint a proxy to attend the AGM shall complete, sign and return the proxy form in accordance with the instructions printed thereon.

If you intend to attend the AGM by proxy, you are requested to complete the enclosed form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, and return them 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, as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof in order for such documents to be valid. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

The register of members of the Company will be closed from Wednesday, 29 May 2024 to Tuesday, 4 June 2024 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, 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 Tuesday, 28 May 2024.

### 10. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 99 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of AGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.



## LETTER FROM THE BOARD

### 11. RECOMMENDATION

The Directors consider that the resolutions contained in the notice of the AGM are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### 12. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other matters the omission of which would make any statement herein misleading.

Yours faithfully

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 ANNUAL GENERAL MEETING



## 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) 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 on Tuesday, 4 June 2024 at 10:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To consider and if thought fit, approve the annual report of the Company for the year ended 31 December 2023.
2. To consider and if thought fit, approve the report of the board of directors (the “Board”) of the Company for the year ended 31 December 2023.
3. To consider and if thought fit, approve the report of the supervisory committee of the Company for the year ended 31 December 2023.
4. To consider and if thought fit, approve the consolidated financial statements of the Company and its subsidiaries and the report of the auditor of the Company for the year ended 31 December 2023.
5. To consider and if thought fit, approve the re-appointment of Deloitte Touche Tohmatsu as the auditor of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.
6. To consider and if thought fit, approve the payment of a final dividend for the year ended 31 December 2023 (“Final Dividend”) of RMB0.20 per share (tax inclusive).

## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL RESOLUTION

7. To consider and if thought fit, approve the proposal to grant the general mandate to issue shares to the Board:
  - (1) there being granted to the Board general mandate to issue, allot and deal with additional Shares, with the aggregate number of the Shares to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board not exceeding 20% of the issued share capital of the Company as at the date of the passing of this resolution;
  - (2) the Board be authorised to (including but not limited to the following):
    - (i) increase the registered capital of the Company in accordance with the issue of the Shares aforesaid, and attend to the relevant registration procedures with the relevant authorities in the People's Republic of China (the "PRC") and Hong Kong;
    - (ii) make appropriate amendments to the relevant provisions in articles of association of the Company (the "**Articles of Association**") in relation to the registered capital of the Company and any other articles that require corresponding amendments so as to reflect the change in the registered capital and shareholding structure of the Company as a result of the allotment or issue of new shares and to submit the relevant amendments to the Articles of Association to the relevant authorities of the PRC and Hong Kong for approval and record (as the case may be);
    - (iii) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares; and
    - (iv) the Board will only exercise its power under the above mandates in accordance with the Company Law of the PRC, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as may be amended from time to time) and other relevant laws and regulations of Hong Kong and the PRC, and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

## NOTICE OF ANNUAL GENERAL MEETING

(3) Authorisation period

The period of above general mandate shall not exceed the relevant period (the “**Relevant Period**”). The Relevant Period commences from the date of the passing of this authorisation proposal as the special resolution at the AGM ends at the earliest of:

- (i) the conclusion of the next annual general meeting;
- (ii) the date of expiration of 12 months from the date of the passing of the relevant resolution at the AGM; or
- (iii) the date on which the authority is revoked or varied by a special resolution of shareholders at a general meeting.

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, 26 April 2024

*Notes:*

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company. With respect to any shareholder who has appointed more than one proxy, such proxies may only exercise their voting rights in a poll.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) If you intend to attend the AGM by proxy, you are requested to complete the enclosed form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, and return them 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, as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof in order for such documents to be valid. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

## NOTICE OF ANNUAL GENERAL MEETING

- (iv) For the purpose of determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 29 May 2024 to Tuesday, 4 June 2024 (both days inclusive), during which period no transfer of Shares can be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, 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 Tuesday, 28 May 2024.
- (v) For the purpose of determining the entitlement of the shareholders to receive Final Dividend, the register of members of the Company will also be closed from Friday, 14 June 2024 to Thursday, 20 June 2024 (both days inclusive), during which period no share transfers can be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, 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, 13 June 2024.
- (vi) A shareholder or his/her proxy should produce proof of identity when attending the AGM. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the authorization documents of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (vii) Shareholders who attend the AGM shall bear their own travelling and accommodation expenses.
- (viii) Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:
  - (1) attend the AGM in person and vote at the AGM venue; or
  - (2) appoint chairman of the AGM or other persons as your proxy to vote on your behalf. Your proxy's authority and instruction will be revoked if you attend and vote in person at the AGM.
- (ix) References to time and dates in this notice are to Hong Kong time and dates.

*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.*