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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(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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 RE-ELECTION AND APPOINTMENT OF DIRECTORS;
(2) PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISORS;
AND
(3) NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

A notice convening the 2024 First EGM of Shanghai Conant Optical Co., Ltd. to be held at the Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, PRC on Tuesday, 20 February 2024 at 10:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for the 2024 First EGM is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (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 Shops 1712-1716, 17th Floor, Hopewell Centre, No. 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 2024 First EGM 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.

1 February 2024

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DEFINITIONS

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

“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
“Dr. Xiao”	Dr. Xiao Fei (肖斐), an existing independent non-executive Director
“Dr. Wu”	Dr. Wu Ying (吳瑩), a proposed independent non-executive Director
“2024 First EGM”	the first extraordinary general meeting of 2024 of the Company to be held at the Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, PRC on Tuesday, 20 February 2024 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages EGM-1 to EGM-3 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”	29 January 2024, being the latest date for ascertaining certain information in this circular

DEFINITIONS

“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. Chen JH”	Mr. Chen Junhua (陳俊華), an existing executive Director
“Mr. Chen Yi”	Mr. Chen Yi (陳一), an existing independent non-executive Director
“Mr. Fei”	Mr. Fei Zhengxiang (費錚翔), an existing executive Director
“Mr. Tang”	Mr. Tang Baohua (唐寶華), an existing employee representative Supervisor
“Mr. Wang”	Mr. Wang Chuanbao (王傳寶)
“Mr. Xia”	Mr. Xia Guoping (夏國平), an existing executive Director
“Mr. Xu	Mr. Xu Jingming (徐敬明), an existing non-employee representative Supervisor
“Mr. Zheng”	Mr. Zheng Yuhong (鄭育紅), an existing executive Director
“Ms. Li”	Ms. Li Yan (李艷), a proposed non-employee representative Supervisor
“Ms. Zhao”	Ms. Zhao Xiaoyun (趙曉雲), an existing non-executive Director
“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
“Prospectus”	the prospectus of the Company dated 30 November 2021
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor of the Company
“Supervisory Committee”	the supervisory committee of the Company
“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
Mr. Zheng Yuhong
Mr. Xia Guoping
Mr. Chen Junhua

Registered office and principal place

of business in the PRC:
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:

Dr. Takamatsu Ken
Ms. Zhao Xiaoyun

Principal place of business

in Hong Kong:
19/F, Prosperity Tower
No. 39 Queen's Road Central
Hong Kong

Independent Non-executive Directors:

Dr. Xiao Fei
Mr. Chen Yi
Mr. Jin Yiting

1 February 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS;
(2) PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISORS;
AND
(3) NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you information about, among other matters, (i) the proposed re-election and appointment of Directors; (ii) the proposed re-election and appointment of Shareholders' representative Supervisors; and (iii) notice of the 2024 First EGM, to allow you to make an informed decision on voting in respect of the resolutions to be proposed at the 2024 First EGM.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS

Reference is made to the announcement of the Company dated 29 January 2024 in relation to, among other things, the proposed re-election and appointment of Directors and Supervisors.

As the term of office of the members of the first session of the Board of the Company will soon expire, the following candidates have been proposed by the Board to be re-elected or appointed as members of the second session of the Board, in accordance with the Company Law and the Articles:

Executive Director

The Board proposed to re-elect each of Mr. Fei, Mr. Zheng, Mr. Xia, Mr. Chen JH and to appoint Mr. Wang as an executive Director of the second session of the Board. Each of the appointments of Mr. Fei, Mr. Zheng, Mr. Xia, Mr. Chen JH and Mr. Wang is subject to approval from the Shareholders at the 2024 First EGM.

Set out below are the biographies of each of Mr. Fei, Mr. Zheng, Mr. Xia, Mr. Chen JH and Mr. Wang:

Mr. Fei

Mr. Fei Zhengxiang (費錚翔), formerly named Fei Zengxiang (費增祥), aged 64, is the controlling Shareholder (as defined in the Listing Rules) and the founder of the Group. Mr. Fei was appointed as a director on 20 June 2018, and was redesignated as an executive Director on 22 February 2021. Mr. Fei was appointed as the general manager of the Company on 20 June 2018 and is primarily responsible for formulating the overall development strategies and overseeing the operation of the Group. Mr. Fei is also the executive director of Shanghai Conant Optics Co., Ltd.* (上海康耐特光學有限公司) (“**Shanghai Conant**”) (formerly known as Shanghai Conant Optics Sales Co., Ltd.* (上海康耐特光學銷售有限公司)), a limited liability company established in the PRC on 13 April 2011 and a wholly-owned subsidiary of the Company; Jiangsu Conant Optics Co., Ltd.* (江蘇康耐特光學有限公司), a wholly-owned subsidiary of the Company; and Jiangsu Asahi Optical Co., Ltd.* (江蘇朝日光學有限公司), an indirect wholly-owned subsidiary of our Company; the chairman of board of directors of Jiangsu Conant Optics Eyewear Co., Ltd.* (江蘇康耐特光學眼鏡有限公司) (“**Conant Eyewear**”), an indirect wholly-owned subsidiary of the Company; and a director of Asahi Lite Holdings Limited (朝日鏡片控股有限公司), a direct wholly-owned subsidiary of our Company; and Asahi Lite Optical Co., Ltd.* (株式会社アサヒオプティカル) (“**Asahi Optical**”), a stock company incorporated in Japan with limited liability on 12 December 1980.

LETTER FROM THE BOARD

Mr. Fei has over 27 years of experience in the eyewear industry. He founded Qitian Technology Group Co., Ltd. (旗天科技集團股份有限公司) (“**Qitian Technology**”) on 5 December 1996 which was listed on the SZSE (stock code: 300061) in March 2010. Mr. Fei acted as the chairman of board of directors of Qitian Technology from March 2008 to November 2019 and was re-designated as a director of Qitian Technology from November 2019 to May 2020. Since then, Mr. Fei served as a supervisor of Qitian Technology until August 2022.

He obtained a bachelor’s degree in chemistry from the department of chemistry of Zhejiang University (浙江大學, formerly known as Hangzhou University (杭州大學)) in Zhejiang province, the PRC in April 1982. Prior to joining the Group, Mr. Fei was a post-doctoral fellow at Emory University in Georgia, the United States from 1989 to 1991.

Mr. Fei was awarded as one of the 2010 Shanghai Leading Talents (2010年上海領軍人才) in December 2010 by the Organisational Department of the CPC Shanghai Municipal Committee and Shanghai Human Resources and Social Insurance Bureau. He is also the vice president of Shanghai Overseas Chinese Chamber of Commerce* (上海市僑商會) and a standing member of the Chinese People’s Political Consultative Conference of Pudong New Area, Shanghai.

For other details concerning Mr. Fei to be disclosed under Rule 13.51(2)(h) and (l) of the Listing Rules, please refer to the section headed “Directors, Supervisors and Senior Management” of the Prospectus.

As at the Latest Practicable Date, Mr. Fei was interested in 212,740,030 Shares, representing approximately 49.87% of the issued share capital of the Company.

Subject to the approval by the Shareholders of the appointment of Mr. Fei at the 2024 First 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 2024 First 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. Fei is not entitled to remuneration or bonus for his position as a director of the Company.

The Board also intended to elect Mr. Fei as the chairman of the Board upon his re-appointment being approved by the Shareholders at the 2024 First EGM.

LETTER FROM THE BOARD

Mr. Zheng

Mr. Zheng Yuhong (鄭育紅), aged 56, was first appointed as the executive Director on 22 February 2021. Mr. Zheng was appointed as a deputy general manager of the Company on 1 January 2019 and is primarily responsible for formulating the overall development strategies and overseeing the Shanghai operation of the Group. Mr. Zheng is also (i) the general manager of Shanghai Conant; and (ii) the general manager and a director of Conant Eyewear. Mr. Zheng acted as a director of Qitian Technology from April 2008 to November 2019 and as the deputy general manager of Qitian Technology from April 2008 to January 2019.

Mr. Zheng graduated with a Bachelor of Engineering degree majoring in lifting transportation and construction machinery from Wuhan University (武漢大學, formerly known as Wuhan University of Hydraulic and Electrical Engineering (武漢水利電力學院)) in Hubei province, the PRC in June 1990.

For details concerning Mr. Zheng to be disclosed under Rule 13.51(2)(1) of the Listing Rules, please refer to the section headed “Directors, Supervisors and Senior Management” of the Prospectus.

As at the Latest Practicable Date, Mr. Zheng had no interest in any Share.

Subject to the approval by the Shareholders of the appointment of Mr. Zheng at the 2024 First 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 2024 First 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. Zheng is not entitled to remuneration or bonus for his position as a director of the Company.

LETTER FROM THE BOARD

Mr. Xia

Mr. Xia Guoping (夏國平), aged 66, was first appointed as the executive Director on 22 February 2021. Mr. Xia was appointed as a deputy general manager of the Company on 1 January 2019 and is responsible for formulating the overall development strategies and overseeing the Jiangsu operation of the Group.

Mr. Xia worked at Qitian Technology as a director from September 2010 to January 2017, and as a deputy general manager from May 2010 to January 2019. He was responsible for the overall management of such company during the time.

Mr. Xia graduated with a bachelor's degree majoring in physics from the department of physics of Zhejiang University (浙江大學, formerly known as Hangzhou University (杭州大學)) in Zhejiang province, the PRC in January 1982. In May 2003, Mr. Xia obtained an Executive Master in Business Administration degree from Bircham International University in Madrid, Spain.

For details concerning Mr. Xia to be disclosed under Rule 13.51(2)(l) of the Listing Rules, please refer to the section headed "Directors, Supervisors and Senior Management" of the Prospectus.

As at the Latest Practicable Date, Mr. Xia had no interest in any Share.

Subject to the approval by the Shareholders of the appointment of Mr. Xia at the 2024 First 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 2024 First 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. Xia is not entitled to remuneration or bonus for his position as a director of the Company.

LETTER FROM THE BOARD

Mr. Chen JH

Mr. Chen Junhua (陳俊華), aged 57, was first appointed as the executive Director on 22 February 2021. Mr. Chen JH was appointed as a deputy general manager of the Company on 1 January 2019 and is primarily responsible for overseeing the marketing operations of the Group. Mr. Chen JH joined the Group in October 2009 as a manufacturing manager responsible for supervising production process and improving production technology. He has served as deputy general manager of Shanghai Conant since 5 March 2014 and was a director of Asahi Optical between 22 April 2017 and 31 March 2021.

Mr. Chen JH graduated from Shanghai Open University (上海開放大學, formerly known as Shanghai Television University (上海電視大學)) with a college degree majoring in public relations in Shanghai, the PRC, in July 1991.

As at the Latest Practicable Date, Mr. Chen JH had no interest in any Share.

Subject to the approval by the Shareholders of the appointment of Mr. Chen JH at the 2024 First 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 2024 First 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. Chen JH is not entitled to remuneration or bonus for his position as a director of the Company.

Mr. Wang

Mr. Wang Chuanbao (王傳寶), aged 38, was appointed as a Supervisor and elected as the chairman of our Supervisory Committee on 22 April 2022. He is responsible for supervising the performance of our Board and members of the senior management in performing their duties to the Company. Mr. Wang is a Jiangsu (Qidong Nantong) representative of the Chinese People's Political Consultative Conference. He is currently a technical director of the Company and a vice-general manager of Conant Eyewear. Prior to joining the Group, Mr. Wang was a technology development engineer of the research and development department of YAPP Automotive Systems (亞普汽車部件股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603013).

LETTER FROM THE BOARD

Mr. Wang obtained his bachelor degree in Polymer Material Science & Engineering from Yangzhou University in 2009, and further obtained a doctorate degree in Materials Science and Engineering from Nanjing University of Science and Technology in 2014.

Subject to the approval by the Shareholders of the appointment of Mr. Wang at the 2024 First 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 2024 First 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. Wang is not entitled to remuneration or bonus for his position as a director of the Company.

Non-executive Director

The Board proposed to re-elect Ms. Zhao as a non-executive Director of the second session of the Board. Ms. Zhao's appointment is subject to approval from the Shareholders at the 2024 First EGM.

Set out below is the biography of Ms. Zhao:

Ms. Zhao

Ms. Zhao Xiaoyun (趙曉雲), aged 52, was appointed as a non-executive Director on 16 December 2022. She is currently the supervisor (part-time) of Asahi Optical. Prior to joining the Group in April 2018, Ms. Zhao worked in a number of financial consultancy, asset management and securities companies in the PRC as their legal representative and/or financial controller.

Ms. Zhao holds a Bachelor of Arts in Literature from Waseda University in Japan. She passed the examination for the securities qualification issued by the Securities Association of China (中國證券業協會) in September 2009 and the fund qualification issued by the Asset Management Association of China (中國證券投資基金業協會) in June 2018, and possesses the accounting qualification (intermediate level) (會計中級職稱) issued by the Ministry of Personnel of the PRC in May 2007.

As at the Latest Practicable Date, Ms. Zhao had no interest in any Share.

LETTER FROM THE BOARD

Subject to the approval by the Shareholders of the appointment of Ms. Zhao at the 2024 First 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 2024 First 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. Zhao is currently entitled to receive a director fee of HK\$120,000 per annum, and will be adjusted to HK\$150,000 per annum upon the commencement of the second session of the Board. Ms. Zhao's remuneration was determined with reference to her qualification, experience, level of responsibilities undertaken and prevailing market conditions, subject to the review by the Remuneration Committee from time to time.

Independent Non-executive Directors

The Board has resolved to re-elect Dr. Xiao and Mr. Chen Yi, and to appoint Dr. Wu as independent non-executive Directors of the second session of the Board, subject to approval from the Shareholders at the 2024 First EGM.

Set out below are the biographies of each of Dr. Xiao, Mr. Chen Yi and Dr. Wu:

Dr. Xiao

Dr. Xiao Fei (肖斐), aged 61, was first appointed as the independent non-executive Director on 22 February 2021. Dr. Xiao is responsible for providing independent advice and judgement to our Board.

Dr. Xiao has at least 17 years of experience in education and academic research in material science. Dr. Xiao commenced his career as a lecturer in Fudan University (復旦大學) in March 1992 and has served as an associate professor and a professor for materials science since June 1997 prior to joining our Group. He is primarily responsible for teaching classes, mentoring graduate students and conducting academic researches. Prior to that, Dr. Xiao was a visiting scholar focusing on electronic packaging material in Eastern Michigan University and Georgia Institute of Technology respectively.

Dr. Xiao obtained his Bachelor of Science degree majoring in chemistry from Fudan University (復旦大學) in July 1983, and further obtained a Master of Science degree from Fudan University (復旦大學) in July 1986. In December 1991, Dr. Xiao graduated from Shanghai Institute of Organic Chemistry, Chinese Academy of Sciences (中國科學院上海有機化學研究所) with a Doctor of Science degree majoring in organic chemistry. He obtained the teacher's qualification for higher education institutions (高等學校教師資格) granted by Shanghai Municipal Education Commission (上海市教育委員會) in December 1996.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Dr. Xiao had no interest in any Share.

Subject to the approval by the Shareholders of the appointment of Dr. Xiao at the 2024 First 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 2024 First 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. Dr. Xiao is currently entitled to receive a director fee of HK\$100,000 per annum, and will be adjusted to HK\$150,000 per annum upon the commencement of the second session of the Board. Dr. Xiao'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 from time to time. Dr. Xiao has confirmed his independence in accordance with Rule 3.13 of the Listing Rules.

Mr. Chen Yi

Mr. Chen Yi (陳一), aged 40, was appointed as our independent non-executive Director on 22 February 2021. Mr. Chen Yi is responsible for providing independent advice and judgement to our Board.

Mr. Chen Yi has over 16 years of experience in financial industry. Prior to joining our Group, from October 2007, Mr. Chen Yi served as an auditor and a senior advisor on merger and acquisition in PricewaterhouseCoopers Hong Kong (香港羅兵咸永道會計師事務所). From October 2011, Mr. Chen Yi served as a senior executive in The Bank of East Asia (China) Limited (東亞銀行(中國)) responsible for strategic planning. From July 2016, he worked at China Minsheng Investment Co., Ltd. (中國民生投資股份有限公司), whose principal business is investment management, as the manager of strategy and investment department and was responsible for strategic planning. From April 2017, Mr. Chen Yi served as the chief financial officer and secretary of board of directors in Jiangsu PayEgis Co., Ltd (江蘇通付盾科技有限公司), an intelligent network service provider focusing on digital identity authentication, responsible for the financial management of the company. Since January 2018, Mr. Chen Yi has served as the financial director in Guangdong Te-pemic Medical Co., Ltd (廣東騰湃醫療股份有限公司), which provides preventive medical services, responsible for financial management. Since November 2021, Mr. Chen Yi has served as the financial director of Shenzhen Ruiji Biotechnology Co., Ltd. (深圳市瑞吉生物科技有限公司), a biotechnology company devoted to developing mRNA-based vaccines and therapeutics, responsible for financial management.

LETTER FROM THE BOARD

Mr. Chen Yi obtained his bachelor's degree in economics and finance from the University of Hong Kong (香港大學) in November 2007. He then obtained a Finance Master of Business Administration degree from China Europe International Business School (中歐國際工商學院) in November 2022. He was admitted as a certified public accountant of Hong Kong Institute of Certified Public Accountants (香港會計師公會) in January 2011.

As at the Latest Practicable Date, Mr. Chen Yi had no interest in any Share.

Subject to the approval by the Shareholders of the appointment of Mr. Chen Yi at the 2024 First 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 2024 First 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. Chen Yi is currently entitled to receive a director fee of HK\$120,000 per annum, and will be adjusted to HK\$150,000 per annum upon the commencement of the second session of the Board. Mr. Chen Yi'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 from time to time. Mr. Chen Yi has confirmed his independence in accordance with Rule 3.13 of the Listing Rules.

Dr. Wu

Dr. Wu Ying (吳瑩), aged 46, is proposed to be appointed as an independent non-executive Director. Dr. Wu is responsible for providing independent advice and judgement to our Board.

Dr. Wu was graduated from Fudan University with a bachelor's degree in Clinical Medicine. She ranked second in the five-year overall evaluation during her study, and was exempted from examination and was recommended to Fudan University Affiliated Eye, Ear, Nose and Throat Hospital for a master's degree in ophthalmology. She was then awarded the Outstanding Doctoral Graduate of Fudan University in 2006 and stayed in the hospital to work as an ophthalmologist, majoring in: Optometry and refractive surgery. She was promoted to attending physician in 2007. From 2008 to 2009, she served as a visiting scholar at Nova Southeastern University College of Optometry in the United States. In 2014, she was promoted to associate chief physician. Currently, she serves as secretary of the Department of Optometry at the Eye, Ear, Nose and Throat Hospital of Fudan University, youth committee member of the Optometry Branch of the Shanghai Medical Association, member of the Optometry Professional Committee of the Chinese Female Doctors Association, senior lecturer at the EVO ICL Asia Pacific Training Center, and mentor at the SMILE Asia Pacific Training Center. Her professional direction is various types of refractive surgery (SMILE/TransPRK/LASIK/PTK), endoscopic EVO ICL implantation, more than 20,000 cases of various refractive surgeries such as SMILE and ICL implantation have been completed, and the diagnosis and treatment of adolescent myopia, diagnosis and treatment of strabismus and amblyopia in children, and has completed more than 3,000 cases of various types of strabismus surgery.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Dr. Wu had no interest in any Share.

Subject to the approval by the Shareholders of the appointment of Dr. Wu at the 2024 First 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 2024 First 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. Dr. Wu will be entitled to receive a director fee of HK\$150,000 per annum upon the commencement of her appointment. Dr. Wu's remuneration was determined with reference to her qualification, experience, level of responsibilities undertaken and prevailing market conditions, subject to the review by the Remuneration Committee from time to time. Dr. Wu has confirmed her independence in accordance with Rule 3.13 of the Listing Rules.

Other matters

Save as disclosed, none of Mr. Fei, Mr. Zheng, Mr. Xia, Mr. Chen JH, Mr. Wang, Ms. Zhao, Dr. Xiao, Mr. Chen Yi and Dr. Wu (i) have held any other directorship in any public company the securities of which are listed on any securities market in 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.

Each of Mr. Fei, Mr. Zheng, Mr. Xia, Mr. Chen JH, Mr. Wang, Ms. Zhao, Dr. Xiao, Mr. Chen Yi and Dr. Wu'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.

LETTER FROM THE BOARD

Retirement of Directors

Dr. Takamatsu Ken will retire as a non-executive Director and Mr. Jin Yiting will retire as an independent non-executive Director at the conclusion of the 2024 First EGM. Each of them has confirmed that he has no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the Shareholders.

3. PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISORS

As the term of office of the members of the first session of the Supervisory Committee will soon expire, the following candidates have been proposed to act as members of the second session of the Supervisory Committee:

The Supervisory Committee proposed to nominate Mr. Xu and Ms. Li, in each case as a Shareholders' representative Supervisor of the second session of the Supervisory Committee. Mr. Xu's and Ms. Li's appointments are subject to approval by the Shareholders at the 2024 First EGM. Mr. Tang as an employee representative Supervisor will be re-appointed as a Supervisor subject to the approval at a meeting of the employees of the Group.

Set out below are the biographies of Mr. Xu, Ms. Li and Mr. Tang.

Mr. Xu

Mr. Xu Jingming (徐敬明), aged 61, was appointed as a Supervisor on 22 February 2021. He is responsible for supervising the performance of our Board and members of the senior management in performing their duties to the Company. As of the Latest Practicable Date, Mr. Xu held approximately 12.58% of the total issued share capital in Shanghai Shuyun Enterprise Management Partnership (Limited Partnership)* (上海書雲企業管理合夥企業 (有限合夥)), which held approximately 4.31% of the total issued share capital in the Company.

Mr. Xu joined our Group in December 2006, where he served as head of manufacturing department, procurement manager, and deputy general manager from December 2006 to December 2009, from January 2010 to December 2018, from January 2019 to present, respectively. He was appointed as (i) director of Qitian Technology from January 2014 to January 2017 and (ii) a deputy general manager of Shanghai Conant on 1 January 2019, where he is primarily responsible for procurement management, human resource management and other administrative work. Mr. Xu will not be entitled to any remuneration for his position of Supervisor.

As at the Latest Practicable Date, Mr. Xu had no interest in any Share.

The board of Supervisors of the Company intended to elect Mr. Xu as the chairman of the board of Supervisors upon his re-election being approved by the Shareholders at the 2024 First EGM.

LETTER FROM THE BOARD

Ms. Li

Ms. Li Yan (李艷), aged 41, has joined the procurement department of the Company since 2006, and acted as the assistant to the procurement manager since 2013 to 2019, as the vice-procurement manager since 2019 to 2021, as the senior vice-procurement manager since 2021 to 2023 and since then has been promoted to the manager of the procurement department of the Company.

Ms. Li graduated from Zhengzhou University with a bachelor degree in Business Administration in 2005 which was recognised by Fort Hays State University and has the equivalent status as the bachelor degree of General Studies (Concentration: Business Management) thereof. Ms. Li will not be entitled to any remuneration for her position of Supervisor.

As at the Latest Practicable Date, Ms. Li had no interest in any Share.

Mr. Tang

Mr. Tang Baohua (唐寶華), aged 43, was appointed as an employee representative Supervisor on 22 February 2021. He is responsible for supervising the performance of our Board and members of the senior management in performing their duties to the Company. Since January 2016, Mr. Tang has served in Shanghai Conant as a human resources manager assistant, where he is primarily responsible for facilitating the manager of the human resources department and managing the administrative work of the department. He was appointed as a supervisor of Qitian Technology from December 2014 to May 2017 and from March 2018 to November 2019, respectively.

Mr. Tang obtained his Bachelor of Management degree from The Open University of China (國家開放大學) majoring in administrative management in January 2017. Mr. Tang will not be entitled to any remuneration for his position as Supervisor.

As at the Latest Practicable Date, Mr. Tang had no interest in any Share.

Save as disclosed above, Mr. Xu, Ms. Li and Mr. Tang currently do not, nor did they in the past three years, hold any directorship in any listed companies or any other major positions in the Company and its subsidiaries, and they do not have any relationship with any Director, Supervisor, senior management or substantial Shareholders of the Company (as defined in the Listing Rules). Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Subject to approval from the Shareholders at the 2024 First EGM, the appointments of Mr. Xu and Ms. Li as Shareholders' representative Supervisors will each be for a term of three years until the expiration of the second session of the Supervisory Committee, in accordance with the Company Law and the Articles. Subject to approval at the meeting of the employees of the Group, the appointment of Mr. Tang as an employee representative Supervisor will be for a term of three years until the expiration of the second session of the Supervisory Committee. None of Mr. Xu, Ms. Li and Mr. Tang will be entitled to any emolument from the Company with respect to their office as Supervisors.

Retirement of Supervisor

Mr. Wang will retire as a Supervisor at the conclusion of the 2024 First EGM, and has confirmed that he has no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the Shareholders.

4. 2024 FIRST EXTRAORDINARY GENERAL MEETING

A notice convening the 2024 First EGM to be held at the Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, PRC on Tuesday, 20 February 2024 at 10:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular.

A proxy form to be used at the 2024 First EGM is enclosed with this circular and is also published on the website of the Stock Exchange (www.hkexnews.hk). Shareholders who intend to appoint a proxy to attend the 2024 First EGM shall complete, sign and return the proxy form in accordance with the instructions printed thereon.

If you intend to attend the 2024 First EGM 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 Shops 1712-1716, 17th Floor, Hopewell Centre, No. 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 2024 First EGM 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.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Thursday, 15 February 2024 to Tuesday, 20 February 2024 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the 2024 First EGM, all transfers 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, No. 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 14 February 2024.

5. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 99 of the Articles, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the 2024 First EGM, 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, the resolution set out in the notice of 2024 First EGM 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.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there is no Shareholder who is required to abstain from voting on the resolution to be proposed at the 2024 First EGM.

6. RECOMMENDATION

The Directors consider that the resolution contained in the notice of the 2024 First EGM is 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 2024 First EGM.

7. MISCELLANEOUS

Unless otherwise stated herein, the English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Your attention is drawn to the additional information set out in the appendix to this circular and the notice of 2024 First EGM.

LETTER FROM THE BOARD

8. 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

* *For identification purpose only*

NOTICE OF 2024 FIRST 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 FIRST EXTRAORDINARY GENERAL MEETING OF 2024

NOTICE IS HEREBY GIVEN THAT the first extraordinary general meeting of 2024 (the "2024 First 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, PRC on Tuesday, 20 February 2024 at 10:00 a.m. for the following purpose:

ORDINARY RESOLUTION(S)

1. To consider and re-elect Mr. Fei Zhengxiang (費錚翔) as an executive director of the Company ("Executive Director") with effect from the date of passing of this resolution for a term of three years;
2. To consider and re-elect Mr. Zheng Yuhong (鄭育紅) as an Executive Director with effect from the date of passing of this resolution for a term of three years;
3. To consider and re-elect Mr. Xia Guoping (夏國平) as an Executive Director with effect from the date of passing of this resolution for a term of three years;
4. To consider and re-elect Mr. Chen Junhua (陳俊華) as an Executive Director with effect from the date of passing of this resolution for a term of three years;
5. To consider and appoint Mr. Wang Chuanbao (王傳寶) as an Executive Director with effect from the date of passing of this resolution for a term of three years;
6. To consider and re-elect Ms. Zhao Xiaoyun (趙曉雲) as a non-executive director of the Company with effect from the date of passing of this resolution for a term of three years;
7. To consider and re-elect Dr. Xiao Fei (肖斐) as an independent non-executive director of the Company ("Independent Non-executive Director") with effect from the date of passing of this resolution for a term of three years;

NOTICE OF 2024 FIRST EGM

8. To consider and re-elect Mr. Chen Yi (陳一) as an Independent Non-executive Director with effect from the date of passing of this resolution for a term of three years;
9. To consider and appoint Dr. Wu Ying (吳瑩) as an Independent Non-executive Director with effect from the date of passing of this resolution for a term of three years;
10. To consider and re-elect Mr. Xu Jingming (徐敬明) as a shareholders representative supervisor of the Company with effect from the date of passing of this resolution for a term of three years;
11. To consider and elect Ms. Li Yan (李艷) as a shareholders representative supervisor of the Company with effect from the date of passing of this resolution for a term of three years;
12. To consider and authorize the Board of the Company to fix the Directors' remuneration;
13. To consider and authorise the committee of the supervisors to fix the supervisors' remuneration.

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

PRC, 1 February 2024

Notes:

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 need 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.

- (i) 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.
- (ii) If you intend to attend the 2024 First EGM 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 Shops 1712-1716, 17th Floor, Hopewell Centre, No. 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 2024 First EGM 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 2024 FIRST EGM

- (iii) For the purpose of determining the entitlement to attend and vote at the 2024 First EGM, the register of members of the Company will be closed from Thursday, 15 February 2024 to Tuesday, 20 February 2024 (both days inclusive), during which period no transfer of shares can be registered. All transfers 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, No. 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 14 February 2024.
- (iv) A shareholder or his/her proxy should produce proof of identity when attending the 2024 First EGM. 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.
- (v) Shareholders who attend the 2024 First EGM shall bear their own travelling and accommodation expenses.
- (vi) Shareholders who wish to attend the 2024 First EGM and exercise their voting rights can be achieved in one of the following ways:
 - (1) attend the 2024 First EGM in person and vote at the 2024 First EGM venue; or
 - (2) appoint the chairman of the 2024 First EGM 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 2024 First EGM.

As at the date of this notice, the Board comprises Mr. Fei Zhengxiang, Mr. Zheng Yuhong, Mr. Xia Guoping and Mr. Chen Junhua as executive Directors; Dr. Takamatsu Ken and Ms. Zhao Xiaoyun as non-executive Directors; and Dr. Xiao Fei, Mr. Chen Yi and Mr. Jin Yiting as independent non-executive Director.