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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 DISTRIBUTION OF INTERIM DIVIDEND
FOR THE SIX MONTHS ENDED 30 JUNE 2024
AND
(2) NOTICE OF 2024 SECOND 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 Monday, 9 September 2024 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). 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, Wan Chai, 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.

19 August 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 of Association”	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 H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2276)
“Director(s)”	directors of the Company
“EGM”	the second 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 Monday, 9 September 2024 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 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\$
“H Shareholder(s)”	the holder(s) of the H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	Monday, 12 August 2024

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
“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
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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
Mr. Wang Chuanbao

*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:

Ms. Zhao Xiaoyun

*Principal place of business
in Hong Kong:*

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

Independent Non-executive Directors:

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

19 August 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED DISTRIBUTION OF INTERIM DIVIDEND
FOR THE SIX MONTHS ENDED 30 JUNE 2024
AND
(2) NOTICE OF 2024 SECOND EXTRAORDINARY
GENERAL MEETING**

1. INTRODUCTION

On 5 August 2024, the Board recommended a payment of interim dividend of RMB0.12 (tax inclusive) per Share (the “**Interim Dividend**”) for the six months ended 30 June 2024 to all the Shareholders. The Interim Dividend is subject to the approval of the Shareholders at the EGM.

The purpose of this circular is to provide you with (i) further details about the proposed distribution of the Interim Dividend; and (ii) a notice convening the EGM.

LETTER FROM THE BOARD

2. PROPOSED DISTRIBUTION OF INTERIM DIVIDEND

On 5 August 2024, the Board recommended a payment of the Interim Dividend of RMB0.12 (tax inclusive) per Share for the six months ended 30 June 2024 to all the Shareholders. Based on the total number of the Shares in issue as at the Latest Practicable Date, if the Interim Dividend is declared and paid, the aggregate amount of the interim dividends to be distributed by the Company in cash will amount to approximately RMB51.2 million (tax inclusive). For distribution of the Interim Dividend, dividends on H Shares will be paid in Hong Kong Dollars, at the exchange rate being the average market rate of Renminbi to Hong Kong Dollars announced by the People's Bank of China on the date of the EGM. The proposed payment of the Interim Dividend is subject to the approval by the Shareholders at the EGM.

Pursuant to the Notice on the Issues Concerning Withholding Enterprises Income Tax on the Dividends Payable by PRC Resident Enterprises to Overseas Non-PRC Resident Enterprise H Share Holders (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) (Guo Shui Han [2008] No. 897) of the State Administration of Taxation, a PRC resident enterprise, when distributing dividends for the year 2008 and for the years thereafter to holders of H Shares who are overseas non-resident enterprises, shall be subject to enterprise income tax withheld at a uniform rate of 10%. Any H shares registered in the name of non-individual registered shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organisations or groups, will be treated as shares being held by non-resident enterprise shareholders, and consequently will be subject to the withholding of the enterprise income tax.

Pursuant to relevant laws and regulations and regulatory documents such as the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》), the Implementation Rules of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協議待遇管理辦法(試行)〉的通知》(國稅發[2009] 124號)) and the Notice of the State Administration of Taxation on the Issues Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993] 45號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011] 348號)), dividends received by overseas resident individual shareholders from the stocks issued by domestic non-foreign investment enterprises in Hong Kong is subject to the payment of individual income tax, which shall be withheld by the withholding agents. However, overseas resident individual shareholders of the stocks issued by domestic non-foreign investment enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries in which they are residents and China, or the tax arrangements between Mainland China and Hong Kong (Macau). For individual holders of H Shares, dividends payable to them are subject to the individual income tax withheld at a tax rate of 20% in general unless otherwise specified by the tax regulations and the relevant tax agreements.

LETTER FROM THE BOARD

3. CLOSURE OF REGISTERS OF MEMBERS

In order to determine which of the Shareholders are entitled to attend and vote at the EGM, the registers of members will be closed from Wednesday, 4 September 2024 to Monday, 9 September 2024, both days inclusive, during which period no transfer of the Shares will be effected. In order to qualify for attending and voting at the EGM, all transfer documents of the Shares accompanied by the relevant share certificate(s) must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 3 September 2024 for registration.

Shareholders whose names appear on the registers of members of the Company on Monday, 9 September 2024 will be entitled to attend and vote at the EGM.

In order to determine the Shareholders who are entitled to receive the Interim Dividend, the registers of members will be closed from Monday, 16 September 2024 to Thursday, 19 September 2024, both days inclusive, during which period no transfer of the Shares will be effected. In order to qualify for receiving the Interim Dividend, all transfer documents of the Shares accompanied by the relevant share certificate(s) must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 13 September 2024 for registration.

Shareholders whose name appear on the registers of members of the Company on Thursday, 19 September 2024 are entitled to receive the Interim Dividend. It is proposed that the proposed Interim Dividend will be paid on or about Tuesday, 15 October 2024 following the approval by the Shareholders at the EGM.

4. 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 Monday, 9 September 2024 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). 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, No. 183 Queen's Road East, Wan Chai, 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.

LETTER FROM THE BOARD

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 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.

6. 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.

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 EGM.

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 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 SECOND EXTRAORDINARY
GENERAL MEETING OF 2024**

NOTICE IS HEREBY GIVEN THAT the second extraordinary general meeting of 2024 (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 Monday, 9 September 2024 at 10:00 a.m. for the following purpose:

ORDINARY RESOLUTION

1. To consider and if thought fit, approve the payment of an interim dividend for the six months ended 30 June 2024 of RMB0.12 (the “**Interim Dividend**”) per share of the Company (tax inclusive).

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, 19 August 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 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 EGM

- (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, No. 183 Queen's Road East, Wan Chai, 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) In order to determine which of the Shareholders are entitled to attend and vote at the EGM, the registers of members will be closed from Wednesday, 4 September 2024 to Monday, 9 September 2024, both days inclusive, during which period no transfer of the Shares will be effected. In order to qualify for attending and voting at the EGM, all transfer documents of the Shares accompanied by the relevant share certificate(s) must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 3 September 2024 for registration.

Shareholders whose names appear on the registers of members of the Company on Monday, 9 September 2024 will be entitled to attend and vote at the EGM.

- (v) In order to determine the Shareholders who are entitled to receive the Interim Dividend, the registers of members will be closed from Monday, 16 September 2024 to Thursday, 19 September 2024, both days inclusive, during which period no transfer of the Shares will be effected. In order to qualify for receiving the Interim Dividend, all transfer documents of the Shares accompanied by the relevant share certificate(s) must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 13 September 2024 for registration.

Shareholders whose name appear on the registers of members of the Company on Thursday, 19 September 2024 are entitled to receive the Interim Dividend. It is proposed that the proposed Interim Dividend will be paid on or about Tuesday, 15 October 2024 following the approval by the Shareholders at the EGM.

- (vi) 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.
- (vii) Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (viii) 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, 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.