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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)**

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the 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 Friday, 16 December 2022 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for the 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](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 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.

**PRECAUTIONARY MEASURES FOR THE EGM**

To safeguard the health and safety of Shareholders and to prevent and control the spread of the Novel Coronavirus (COVID-19) pandemic, the Company will take the following precautionary measures at the EGM:

- (1) compulsory temperature checks;
- (2) wearing of face masks throughout the EGM (please bring your own mask); and
- (3) no souvenir will be distributed and no refreshment will be served.

To the extent permitted by law, any person who does not comply with the precautionary measures (1) and (2) as set out above may be denied entry into the EGM venue at the absolute discretion of the Company. The Company wishes to remind all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. Shareholders may attend and vote on the relevant resolutions at the EGM or by appointing the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

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## PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

Having considered the influence of the Novel Coronavirus (COVID-19) pandemic and the guidelines and requirements for the control of its spread, the following precautionary measures will be taken at the EGM by the Company to ensure the safety of Shareholders and other attendees:

- (i) compulsory body temperature checks will be conducted on every attendee at the entrance of the venue of the EGM. Any person with a body temperature of over 37.3 degrees Celsius will be denied entry into the venue of the EGM and will be required to leave the venue;
- (ii) all attendees shall bring and wear their own face masks inside the venue of the EGM at all times, and to maintain an appropriate distance between seats; and
- (iii) no souvenirs will be distributed and no refreshments will be served at the EGM.

The attendees shall comply with the rules and requirements of epidemic prevention and control in Shanghai. To the extent permitted by law, any person who does not comply with the precautionary measures (i) to (ii) as set out above and other measures of epidemic prevention and control may be denied entry into the venue of the EGM at the absolute discretion of the Company in order to ensure the safety of the attendees at the EGM.

In the interest of stakeholders' health and safety, the Company reminds all Shareholders that physical attendance at the EGM is not necessary for the purpose of exercising voting rights. Shareholders, particularly those who are subject to quarantine, are recommended to attend and vote by using a form of proxy with voting instructions inserted to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person. The form of proxy is enclosed to this circular for Shareholders who opt to receive physical circulars. Alternatively, the form of proxy can be downloaded from the designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the "Investor Relations – Announcements" section of the website of the Company ([www.conantoptical.com.cn](http://www.conantoptical.com.cn)). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you with the appointment of proxy.

**PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING**

Shareholders are recommended by the Company that physical attendance at the EGM is not necessary. If Shareholders have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company as follows:

Tel: +86 021 5859 8866

Email: [sales@conantoptical.com](mailto:sales@conantoptical.com)

If Shareholders have any questions relating to the EGM, please contact Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, as follows:

Address: 17M Floor, Hopewell Centre, 183 Queen's Road East Wanchai, Hong Kong

Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)

Tel: 2862 8555

Fax: 2865 0990

## DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended from time to time
“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)
“Director(s)”	director(s) of the Company
“EGM”	the second extraordinary general meeting of 2022 of the Company to be held at the Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, PRC on Friday, 16 December 2022 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“Group”	the Company and its subsidiaries (or the Company and any one or more of its subsidiaries, as the content may require), or where the context so requires, in respect of the periods before the Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of the Company at the relevant time
“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

“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
“Ms. Zhao”	Ms. Zhao Xiaoyun (趙曉雲), the proposed non-executive Director
“PRC” or “China”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

## 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 Head Office:*

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

*Non-executive Director:*

Dr. Takamatsu Ken

*Principal Place of Business in Hong Kong:*

40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai  
Hong Kong

*Independent Non-executive Directors:*

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

1 December 2022

*To the Shareholders*

Dear Sir or Madam,

### PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

#### 1. INTRODUCTION

The purpose of this circular is to give you information about, among other matters, (i) the proposed appointment of a non-executive Director; and (ii) the notice of the EGM, to allow you to make an informed decision on voting in respect of the resolutions to be proposed at the EGM.

#### 2. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 29 November 2022 in relation to, among other things, the proposed appointment of a non-executive Director.

The Board has proposed to appoint Ms. Zhao as a non-executive Director. According to the Articles, the appointment of Ms. Zhao as a non-executive Director is subject to the Shareholders' approval by way of ordinary resolution at the EGM.

## LETTER FROM THE BOARD

The biographical details of Ms. Zhao which are disclosed pursuant to Rule 13.51(2) of the Listing Rules are as follows:

Ms. Zhao Xiaoyun (趙曉雲), aged 50, is currently the supervisor (part-time) of Asahi Optical Co., Ltd\* (株式会社アサヒオプティカル), an indirect wholly-owned subsidiary of the Company. 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.

Ms. Zhao's appointment was recommended by the nomination committee of the Company after taking into account her previous work experience and her 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 Ms. Zhao is of such character, integrity and experience which commensurate with the office of a non-executive Director.

Subject to the approval by the Shareholders of the appointment of Ms. Zhao at the EGM, Ms. Zhao will enter into a service contract with the Company for a term of service commencing on the date of passing of the relevant resolution at the EGM until the end of the term of the current 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's remuneration will be determined by the Board based on the recommendation of the remuneration committee of the Board (the "**Remuneration Committee**") with reference to her qualifications, experience, responsibilities and contribution to the Group as well as the prevailing market rate for similar positions, subject to the review by the Remuneration Committee from time to time.

Save as disclosed above, Ms. Zhao has not held any other position in any member of the Group, has not held any directorship in other listed companies in the last three years and has no other major appointments or professional qualifications. She does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. Ms. Zhao does not have any interests in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

\* For identification purpose only



## LETTER FROM THE BOARD

The Board is not aware of any other matters relating to the proposed appointment of Ms. Zhao that need to be brought to the attention of the Shareholders and there is no other information relating to Ms. Zhao which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Following the appointment of Ms. Zhao being approved by the Shareholders and taking effect, the Board would achieve gender diversity and thus fulfils the requirement under Rule 13.92 of the Listing Rules.

### 3. EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at the Conference Room, 1/F, No. 555 Chuanda Road, Pudong New Area, Shanghai, PRC on Friday, 16 December 2022 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

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

If you intend to attend the 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 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 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.

The register of members of the Company will be closed from Tuesday, 13 December 2022 to Friday, 16 December 2022 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the 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, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 12 December 2022.

## LETTER FROM THE BOARD

#### 4. 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 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 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 EGM.

#### 5. RECOMMENDATION

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

#### 6. 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 EXTRAORDINARY 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 THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022

NOTICE IS HEREBY GIVEN THAT the second extraordinary general meeting of 2022 (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, PRC on Friday, 16 December 2022 at 10:00 a.m. for the following purpose:

#### ORDINARY RESOLUTION

1. To consider and approve the appointment of Ms. Zhao Xiaoyun (趙曉雲) as a non-executive director of the Company to hold office from the date on which this resolution is passed until the expiration of the term of the first session of the board of Directors (the "Board") and to authorise the Board to determine her remuneration and any one Director to enter into a service contract or letter of appointment on behalf of the Company with Ms. Zhao Xiaoyun (趙曉雲) on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things necessary to give effect to the foregoing.

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, 1 December 2022

#### 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 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.
- (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.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

- (iii) If you intend to attend the 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 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 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.
- (iv) For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 13 December 2022 to Friday, 16 December 2022 (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, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 12 December 2022.
- (v) A shareholder or his/her proxy should produce proof of identity when attending the 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.
- (vi) Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (vii) Shareholders who wish to attend the EGM and exercise their voting rights can be achieved in one of the following ways:
  - (1) attend the EGM in person and vote at the EGM venue; or
  - (2) appoint the chairman of the 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 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 as non-executive Director; and Dr. Xiao Fei, Mr. Chen Yi and Mr. Jin Yiting as independent non-executive Directors.*