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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)

(1) Announcement Regarding the Resolutions Passed by the Board; and (2) Proposed Amendments to the Articles of Association

This announcement is made pursuant to Rule 13.09(2), Rule 13.10B and Rule 13.51(1) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

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 25 March 2026 regarding the resolutions passed by the Board.

This announcement is made pursuant to Rule 13.09(2), Rule 13.10B and Rule 13.51(1) of the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**").

In accordance with the applicable laws and regulations of the People's Republic of China (the "**PRC**"), Anhui Conch Cement Company Limited (the "**Company**", together with its subsidiaries, collectively the "**Group**") will publish an announcement (the "**PRC Announcement**") in the designated newspapers circulating in the PRC on 25 March 2026 regarding the resolutions passed by the board (the "**Board**") of directors (the "**Directors**") of the Company.

Resolutions passed by the Board

The meeting (the "**Meeting**") of the Board was held in the conference room of the Company on 24 March 2026. The Board comprises nine Directors, and all of them attended the

Meeting. The Meeting was chaired by Mr. Yang Jun, the chairman of the Company. Certain senior management members of the Company also attended the Meeting. The convention of the Meeting was in compliance with the relevant requirements of the Company Law of the PRC and the articles of association of the Company (the "**Articles of Association**"). The proceedings of the Meeting and the resolutions passed therein are legal and valid.

The following resolutions were passed unanimously at the Meeting:

1. The general manager's report of the Company for the year ended 31 December 2025 ("**2025**") and the Company's business plan and target for the year ending 31 December 2026 ("**2026**") were considered and approved.

   Voting results: 9 votes in favour, 0 vote against and 0 abstention.

2. The Company's annual report for 2025 (including the Directors' report) and its summary and the results announcement for 2025 were considered and approved, and the submission of the Directors' report to the shareholders of the Company (the "**Shareholders**") for consideration and approval at the Company's annual general meeting for 2025 (the "**AGM**") was endorsed.

   Voting results: 9 votes in favour, 0 vote against and 0 abstention.

   The resolution has been reviewed by the audit committee of the Board (the "**Audit Committee**") and the submission of the same to the Board for consideration was endorsed.

3. The Company's internal control assessment report for 2025 was considered and approved.

   Voting results: 9 votes in favour, 0 vote against and 0 abstention.

   The resolution has been reviewed by the Audit Committee and the submission of the same to the Board for consideration was endorsed.

4. The Company's environmental, social and governance report and its summary for 2025 were considered and approved.

   Voting results: 9 votes in favour, 0 vote against and 0 abstention.

   The resolution has been considered and approved by the environmental, social and governance (ESG) committee of the Board and the submission of the same to the Board for consideration was endorsed.

5. The Company's investment plan for 2026 was considered and approved.

   Based on the Company's operation and development needs, the Company plans to invest RMB11.82 billion in 2026, which will be primarily used for project development for core businesses, extension of upstream and downstream industrial chain, technological modification for energy saving and environmental protection, and cultivation of new quality production capability, etc.

   Voting results: 9 votes in favour, 0 vote against and 0 abstention.

6. The resolution regarding the provision for asset impairment of the Company for 2025 was considered and approved.

   Pursuant to the relevant requirements of China Accounting Standards for Business Enterprises (the "**PRC Accounting Standards**"), the Company conducted impairment tests for various assets as at 31 December 2025, and made impairment provisions for assets that indicated sign of impairment. For 2025, the Company made a provision for credit impairment loss of RMB87.14 million and a provision for asset impairment loss of RMB819.85 million, which together amounted to total provisions for impairment loss of RMB906.99 million.

   Voting results: 9 votes in favour, 0 vote against and 0 abstention.

   The resolution has been reviewed by the Audit Committee and the submission of the same to the Board for consideration was endorsed.

7. The Company's final profit appropriation proposal for 2025 was considered and approved, and the submission of such proposal to the Shareholders for consideration and approval at the AGM was recommended.

   Based on the financial information prepared in accordance with the PRC Accounting Standards and International Financial Reporting Standards respectively, the Group's profit after tax and minority interest for 2025 amounted to RMB8,113.07 million and RMB8,464.46 million respectively. The Board proposed the final profit appropriation for 2025 as follows:

   (1) pursuant to the requirements of the Articles of Association, the Company shall appropriate 10% of the realised profit after tax for the year to the statutory surplus reserve, provided that no further appropriation is required when the accumulated appropriated amount for statutory surplus reserve exceeds 50% of the registered capital. As the amount of the Company's statutory surplus reserve has reached

50% of the registered capital of the Company, no appropriation was made for 2025.

(2) the payment of a final dividend of RMB0.61 per share (tax inclusive) is proposed. In accordance with the relevant provisions of the Guidelines of Self-regulation of Companied Listed on Shanghai Stock Exchange No.7 – Repurchase of Shares, the A shares in the Company's designated securities account for repurchase are not entitled to profit distribution rights. Based on the Company's total number of issued shares of 5,299,302,579 shares as at the date of this announcement less 22,242,535 A shares in the Company's designated securities account for repurchase, the total amount of final dividend payment will be RMB3,219.01 million (tax inclusive). Together with the 2025 interim cash dividends of RMB1,266.49 million (tax inclusive) already distributed, the total amount of cash dividend payment for the full year of 2025 shall be RMB4,485.50 million (tax inclusive), representing 55.29% of the net profit attributable to ordinary shareholders of the Company as reported in the consolidated statements of accounts (in accordance with the PRC Accounting Standards) for 2025.

Voting results: 9 votes in favour, 0 vote against and 0 abstention.

8. The Company's interim profit appropriation proposal for 2026 of the Company (the "**Interim Profit Appropriation Proposal for 2026**") was considered and approved, and the submission of such proposal to the Shareholders for consideration and approval at the AGM and the grant of authority to the Board for formulation and implementation of the specific proposal was endorsed. The main content of the Interim Profit Appropriation Proposal for 2026 is set out below (details of which will be set out in the circular (the "**Circular**") containing the notice of the AGM to be published (and despatched to the Shareholders (as the case may be)):

Conditional on the realisation of profit by the Company, with a positive figure of the cumulated undistributed profit, and the cash flow that can meet the requirements of the Group's normal operations and sustainable development in the first half of year 2026, in comprehensive consideration of factors including the Company's operational development and the Shareholders' investment returns, the total amount of interim cash dividends for 2026 shall not exceed 30% of the net profit attributable to shareholders of the Company as reported in the consolidated statements (in accordance with the PRC Accounting Standards) for that period. The duration of the authorisation shall commence from the date of approval of this resolution at the AGM and shall end on the

date of the convention of the annual general meeting for 2026. The Board shall be authorised to formulate the specific interim profit appropriation proposal within the scope of the above authorisation and to implement such proposal within the stipulated period.

Voting results: 9 votes in favour, 0 vote against and 0 abstention.

9. The reappointment of Ernst & Young Hua Ming LLP and Ernst & Young as the PRC auditors and international (financial) auditors of the Company respectively, and the reappointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company were considered and approved, and the audit fees of the Company for 2026 of RMB5.25 million was recommended, and the submission of the above resolution to the Shareholders for consideration and approval at the AGM was endorsed.

   Voting results: 9 votes in favour, 0 vote against and 0 abstention.

   The resolution has been reviewed by the Audit Committee and the submission of the same to the Board for consideration was endorsed.

10. The estimated guarantee amount to be provided by the Company and its subsidiaries to 22 other subsidiaries and joint ventures of the Company in respect of their bank borrowings was considered and approved, and the submission of the above resolution to the Shareholders for consideration and approval at the AGM was endorsed (details of which will be set out in the Circular).

    Voting results: 9 votes in favour, 0 vote against and 0 abstention.

    The resolution has been reviewed by the Audit Committee and the submission of the same to the Board for consideration was endorsed.

11. The resolution regarding the payment of allowances to the Company's independent non-executive Directors (the "**Independent Directors**") for 2025 and the proposal for payment of allowance to the Independent Directors for 2026 was considered and approved, and the submission of the above resolution to the Shareholders for consideration and approval at the AGM was endorsed (details of which will be set out in the Circular).

    Voting results: 6 votes in favour, 0 vote against and 0 abstention. Mr. Qu Wenzhou, Ms. Ho Shuk Yee, Samantha and Ms. Han Xu, being Directors with conflict of interest, have abstained from voting.

The resolution has been submitted to the remuneration and nomination committee of the Board (the "**Remuneration and Nomination Committee**") for consideration. All members of the Remuneration and Nomination Committee, being interested parties, have abstained from voting on this resolution.

12. The resolution regarding the remuneration of the Company's non-Independent Directors for 2025 and the remuneration proposal of the Company's non-Independent Directors for 2026 was considered and approved, and the submission of the above resolution to the Shareholders for consideration and approval at the AGM was endorsed (details of which will be set out in the Circular).

    Voting results: 3 votes in favour, 0 vote against and 0 abstention. Mr. Yang Jun, Mr. Zhu Shengli, Mr. Li Qunfeng, Mr. Yu Shui, Mr. Wu Tiejun and Mr. Fan Zhan, being Directors with conflict of interest, have abstained from voting.

    The resolution has been reviewed by the Remuneration and Nomination Committee and the submission of the same to the Board for consideration was endorsed.

13. The resolution regarding the remuneration of the senior management members of the Company for 2025 and the remuneration proposal of the senior management members of the Company for 2026 was considered and approved.

    Voting results: 6 votes in favour, 0 vote against and 0 abstention. Mr. Li Qunfeng, Mr. Yu Shui and Mr. Wu Tiejun, being Directors with conflict of interest, have abstained from voting.

    The resolution has been reviewed by the Remuneration and Nomination Committee and the submission of the same to the Board for consideration was endorsed.

14. The Board's special opinion on the independence of the Independent Directors was considered and approved.

    Voting results: 9 votes in favour, 0 vote against and 0 abstention.

15. The Board's evaluation report on the performance of the accounting firm for the year of 2025 was considered and approved.

    Voting results: 9 votes in favour, 0 vote against and 0 abstention.

16. The resolution regarding the change of the use of and the cancellation of the Company's repurchased A shares was considered and approved, and the submission of the above resolution to the Shareholders for consideration and approval at the AGM and to the

Company's holders of A shares at the first class meeting of A shares shareholders in 2026 was endorsed (details of which will be set out in the Circular).

Voting results: 9 votes in favour, 0 vote against and 0 abstention.

17. The amendments to the relevant provisions of the Articles of Association were considered and approved, and the submission of the above resolution to the Shareholders for consideration and approval at the AGM was recommended. Please refer to the Appendix to this announcement for the proposed amendments to the relevant provisions of the Articles of Association. An explanation of the effect and details of the relevant proposed amendments to the Articles of Association will be set out in the Circular in accordance with Rule 13.51(1) of the Listing Rules.

    Voting results: 9 votes in favour, 0 vote against and 0 abstention.

18. The Management System for the Departure of Directors and Senior Management Members, the Management System for the Remuneration of Directors and Senior Management Members and the Rules for the Implementation of the Cumulative Voting System of the Company were considered and approved, and the submission of the Management System for the Remuneration of Directors and Senior Management Members and the Rules for the Implementation of the Cumulative Voting System to the Shareholders for consideration and approval at the AGM was endorsed (details of which will be set out in the Circular).

    Voting results: 9 votes in favour, 0 vote against and 0 abstention.

    The Management System for the Remuneration of Directors and Senior Management Members has been reviewed by the Remuneration and Nomination Committee and the submission of the same to the Board for consideration was endorsed.

19. 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 the overseas listed foreign shares ("**H Shares**") of the Company was considered and approved (details of which will be set out in the Circular).

    Voting results: 9 votes in favour, 0 vote against and 0 abstention.

20. The resolution regarding the submission to the Shareholders at the AGM for granting a general mandate to the Board to exercise the powers of the Company to repurchase H Shares of the Company in issue was considered and approved (details of which will be set out in the Circular).

Voting results: 9 votes in favour, 0 vote against and 0 abstention.

21. The notices of the AGM and the first class meeting of A shares in 2026 were considered and approved.

    Voting results: 9 votes in favour, 0 vote against and 0 abstention.

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

Wuhu City, Anhui Province, the PRC
24 March 2026

As at the date of this announcement, the Board comprises (i) Mr. Yang Jun, Mr. Zhu Shengli, Mr. Li Qunfeng, Mr. Yu Shui and Mr. Wu Tiejun as executive Directors; (ii) Mr. Qu Wenzhou, Ms. Ho Shuk Yee, Samantha and Ms. Han Xu as independent non-executive Directors; (iii) Mr. Fan Zhan as staff Director.

Appendix:

The proposed amendments to the relevant provisions of the Articles of Association

No.	Before amendment	After amendment
1	**Article 24** The structure of the share capital of the Company is as follows: the number of ordinary shares is 5,299,302,579, of which 3,999,702,579 shares are domestic shares (representing approximately 75.48 per cent. of the total number of ordinary shares) and 1,299,600,000 shares are overseas listed foreign shares (representing approximately 24.52 per cent. of the total number of ordinary shares).	**Article 24** The structure of the share capital of the Company is as follows: the number of ordinary shares is ~~**5,299,302,579**~~**5,277,060,044**, of which ~~**3,999,702,579**~~**3,977,460,044** shares are domestic shares (representing approximately ~~**75.48**~~**75.37** per cent. of the total number of ordinary shares) and 1,299,600,000 shares are overseas listed foreign shares (representing approximately ~~**24.52**~~**24.63** per cent. of the total number of ordinary shares).
2	**Article 27** The registered capital of the Company is RMB5,299,302,579. The registered capital of the Company shall be registered with the State Administration for Market Regulation accordingly and shall be filed with the companies approval department authorised by the State Council and CSRC.	**Article 27** The registered capital of the Company is RMB~~**5,299,302,579**~~**5,277,060,044**. The registered capital of the Company shall be registered with the State Administration for Market Regulation accordingly and shall be filed with the companies approval department authorised by the State Council and CSRC.
3	**Article 67** A notice of general meeting shall comply with the following requirements: ……	**Article 67** A notice of general meeting shall comply with the following requirements: ……

No.	Before amendment	After amendment
	(11) the time and procedure for online voting and other means of voting.	(11) the time and procedure for online voting ~~and~~**or** other means of voting. **A venue shall be arranged for the general meeting of the Company, which will be convened by way of physical meeting, and may also be convened by means of electronic communication at the same time. The Company will also provide online voting to facilitate shareholders' participation in the general meeting.**
4	**Article 67B** Resolutions in respect of the election of directors may be passed by way of cumulative voting pursuant to the requirements of the relevant laws and regulations and this Articles of Association or resolutions of the general meeting. …… According to the voting results, the required positions of directors will be filled out by candidates for directors with the highest votes; however, the elected directors must muster more than half of the total number of shares with valid voting rights cast by the shareholders (including proxy of shareholders) attending the general meetings. If the number of director candidates with more than half of the total number of shares with valid voting rights cast by the	**Article 67B** **Regarding r**esolutions in respect of the election of directors**, independent directors and other members of the board of directors shall be voted for separately. Where two or more independent directors or two or more other members of the board of directors are to be elected, cumulative voting shall be implemented** ~~**may be passed by way of cumulative voting**~~ pursuant to the requirements of the relevant laws and regulations and this Articles of Association or resolutions of the general meeting. …… According to the voting results, the required ~~**positions**~~**numbers** of directors will be filled out by candidates for directors with the highest votes; however, the elected directors must muster more

No.	Before amendment	After amendment
	shareholders attending the general meetings is insufficient to fill out all the required positions, there shall be a second round of election for the remaining director candidates. Independent directors shall be elected through a separate system from other members of the board of directors.	than half of the total number of shares **(based on non-cumulative voting)** with valid voting rights cast by the shareholders (including proxy of shareholders) attending the general meetings. If the number of director candidates with more than half of the total number of shares with valid voting rights cast by the shareholders attending the general meetings is insufficient to fill out all the required ~~**positions**~~**numbers**, there shall be a second round of election for the remaining director candidates. ~~**Independent directors shall be elected through a separate system from other members of the board of directors.**~~
5	**Article 70** Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his proxy to attend and vote instead of him, and that proxy may exercise the following rights in accordance with the authorisation of the shareholder: …… The Board of Directors, independent directors and shareholders who meet the relevant conditions may solicit proxies from the Company's shareholders regarding matters to be considered at	**Article 70** Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his proxy to attend and vote instead of him, and that proxy may exercise the following rights in accordance with the authorisation of the shareholder: …… ~~**The Board of Directors, independent directors and shareholders who meet the relevant conditions may solicit proxies from the Company's shareholders regarding matters to be**~~

No.	Before amendment	After amendment
	general meetings. Any solicitation of proxies shall be obtained on a nil-consideration basis, and sufficient information shall be disclosed to the parties from whom proxies are solicited.	~~**considered at general meetings. Any solicitation of proxies shall be obtained on a nil-consideration basis, and sufficient information shall be disclosed to the parties from whom proxies are solicited.**~~
6	**Article 76** …… The board of directors, independent directors, and any shareholder holding more than 1% of the Company's issued voting shares or an investor protection institution established in accordance with the laws, administrative regulations or regulations of the CSRC may publicly solicit proxies from the Company's shareholders. In soliciting voting rights of shareholders, information such as specific voting intention shall be sufficiently disclosed to the shareholders from whom voting rights are being solicited. Solicitation of voting rights at any consideration, whether in direct or indirect form, is prohibited. Saved as prescribed by the laws, the Company shall not propose any minimum shareholding restriction on the solicitation of voting rights. ……	**Article 76** …… The board of directors, independent directors, and any shareholder holding more than 1% of the Company's issued voting shares or an investor protection institution established in accordance with the laws, administrative regulations or regulations of the CSRC may publicly **request the shareholders of the Company to entrust them to attend the general meeting on their behalf and to exercise shareholders' rights, such as the right to propose a motion and to vote on their behalf.** ~~**solicit proxies from the Company's shareholders.**~~ In soliciting ~~**voting rights of shareholders**~~ **shareholders' rights,** information ~~**such as specific voting intention**~~ **required for shareholders to grant authorisation** shall be sufficiently disclosed to the shareholders from whom ~~**voting**~~ rights are being solicited. Solicitation of ~~**voting**~~ **shareholders'** rights at any consideration, whether in direct or indirect form, is prohibited. Saved as prescribed by the laws, the Company

No.	Before amendment	After amendment
		shall not **impose any conditions on the soliciting person.** ~~**propose any minimum shareholding restriction on the solicitation of voting rights.**~~ ……
7	**Article 84A** …… In convening any general meeting, if the chairman of the meeting has violated any rules of meeting such that the meeting may not proceed further, with the consent of shareholders representing more than half of the voting rights present at such meeting, the meeting may elect a person to chair the meeting so that the meeting may proceed further.	**Article 84A** …… In convening any general meeting, if the chairman of the meeting has violated any rules of meeting such that the meeting may not proceed further, with the consent of shareholders representing more than half of the voting rights ~~**present**~~ at such meeting, the meeting may elect a person to chair the meeting so that the meeting may proceed further.
8	**Article 113H** …… Should the resignation of independent director result in the proportion or composition of independent directors in the board or the special committee(s) thereunder not complying with the requirements of the independent director working system, listing rules, or these Articles, or a lack of accounting professional among the independent directors, the independent director who tenders his resignation shall continue to perform his duties until the date on which a new independent director is appointed. The Company shall complete the election	**Article 113H** …… Should the resignation of independent director result in the proportion or composition of independent directors in the board or the special committee(s) thereunder not complying with the requirements of the **laws and regulations,** independent director working system, listing rules, or these Articles, or a lack of accounting professional among the independent directors, the independent director who tenders his resignation shall continue to perform his duties until the date on which a new independent director is appointed.

No.	Before amendment	After amendment
	of a replacement within 60 days from the date on which the independent director tenders his resignation.	The Company shall complete the election of a replacement within 60 days from the date on which the independent director tenders his resignation.
9	**Article 123** A person shall be disqualified from being a director, general manager or other senior management staff of the Company in any one of the following circumstances: (1) a person who suffers from any incapacity or restricted capacity from undertaking civil liabilities; (2) a person who has been convicted of and sentenced for offences relating to corruption, bribery, trespass to assets, misappropriation of assets or causing social and economic disorder or who has been deprived of his political rights as a result of him having committed an offence and, in each case, a period of 5 years has not elapsed since the completion of the term of the sentence or deprivation; (3) a person who was a director or factory manager or manager of a company or enterprise which had become insolvent and liquidated because of unsound management and who incurred personal liability for the insolvency of that company or enterprise, and a period	**Article 123** A person shall be disqualified from being a director, general manager or other senior management staff of the Company in any one of the following circumstances: (1) a person~~ **who suffers from any incapacity or restricted capacity from undertaking civil liabilities**~~ **with no or restricted capacity for civil conduct**; (2) a person who has been convicted of and sentenced for offences relating to corruption, bribery, trespass to assets, misappropriation of assets or causing social**ist market and** economic disorder or who has been deprived of his political rights as a result of~~ **him having committed**~~ **committing** an offence and~~**, in each case,**~~ a period of 5 years has not elapsed since the completion of the term of the sentence or deprivation**, or who has been given a suspended sentence and a period of two years has not lapsed since the expiration of the probationary period**; (3) a person who was a director or factory manager or manager of a

No.	Before amendment	After amendment
	of 3 years has not elapsed since the date of completion of insolvent liquidation of that company or enterprise; (4) a person who was a legal representative of a company or enterprise, the business licence of which was revoked on the grounds of contravention of law, and who incurred personal liability therefor, and a period of 3 years has not elapsed since the date of revocation of the business licence of that company or enterprise; (5) a person who has failed to repay his relatively large amount of debts when due; (6) a person who, because of suspected contravention of criminal law, is under investigation by judicial authorities and the case has not yet been settled; (7) a person who is not eligible for enterprise leadership under PRC law or administrative regulations; (8) a person who is not a natural person; (9) a person who has been prohibited from entering into the securities market by the CSRC, and such prohibition has not been expired; or (10) officer who holds administrative positions (other than directors in the Company's controlling shareholder) shall	company or enterprise which had become insolvent and liquidated **~~because of unsound management~~** and who incurred personal liability for the insolvency of that company or enterprise, and a period of 3 years has not elapsed since the date of completion of insolvent liquidation of that company or enterprise; (4) a person who was a legal representative of a company or enterprise, the business licence of which was revoked, **or which was ordered to close due to breach ~~on the grounds of contravention~~** of law, and who incurred personal liability therefor, and a period of 3 years has not elapsed since the date of revocation of the business licence of that company or enterprise **or being ordered to close**; (5) a person who has **~~failed to repay his relatively large amount of debts when due~~ been listed as a dishonest person subject to enforcement by the People's Court as a result of his failure to repay his relatively large amount of debts when due or who has been adjudicated bankrupt by a Hong Kong court and has not been discharged from bankruptcy**; (6) a person who, because of suspected contravention of criminal law, is under investigation by judicial authorities and

No.	Before amendment	After amendment
	not be senior management staff of the Company. The Company's senior management staff shall receive remuneration only from the Company, and shall not receive any salary from controlling shareholder.	the case has not yet been settled; ~~**(7) a person who is not eligible for enterprise leadership under PRC law or administrative regulations;**~~ (~~**8**~~**7**) a person who is not a natural person; (~~**9**~~**8**) a person who has been~~ **prohibited from entering into the securities market by the CSRC, and such prohibition has not been expired** subject to a securities market ban imposed by the CSRC or the Hong Kong courts, prohibiting him/her from serving as a director or senior management member of a listed company, and such prohibition has not been expired~~**;or**~~ **(9) a person who has been publicly identified by the stock exchange(s) on which the shares of the company are listed as being unsuitable to serve as a directors or senior management member of listed companies, where the term of enforcement has not been expired;** (10) officer who holds administrative positions (other than directors**)** in the Company's controlling shareholder~~)~~ shall not be senior management staff of the Company; **or** **(11) other circumstances stipulated by laws and regulations.**

No.	Before amendment	After amendment
		Any elections, appointments or employment of directors and senior management members in violation of this Article shall be invalid. **Should any one of circumstances listed in the first paragraph of this Article arise during the term of office of a director, he should immediately cease to perform his duties. The board of directors shall immediately dismiss his appointment in accordance with the requirements upon becoming aware of or ought to have become aware of, such fact. The Remuneration and Nomination Committee shall evaluate the qualifications of directors and shall make timely recommendation to the board of directors on dismissal should it discover that a director fails to meet the qualification requirements.** **Should the circumstances listed in the first paragraph of this Article arise during the term of office of a senior management member, he should immediately cease to perform his duties and resign from his position. If the senior management member fails to submit a resignation, the board of directors shall immediately dismiss his appointment in accordance with the requirements upon becoming aware of or ought to have become aware of such**

No.	Before amendment	After amendment
		fact. The Remuneration and Nomination Committee shall evaluate the qualifications of senior management members and shall make timely recommendation to the board of directors on dismissal should it discover that a senior management member fails to meet the qualification requirements. The Company's senior management staff shall receive remuneration only from the Company, and shall not receive any salary from controlling shareholder.