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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)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “**AGM**”) of Anhui Conch Cement Company Limited (the “**Company**”, together with its subsidiaries, collectively, the “**Group**”) will be held at No. 39 Wenhua Road, Wuhu City, Anhui, the People’s Republic of China (the “**PRC**”), at 2:30 p.m. on Thursday, 30 May 2024, by way of a physical meeting.

The AGM is to be held for considering and, if thought fit, transacting the following businesses:

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company for the year ended 31 December 2023 (contained in the Company’s annual report for the year ended 31 December 2023 (“**2023 Annual Report**”).
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2023 (please refer to Appendix I to the circular of the Company dated 23 April 2024 (the “**Circular**”) of which this notice forms part).
3. To consider and approve the audited financial reports prepared in accordance with the PRC Accounting Standards and the International Financial Reporting Standards respectively for the year ended 31 December 2023 (contained in the 2023 Annual Report).
4. To consider and approve the appointment of Ernst & Young Hua Ming LLP and Ernst & Young as the PRC and international (financial) auditors of the Company for the financial year ending 31 December 2024 (“**FY2024**”) respectively, the appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for FY2024, and the determination of audit fees of the Company for FY2024 of RMB4.96 million.

5. To consider and approve the Company's 2023 profit appropriation proposal (including declaration of final dividend) (details of which are set out in the sub-section headed "(3) Profit appropriation policy and its implementation" of the "Report of the Directors" contained in the 2023 Annual Report and on page 5 of the Circular).
6. To consider and approve the provision of guarantee by the Group in respect of the bank borrowings of 48 subsidiaries and joint venture companies (please refer to Appendix II to the Circular, of which this notice forms part).

AS SPECIAL RESOLUTIONS

7. To consider and approve the following resolution:
 - (a) subject to and upon the approval and acceptance of registration from the National Association of Financial Market Institutional Investors ("**NAFMII**"), and in accordance with the requirements of the relevant laws and regulations of the PRC and the articles of association of the Company ("**Articles**"), the issue of medium-term notes ("**Notes**") by Anhui Conch Environment Group Co., Ltd. ("**Conch Environment Group**") and the application by Conch Environment Group to NAFMII for the registration of such issue under the following principal terms be and are hereby approved:
 - (i) Issue size: the aggregate amount of the Notes under the application for registration shall be not more than RMB3 billion (inclusive), the final issue size shall be subject to the amount set out in the registration notice issued by the NAFMII
 - (ii) Timing of issue: to be issued in single tranche or multiple tranches during the validity period of registration as and when appropriate, subject to market conditions and actual capital requirements of Conch Environment Group
 - (iii) Interest rate of issue: to be determined having regard to the prevailing conditions in the PRC interbank bond market at the time(s) of issue and subject to the final book-keeping results
 - (iv) Term of issue: the Notes to be issued shall have a term of no more than 5 years (inclusive), with a specific term for each tranche to be determined having regard to capital demand of Conch Environment Group and market conditions
 - (v) Target subscribers: qualified institutional investors in the PRC interbank bond market (excluding those purchaser(s) prohibited by applicable laws and regulations of the PRC)

- (vi) Use of proceeds: the proceeds to be raised will mainly be used by Conch Environment Group for replenishing its working capital, repaying interest-bearing liabilities, and investing in projects, etc. which shall be in compliance with applicable laws and regulations of the PRC
- (b) the grant of the general authority to the Board and to delegate such authority to Conch Environment Group be and is hereby approved to deal with the relevant matters in relation to the issue of the Notes in the absolute discretion of the Board during the validity period of this resolution and within the scope as permitted under relevant laws and regulations, regulatory documents and the Articles, including but not limited to the following authorities (which authority may be exercised or delegated by the Board during the period from the date of passing this resolution until the date on which the matters shall have been completed):
- (i) to determine the timing of issue of the Notes, to formulate the detailed plan for the issue of the Notes and to amend and modify the detailed terms of issue of the Notes, including but not limited to all matters in relation to the proposal of the issue such as the term of issue, timing of issue, size of issue, interest rates of issue, method of issuance methods and underwriting arrangements;
 - (ii) to appoint the lead underwriter and other intermediaries to provide services relating to the issue of the Notes;
 - (iii) to amend and sign all necessary documents in relation to the issue of the Notes;
 - (iv) to handle various procedural matters in relation to the registration for the issue of the Notes, including but not limited to the registration application, issue and transferring procedures;
 - (v) in the event of any changes of the regulatory policies on issues of the Notes or market conditions (other than matters which shall be subject to approval (or re-approval) by the shareholders of the Company in general meeting pursuant to the requirements of law, regulations and the Articles), to make corresponding amendments or adjustments to the relevant matters regarding the detailed plan of the issue of the Notes and the terms of the issue based on the opinion of the regulatory authorities;
 - (vi) to handle other matters in relation to the issue of the Notes; and
 - (vii) to delegate to Conch Environment Group the authority to deal with matters in relation to the proposed issue of the Notes as set out in paragraphs (i) to (vi) above,

and that this resolution shall remain to be valid and effective from the date on which this resolution is passed until the expiry of the validity period for the registration, issue and subsistence of the Notes.

- (c) the provision of full joint and several liability guarantee by the Company to Conch Environment Group in respect of the issue of the Notes by Conch Environment Group be and is hereby approved provided that the guarantee amount to be provided in aggregate shall not exceed RMB3 billion (inclusive) and the actual amount of the guarantee to be provided shall be determined in accordance with the actual circumstances in relation to the issue of the Notes (For details of the basic information of Conch Environment Group, the guaranteed company, please refer to the paragraph headed “Proposal for issue of the medium-term notes by Conch Environment Group and provision of guarantee by the Company” in “the Letter from the Board” in the Circular, of which this notice forms part).
8. To consider and approve the amendments to the Articles (please refer to Appendix III to the Circular, of which this notice forms part).
9. To consider and approve the following resolution for authorising the Board to allot and issue overseas-listed foreign shares (“**H Shares**”):
- (a) THAT subject to the limitations, under paragraphs (c) and (d) below and in accordance with the requirements of the Rules Governing the Listing of Securities (the “**HKSE Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**HK Stock Exchange**”), the Company Law of the PRC (the “**Company Law**”), and other applicable laws and regulations (in each case, as amended from time to time), an unconditional general mandate be and is hereby granted to the Board to exercise once or in multiple times during the Relevant Period (as defined below in this resolution) all the powers of the Company to allot and issue H Shares (“**New Shares**”) on such terms and conditions as the Board may determine and that, in the exercise of their powers to allot and issue shares, the authority of the Board shall include (without limitation):
 - (i) the determination of the class and number of the New Shares to be allotted;
 - (ii) the determination of the issue price of the New Shares;
 - (iii) the determination of the opening and closing dates of the issue of New Shares;
 - (iv) the determination of the class and number of New Shares (if any) to be issued to the existing shareholders;
 - (v) to make or grant offers, agreements and options which might require the exercise of such powers; and

- (vi) in making an offer or to issue shares to the shareholders of the Company, excluding shareholders who are residents outside the PRC or the Hong Kong Special Administrative Region (“**Hong Kong**”) on account of prohibitions or requirements under overseas laws or regulations or for some other reasons which the Board considers expedient;
- (b) in exercising the powers granted under paragraph (a) above, the Board is authorized during the Relevant Period to make or grant offers, agreements and options which might require the shares relating to the exercise of the authority thereunder being allotted and issued after the expiry of the Relevant Period;
- (c) the aggregate amount of the H Shares to be allotted or conditionally or unconditionally agreed to be allotted (whether pursuant to the exercise of options or otherwise) by the Board pursuant to the authority granted under paragraph (a) above (excluding any H Shares which may be allotted upon the conversion of the capital reserve into capital in accordance with the Company Law and/or the Articles) shall not exceed 20 per cent (20%) of the aggregate number of H Shares of the Company in issue as at the date of passing of this resolution;
- (d) the Board in exercising the powers granted under paragraph (a) above shall (i) comply with the Company Law, other applicable laws and regulations, and the HKSE Listing Rules (in each case, as amended from time to time) and (ii) be subject to the approvals of China Securities Regulatory Commission (“**CSRC**”) and relevant authorities of the PRC;
- (e) for the purposes of this Resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the date on which the powers granted by this resolution are revoked or varied by a special resolution of the Company passed in general meeting; or
 - (iii) the date falling 12 months from the date of passing of this resolution;
- (f) the Board shall, subject to the approvals of the relevant authorities and the exercise of the powers granted under paragraph (a) above in accordance with the Company Law and other applicable laws and regulations, increase the Company’s registered capital to such amount as shall equal the aggregate nominal amounts of the relevant number of shares allotted and issued upon the exercise of the powers granted under paragraph (a) above, provided that the registered capital of the Company shall not exceed 120 per cent (120%) of the amount of registered capital of the Company as at the date of passing of this resolution; and

- (g) subject to the Listing Committee of the HK Stock Exchange granting listing of, and permission to deal in, the H Shares in the Company's share capital proposed to be issued by the Company and to the approval of CSRC for the issue of shares, the Board be and it is hereby authorised to amend, as it may deem appropriate and necessary, the Articles to reflect the change in the share capital structure of the Company in the event of an exercise of the powers granted under paragraph (a) above to allot and issue New Shares.

(The purpose of resolution no.9 is to grant a general mandate by shareholders of the Company at the AGM to the Board to allot and issue new H shares, subject to compliance of the applicable laws, regulations and rules.)

10. To consider and approve the following resolution for authorising the Board to repurchase H Shares in issue (please refer to Appendix IV to the Circular, of which this notice forms part):
- (a) THAT subject to the limitations under paragraphs (b) and (c) below and in accordance with the requirements of the HKSE Listing Rules, the Company Law, the Articles, and other applicable laws and regulations (in each case, as amended from time to time), an unconditional general mandate be and is hereby granted to the Board to exercise once or in multiple times during the Relevant Period (as defined below in this resolution) all the powers of the Company to repurchase H Shares on such terms and conditions as the Board may determine:
 - (b) in exercising the powers granted under paragraph (a) above, the number of H Shares the Board is authorized to repurchase on the HK Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the HK Stock Exchange during the Relevant Period shall not exceed 10 per cent (10%) of the aggregate number of H Shares of the Company in issue as at the date of passing of this resolution;
 - (c) the Board in exercising the powers granted under paragraph (a) above shall (i) comply with the Company Law, other applicable laws and regulations, and the HKSE Listing Rules (in each case, as amended from time to time) and (ii) be subject to the approvals of CSRC and relevant authorities of the PRC;
 - (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the date on which the powers granted by this resolution are revoked or varied by a special resolution of the Company passed in general meeting; or
 - (iii) the date falling 12 months from the date of passing of this resolution; and

- (e) subject to the approvals of all competent regulatory authorities (if applicable) in accordance with laws and regulations in the PRC being obtained by the Company and the compliance with the requirements under the HKSE Listing Rules and other applicable laws and regulations, the Board be and it is hereby authorised to amend, as it may deem appropriate and necessary, the Articles to reflect the change in the share capital structure of the Company in the event of an exercise of the powers granted under paragraph (a) above to repurchase H Shares.

(The purpose of resolution no.10 is to grant a general mandate by shareholders of the Company at the AGM to the Board to repurchase H shares, subject to compliance of the applicable laws, regulations and rules.)

By order of the Board
ANHUI CONCH CEMENT COMPANY LIMITED
Zhou Xiaochuan
Joint Company Secretary

Wuhu City, Anhui Province, the PRC
23 April 2024

As at the date of this notice, the Board comprises (i) Mr. Yang Jun, Mr. Wang Jianchao, Mr. Li Qunfeng, Mr. Zhou Xiaochuan and Mr. Wu Tiejun as executive Directors; (ii) Mr. Qu Wenzhou, Ms. Ho Shuk Yee, Samantha and Ms. Zhang Yunyan as independent non-executive Directors.

Notes:

1. Persons entitled to attend the AGM

Holders of H Shares whose names appear on the register of members maintained by Hong Kong Registrars Limited at 4:30 p.m. on Friday, 24 May 2024 are entitled to attend the AGM after completing the registration procedures for the meeting.

2. Appointment of proxies

- (1) Each shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies in writing, whether they are shareholders of the Company or not, to attend and vote on his/her/its behalf at the AGM.
- (2) Proxies of the shareholders must be appointed in writing and the appointment must be signed by the shareholder or his/her/its agent who has been duly authorised in writing. If the instrument of the appointment of proxy is signed by an agent of the shareholder, the power of attorney or other authority of the agent must be notarially certified. In order to be valid, the notarially certified copy of such power of attorney or other authority, together with the instrument of the appointment of proxy, shall be deposited at the Company's H share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less

than 24 hours before the time appointed for holding of the AGM. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment hereof should you so wish.

3. Shareholders shall produce their identification documents and supporting documents in respect of the shares of the Company held when attending the AGM. If corporate shareholders appoint authorized representative to attend the AGM, the authorised representative shall produce his/her/its identification documents and a notarized copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate shareholders or other notarized documents allowed by the Company. Proxies shall produce their identification documents and the proxy form signed by the shareholders or their attorney when attending the AGM.
4. The register of members of H Shares of the Company will be closed from Friday, 24 May 2024 to Thursday, 30 May 2024, both days inclusive. In order to be qualified for attendance at the AGM, transfer documents accompanied by share certificates and other appropriate documents must be lodged with the Company's H share registrar – Hong Kong Registrars Limited at the address given in Note 2, by 4:30 p.m. on Thursday, 23 May 2024.
5. Subject to and upon the approval of the AGM (if so approved), the final dividend for the year ended 31 December 2023 is expected to be distributed to the holders of H Shares whose names appear on the register of members of H Shares maintained in Hong Kong on Wednesday, 12 June 2024. The register of members of H Shares of the Company will be closed from Wednesday, 5 June 2024 to Wednesday, 12 June 2024, both days inclusive. In order to be qualified for the distribution of the proposed dividend, all transfer documents accompanied by the relevant share certificates and other appropriate documents must be lodged by holders of H Shares with the Company's H share registrar – Hong Kong Registrars Limited at the address given in Note 2, by 4:30 p.m. on Tuesday, 4 June 2024. The record date of the proposed final dividend for holders of A Shares and the relevant information on the distribution of final dividend will be disclosed in a separate announcement to be published in the PRC.
6. The AGM is expected to take half a day. Shareholders or their proxies attending the AGM should bear their own lodging and travelling costs.
7. Contact details of the Company are set out as follows:

Address: No. 39 Wenhua Road, Wuhu City, Anhui Province, the PRC
Postal code: 241000
Tel: 86-553-8398927/86-553-8398976
Fax: 86-553-8398931

8. Contact details of the Company's H share register – Hong Kong Registrars Limited are set out as follows:

Address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Tel: 852 2862 8628
Fax: 852 2529 6087