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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)**

**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 Wednesday, 14 June 2023 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 2022.
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 2022.
3. To consider and if thought fit, approve the report of the supervisory committee of the Company for the year ended 31 December 2022.
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 2022.
5. To consider and if thought fit, approve the re-appointment of Ernst & Young 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 2022 (“**Final Dividend**”) of RMB0.15 per share (tax inclusive).
7. To consider and if thought fit, approve the resolution in relation to the remuneration proposal of Ms. Zhao Xiaoyun, a non-executive director of the Company.

### **SPECIAL RESOLUTIONS**

8. 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.

(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.

- 9. To consider and if thought fit, approve the amendments to the Articles of Association as set out in Appendix I to the circular of the Company dated 24 May 2023.
- 10. To consider and if thought fit, approve the amendments to the Articles of Association as set out in Appendix II to the circular of the Company dated 24 May 2023.

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, 24 May 2023

*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.
- (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 Thursday, 8 June 2023 to Wednesday, 14 June 2023 (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 Wednesday, 7 June 2023.
- (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 Tuesday, 20 June 2023 to Tuesday, 27 June 2023 (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 Monday, 19 June 2023.
- (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) In respect of the special resolutions numbered 9 and 10 above, since the Company is incorporated in the PRC, the Articles of Association are prepared in Chinese with no official English version. The proposed amendments to the Articles of Association in the Chinese language are set out in the Chinese language version of the circular of the Company dated 24 May 2023. Any English translation is for reference only. In the event of any inconsistency, the Chinese version shall prevail.
- (x) 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 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 Directors.*