These terms of reference are prepared in Chinese. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.

安徽海螺水泥股份有限公司
ANHUI CONCH CEMENT COMPANY LIMITED

Terms of Reference of the Remuneration and Nomination Committee

(Approved by the Board and became effective at the sixth meeting of the third session of the Board on 12 October 2005)
(Revised and approved by the Board at the fifth meeting of the fifth session of the Board on 26 March 2012)
(Revised and approved by the Board at the seventh meeting of the seventh session of the Board held on 21 March 2019)
(Revised and approved by the Board at the sixth meeting of the eighth session of the Board held on 25 March 2021)
(Revised and approved by the Board at the ninth meeting of the ninth session of the Board held on 19 March 2024)
(Revised and approved by the Board at the meeting held on 28 July 2025)

Chapter I General

Article 1 In accordance with the relevant requirements of the Rules (hereinafter referred to as "Exchange Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereinafter referred to as "SSE Listing Rules") and the Code of Corporate Governance for Listed Companies issued by the China Securities Regulatory Commission (hereinafter referred to as "CSRC"), the board (hereinafter referred to as the "Board") of directors (hereinafter referred to as "Directors") of Anhui Conch Cement Company Limited (hereinafter referred to as the "Company") has established a remuneration and nomination committee (hereinafter referred to as "Committee") of the Board. The Committee is mainly responsible for establishing the remuneration policy and structure of all Directors and senior management, establishing procedures, determining the remuneration proposal for Directors and senior management, and regularly reviewing the structure, size and composition of the Board, identifying candidates for Directors and senior management and formulating

succession plan for Directors, and shall make recommendations to the Board on the abovementioned matters.

Article 2 The Committee is a specialized working body of the Board and is accountable to the Board.

Article 3 The terms of reference (hereinafter referred to as "Terms of Reference") of the Committee clearly explain and define the duties and powers of the Committee, which is an important guide and basis for the Committee to carry out its work, and became effective and be amended upon the approval of the Board.

Article 4 The Committee shall, based on these Terms of Reference, exercise the powers granted by the Board, perform the duties of the Committee, report and make recommendations to the Board, and assist the Board in completing relevant work, in order to enhance the work efficiency, reporting level, transparency and objectivity of the Board.

Chapter II Members of the Committee

Article 5 The Committee shall comprise three or more members with one of them being the chairman. Independent non-executive Directors shall make up more than half of the members of the Committee. The chairman of the Committee shall be an independent non-executive Director. At least one Director of a different gender shall be appointed as a member of the Committee.

Article 6 The chairman and members of the Committee shall be appointed by the Board.

Article 7 The term of office of the Committee shall be consistent with that of the Board. The Committee members may stand for re-election upon expiry of their term. During their term of office, if any member of the Committee ceases to be a Director of the Company, he will automatically lose his qualification as a member of the Committee, and the Board shall fill such vacancy in accordance with the relevant procedures.

Article 8 Any member of the Committee who resigns during his term of office shall tender a written resignation letter to the Board three months in advance, and the resignation letter shall state in detail the reason for resignation. The resignation shall only become effective upon the approval by more than half of the members of the Board. The Board will fill the vacancy pursuant to the relevant procedures.

Article 9 Any change of member(s) of the Committee leading to change of Director(s) shall be put forward for approval by shareholders in a general meeting, and shall comply with the relevant procedure in respect of information disclosure.

Article 10 The Committee shall appoint a secretary to assist the coordination of work and communication between the Committee and the Board and other committees and departments, and to gather the information required for the Committee in exercising its duties.

Chapter III Terms of Reference

Article 11 The Committee is authorised by the Board to exercise its duties and powers and it shall be accountable to the Board. The Committee shall be provided with sufficient resources for performance of its duties. The Committee has no authority to replace the Board in exercising decision-marking and management functions. The scope of responsibilities of the Committee mainly include:

1. Duties and powers in relation to remuneration management, responsible for formulating assessment criteria for Directors and senior management, conducting assessments, and establishing and reviewing remuneration policy and proposal for Directors and senior management. Specific work, powers and responsibilities include:

(1) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

(2) to make recommendations to the Board on matters including the remuneration packages of all and individual executive Directors and senior management, which include benefits in kind, pension rights and compensation payments (including any

compensation payable for loss or termination of their office or appointment) in accordance with actual situation of the Company;

(3) to make recommendations to the Board on the remuneration of non-executive Directors;

(4) to approve and review the Directors' and senior management's remuneration proposals based on their performance with reference to the corporate goals and objectives resolved by the Board from time to time;

(5) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;

(6) to approve and review compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair, reasonable and not excessive nor result in an excessive burden on the Company;

(7) to approve and review compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

(8) to ensure that no Director or any of his/her associates is involved in deciding that Director's own remuneration;

(9) to review, approve, formulate and/or change the matters relating to share schemes under Chapter 17 of the Exchange Listing Rules, and/or establish or formulate equity incentive scheme, employee share ownership scheme according to applicable laws and regulations, to motivate individuals who are granted rights to achieve the conditions for exercising their rights;

(10) to arrange share ownership scheme for Directors and senior management in subsidiaries proposed for spin-off;

(11) other matters prescribed by laws, administrative regulations, the CSRC, association of articles of the Company, the Exchange Listing Rules and the SSE Listing Rules.

2. Duties and powers in relation to appointment, dismissal and nomination, responsible for formulating the criteria and procedures for the selection of Directors and senior management, selection and review of candidates of Directors and senior management and their qualifications for appointment, which include specifically:

(1) to review the structure, size and composition of the Board (including the role, responsibilities, capabilities, techniques, skills, knowledge, experience and diversity of perspectives) on a regular basis and at least annually, assist the Board in maintaining a board skills matrix, and make recommendations to the Board on any proposed changes of the Board to complement the Company's corporate strategy;

(2) to identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(3) to identify individuals suitably qualified to become senior management and select or make recommendations to the Board on the selection of individuals nominated for appointment as senior management;

(4) to assess the independence of independent non-executive Directors (and candidates of independent non-executive Directors), and whether they can devote sufficient time, whether the selection criteria as set out in Article 11.2(1) above are satisfied, whether they are serving as an independent non-executive director in excessive number of companies and (where applicable) whether they have been serving the Company for prolonged terms;

(5) to make recommendations to the Board on the appointment or re-appointment of Directors and matters in relation to succession planning for Directors, in particular the chairman of the Board and the chief executive officer;

(6) to support the Company's regular evaluation of the Board's performance;

(7) to assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of The Hong Kong Stock Exchange Limited and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience;

(8) to provide recommendations on Board diversity policy to achieve the goals of formulating such policy, and to discuss with the Board on revisions to such policy, and to recommend such revisions to the Board for reference;

(9) to review the implementation and effectiveness of the Board diversity policy from time to time in accordance with the development situation, business scale and other specific situations of the Company, to ensure the effectiveness of the Board diversity policy;

(10) to report on the composition of the Board in accordance with the diversity policy in the corporate governance report contained in the Company's annual report annually, and to monitor the implementation of the Board diversity policy;

(11) other matters prescribed by laws, administrative regulations, the CSRC, association of articles of the Company, the Exchange Listing Rules, and the SSE Listing Rules.

Chapter IV Meeting, Work and Reporting Procedures

Article 12 The Committee shall hold at least one meeting every year at such time as appropriate. Such meetings shall be convened and chaired by the chairman of the Committee. Notice shall be given to all the Committee members three days before the meeting, the secretary of the Committee shall be responsible for giving notice of meeting and making all specific arrangements for the meetings.

Article 13 The quorum necessary for the convention of a Committee meeting shall be more than half of the Committee members.

Article 14 The Committee may invite other Directors, professionals, advisory bodies or senior management of the Company to attend its meetings according to the needs of matters to be discussed.

Article 15 All issues discussed by the Committee, its decisions and recommendations shall be made in written reports and be submitted to the Board for review or approval.

Article 16 The secretary of the Committee shall be responsible for keeping meeting minutes. Draft and final versions of the minutes of the meetings shall be circulated to all members of the Committee for their comment and records respectively, within a reasonable time after the meeting.

Article 17 The Committee may monitor and implement specific matters through the secretary of the Committee or the human resources department of the Company.

Chapter V Supplementary Provisions

Article 18 These Terms of Reference and their amendments shall become effective upon approval of the Board of the Company.

Article 19 These Terms of Reference is subject to interpretation by the Board of the Company.