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安徽海螺水泥股份有限公司

**ANHUI CONCH CEMENT COMPANY LIMITED**

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00914)

## **Announcement Regarding the Resolutions Passed by the Board and Change of Composition of the Remuneration and Nomination Committee**

This announcement is made pursuant to Rule 13.10B and Rule 13.51(2) of the Listing Rules.

### **Resolutions passed by the Board**

In accordance with the applicable laws and regulations of the PRC, the Company will publish the PRC Announcement in the designated newspapers circulating in the PRC on 26 March 2021 regarding the resolutions passed by the Board.

### **Change of composition of the Remuneration and Nomination Committee**

The Board hereby announces that with effect from 25 March 2021, Mr. Wang Jianchao, and Mr. Wu Bin ceased to be members of the Remuneration and Nomination Committee and the Remuneration and Nomination Committee shall comprise 3 Directors, namely, Mr. Leung Tat Kwong Simon, Ms. Zhang Yunyan and Mr. Zhang Xiaorong, all being independent non-executive Directors.

This announcement is made pursuant to Rule 13.10B and Rule 13.51(2) of The Rules ("Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange").

### **The resolutions passed by the Board**

In accordance with the applicable laws and regulations of the People's Republic of China ("the PRC"), Anhui Conch Cement Company Limited ("Company", together with its subsidiaries, "Group") will publish an announcement ("PRC Announcement") in the designated newspapers circulating in the PRC on 26 March 2021 regarding resolutions

passed by the board (“Board”) of directors (“Directors”) of the Company.

The meeting (“Meeting”) of the Board was held in the conference room of the Company on 25 March 2021. The Board comprised 8 Directors, and all of them were present at the Meeting (among them, Mr Leung Tat Kwong Simon, an independent non-executive Director, attended the Meeting by telephone). The Meeting was chaired by Mr. Gao Dengbang, chairman of the Company. All of the supervisors and some senior management members of the Company also attended the Meeting. The convention of the Meeting was in compliance with the requirements of the Companies Law of the PRC (“Companies Law”) and the articles of association of the Company (“Articles of Association”). The proceedings of the Meeting and the resolutions passed therein are legal and valid.

The voting results of each of the resolutions considered at the Meeting are as follow: the total valid voting count was 8, and 8 votes were cast in favour of each resolution, representing 100% of the number of valid votes. No vote was cast against any resolutions and no Director abstained from voting.

The following resolutions were passed unanimously at the Meeting:

1. The general manager’s report of the Company for the year ended 31 December 2020 (“2020”) and the business plan and target for 2021 were considered and approved.
2. The Company’s financial reports for 2020 prepared in accordance with the International Financial Reporting Standards and the PRC Accounting Standards respectively were considered and approved, and the submission of the financial reports to the shareholders of the Company (“Shareholders”) for consideration and approval at the Company’s annual general meeting for 2020 (“AGM”) was recommended.
3. The Company’s annual report for 2020 (including the Directors’ Report) and its summary and the results announcement were considered and approved, and the submission of the Directors’ Report to the Shareholders for consideration and approval at the AGM was endorsed.
4. The Company’s internal control assessment report for 2020 was considered and approved.
5. The Company’s social responsibility report for 2020 was considered and approved.
6. The Company’s profit appropriation proposal for 2020 was considered and endorsed, and the submission of such proposal to the Shareholders for consideration and approval at the AGM was recommended.

Based on the financial data prepared in accordance with the PRC Accounting

Standards and International Financial Reporting Standards, the Company's profit after tax and minority interest for 2020 amounted to RMB35,129.69 million and RMB35,163.54 million respectively. The Board proposed the appropriation of the profit for 2020 as follows:

- (1) Pursuant to the requirements of the Companies Law and the Articles of Association, the Company shall appropriate 10% of the realized profit after tax for the year to the statutory surplus reserve, while further appropriation to the statutory surplus reserve is not required when the accumulated appropriated amount for such reserve reaches above 50% of the registered capital of the Company. Since the amount of the Company's statutory surplus reserve has reached 50% of the registered capital of the Company, no appropriation was made for 2020.
  - (2) Based on the Company's total number of issued shares of 5,299,302,579 shares in its share capital as of 31 December 2020, the payment of a final dividend of RMB2.12 per share (tax inclusive) is recommended. The total amount of final dividend is RMB11,234.52 million.
7. The resolution regarding the recommendation to the Shareholders at the AGM to reappoint KPMG Huazhen Certified Public Accountants (Special General Partnership) and KPMG Certified Public Accountants as the PRC auditors and international (financial) auditors of the Company respectively, to reappoint KPMG Huazhen Certified Public Accountants (Special General Partnership) as the internal control auditor of the Company, and to authorize the Board to determine the remuneration of the auditors based on the amount of auditing work as required by the Company's business and scale of operation was considered and approved.
  8. The resolution regarding the provision of guarantee by the Company in respect of the bank borrowings and trade finance credit of 31 subsidiaries and 1 joint venture company was considered and approved, and the submission of the proposal for providing guarantee in respect of the bank borrowings and trade finance credit of 8 of these subsidiaries with a gearing ratio of over 70% and 1 joint venture company to the Shareholders for consideration and approval at the AGM was recommended (for details, please refer to the notice of the AGM of the Company and the relevant circular to be published and despatched to the Shareholders).
  9. The resolution regarding the change of the members of the remuneration and nomination committee ("Remuneration and Nomination Committee") under the eighth session of the Board was considered and approved.
  10. The resolution regarding the amendments of the Terms of Reference of the

Remuneration and Nomination Committee was considered and approved.

11. The resolution regarding the submission to the Shareholders at the AGM for granting a general mandate to the Board to exercise all the powers of the Company to allot and issue new ordinary shares of the Company was considered and approved.

12. The notice of the AGM was considered and approved.

### **Change of composition of the Remuneration and Nomination Committee**

The Board hereby announces that with effect from 25 March 2021, Mr. Wang Jianchao, and Mr. Wu Bin ceased to be members of the Remuneration and Nomination Committee under the eighth session of the Board.

Each of Mr. Wang Jianchao, and Mr. Wu Bin and the Board confirmed that none of Mr. Wang Jianchao nor Mr. Wu Bin had any disagreement with the Board and that each of them is not aware of any matters that need to be brought to the attention of the Shareholders and the Stock Exchange in connection with the cessation of Mr. Wang Jianchao or Mr. Wu Bin as a member of the Remuneration and Nomination Committee. Mr. Wang Jianchao shall remain as the deputy chairman and an executive Director and Mr. Wu Bin shall remain as an executive Director and the general manager of the Company.

With effect from 25 March 2021, the Remuneration and Nomination Committee comprises 3 Directors, namely, Mr. Leung Tat Kwong Simon, Ms. Zhang Yunyan and Mr. Zhang Xiaorong, all being independent non-executive Directors. Mr. Leung Tat Kwong Simon shall remain as the chairman of the Remuneration and Nomination Committee.

By Order of the Board  
**Anhui Conch Cement Company Limited**  
Joint Company Secretary  
**Yu Shui**

Wuhu City, Anhui Province, the PRC  
25 March 2021

*As at the date of this announcement, the Board comprises (i) Mr Gao Dengbang, Mr Wang Jianchao, Mr Wu Bin and Mr Li Qunfeng as executive Directors; (ii) Mr Ding Feng as non-executive Director; (iii) Mr Leung Tat Kwong Simon, Ms Zhang Yunyan and Mr Zhang Xiaorong as independent non-executive Directors.*