THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Conch Environment Protection Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CONCH
海螺环保

China Conch Environment Protection Holdings Limited
中國海螺環保控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 587)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES, PROPOSED RE-APPOINTMENT OF AUDITOR, PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting (the "**AGM**") of China Conch Environment Protection Holdings Limited (the "**Company**") to be held at the Company's Meeting Room, No. 39 Wenhua Road, Wuhu City, Anhui Province, the PRC on Friday, 26 June 2026 at 10:00 a.m. (Hong Kong time) is set out on pages 40 to 45 this circular.

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar in Hong Kong (the "**Branch Share Registrar**"), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Branch Share Registrar no later than Wednesday, 24 June 2026 at 10:00 a.m. (Hong Kong time). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.conchenviro.com).

29 May 2026

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"2025 AGM"	the annual general meeting of the Company held on 26 June 2025
"AGM"	the 2026 annual general meeting of the Company to be held at the Company's Meeting Room, No. 39 Wenhua Road, Wuhu City, Anhui Province, the PRC on Friday, 26 June 2026 at 10:00 a.m. (Hong Kong time), to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 40 to 45 of this circular, or any adjournment thereof
"Anhui Conch Environment Group"	Anhui Conch Environment Group Co., Ltd.* (安徽海螺環保集團有限公司)
"Articles of Association"	the articles of association of the Company currently in force
"Associate(s)"	has the same meaning as defined under the Listing Rules
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors of the Company
"Buy-back Mandate"	a general unconditional mandate proposed to be granted to the Directors at the AGM to buy back such number of Shares of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) of the Company as at the date of passing of the relevant resolution granting such mandate
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"close associate(s)"	has the same meaning as defined under the Listing Rules
"Companies Act"	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
"Company"	China Conch Environment Protection Holdings Limited (中國海螺環保控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 587)

"Conch Cement"	Anhui Conch Cement Company Limited (安徽海螺水泥股份有限公司), a joint stock company established in the PRC with limited liability whose shares are listed on Shanghai Stock Exchange (stock code: 600585) and on the Main Board of the Stock Exchange (stock code: 914) and the controlling shareholder of the Company
"Conch Cement Group"	Conch Cement, its subsidiaries and associates
"Conch Holdings"	Anhui Conch Holdings Co., Ltd.* (安徽海螺集團有限責任公司)
"Conch New Materials"	Conch (Anhui) Energy Saving and Environment Protection New Material Co., Ltd. (海螺(安徽)節能環保新材料股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 000619)
"Conch Venture"	China Conch Venture Holdings Limited (中國海螺創業控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 586)
"controlling shareholder(s)"	has the same meaning as defined under the Listing Rules
"core connected person(s)"	has the same meaning as defined under the Listing Rules
"Director(s)"	the director(s) of the Company
"Existing Memorandum and Articles of Association"	the second amended and restated memorandum and articles of association of the Company currently in force
"Group"	the Company and its subsidiaries
"Haizhong Environmental"	Anhui Haizhong Environmental Company Limited* (安徽海中環保有限責任公司)
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Issuance Mandate"	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue or deal with Shares (including any sale or transfer of Treasury Shares) or securities convertible into Shares of not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) of the Company as at the date of passing of the relevant resolution granting such mandate
"Latest Practicable Date"	22 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"New Memorandum and Articles of Association"	the third amended and restated memorandum of association and articles of association of the Company proposed to be adopted at the AGM
"Parties Acting in Concert"	the parties acting in concert with Conch Cement under the Takeover Code, including but not limited to Conch Venture, ZHOU Xiaochuan (周小川), WANG ChunJian (汪純健), GUO Dan (郭丹), YAN Zi (晏滋), JI Xian (紀憲), LIU Tiantian (劉田田), MA Wei (馬偉) and WANG Jingqian (王敬謙)
"PRC"	the People's Republic of China (for the purpose of this circular excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
"Remuneration and Nomination Committee"	the remuneration and nomination committee of the Board
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) with a par value of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Strategy, Sustainability and Risk Management Committee"	the strategy, sustainability and risk management committee of the Board

"Takeovers Code"	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
"Treasury Shares"	has the meaning ascribed under the Listing Rules (as amended from time to time)
"%"	per cent

* *For identification purposes only*

China Conch Environment Protection Holdings Limited
中國海螺環保控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 587)

Executive Directors:
Mr. ZHOU Xiaochuan *(Chairman)*
Mr. WANG Chunjian *(General Manager)*
Ms. LIAO Dan

Non-executive Directors:
Mr. LIU Tiantian
Mr. LYU Wenbin
Mr. MA Wei

Independent Non-executive Directors:
Mr. DING Wenjiang
Ms. WANG Jiafen
Ms. LI Chen

Registered Office:
Campbells Corporate Services Limited
Floor 4, Willow House, Cricket Square
Grand Cayman, KY1–9010
Cayman Islands

Head Office and Principal Place of Business in the PRC:
No. 39 Wenhua Road
Jinghu District
Wuhu City, Anhui Province
PRC

Principal Place of Business in Hong Kong:
Room 1920, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

29 May 2026

To the Shareholders

Dear Sir/Madam,

PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES, PROPOSED RE-APPOINTMENT OF AUDITOR, PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on Friday, 26 June 2026.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Articles 108(a) and (b) of the Articles of Association, Mr. DING Wenjiang, Mr. MA Wei and Ms. LIAO Dan will retire by rotation at the AGM and, being eligible, offer themselves for re-election. In accordance with Article 112 of the Articles of Association, Mr. ZHOU Xiaochuan (appointed as an executive Director by the Board on 3 April 2026) and Mr. LIU Tiantian (appointed as a non-executive Director by the Board on 3 April 2026) will hold office until the AGM. All of the above Directors, being eligible, will offer themselves for re-election at the AGM.

Details of all retiring Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

Nomination Procedures and Process

The re-appointment of the retiring Directors has been reviewed by the Remuneration and Nomination Committee. The Remuneration and Nomination Committee is of the view that all retiring Directors have extensive experience in different fields and professions that are relevant to the business of the Company. In addition, their respective background, experience and knowledge allow them to provide value and relevant insights and contribute to the diversity of the Board.

Mr. DING Wenjiang, being an independent non-executive Director eligible for re-election at the AGM, has confirmed that: (i) he has satisfied the independence requirements in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries and is not connected with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there is no other factor which may affect his independence. The Remuneration and Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Remuneration and Nomination Committee has recommended to the Board re-election of all the retiring Directors. The Company considers that Mr. DING Wenjiang is independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Accordingly, the Remuneration and Nomination Committee has recommended all retiring Directors to the Board for re-election and the Board has endorsed the recommendations of the Remuneration and Nomination Committee and recommended all retiring Directors to stand for re-election at the AGM.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY-BACK SHARES

At the 2025 AGM, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the AGM for Shareholders to approve the granting of the Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the AGM (i.e. a maximum of 182,676,505 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM). The Buy-back Mandate shall continue to be in force during the period from the date of passing such resolution until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (c) the date upon which such authority is revoked or varied by an ordinary resolution by the Shareholders in a general meeting. The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the 2025 AGM, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM for Shareholders to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with (including any sale or transfer of Treasury Shares) Shares or securities convertible into Shares of not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM (i.e. a maximum of 365,353,011 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM). The Issuance Mandate shall continue to be in force during the period from the date of passing such resolution until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (c) the date upon which such authority is revoked or varied by an ordinary resolution by the Shareholders in a general meeting. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares purchased by the Company pursuant to the Buy-back Mandate will also be proposed at the AGM. The Directors wish to state that they have no immediate plan to issue new Shares pursuant to the Issuance Mandate.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

Ernst & Young will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Ernst & Young as the auditor of the Company for the year ending 31 December 2026 and to hold office until the conclusion of the next annual general meeting of the Company.

The estimated audit fee payable to Ernst & Young for audit services to be provided to the Company for the year ending 31 December 2026 is expected to be in the range of approximately RMB1.5 million to RMB1.8 million, which was determined between the Company and Ernst & Young after due consideration and arm's length negotiation having regard to factors including the historic audit fee, the expected audit scope and resources required to be committed by the auditor, the prevailing market rates and the nature and complexity of the Group's businesses. The estimated audit fee assumes there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for audit purposes. Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated range disclosed above. In the event of any material change, the Company will make further disclosure as appropriate.

The re-appointment of the auditor of the Company has been reviewed by the Audit Committee which has recommended to the Board that it be submitted and proposed for the Shareholders' approval at the AGM. A resolution will be proposed at the AGM to approve the said re-appointment and to authorise the Board to fix the auditor's remuneration for the ensuing year.

6. PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 May 2026 in relation to the proposed amendment to the Existing Memorandum and Articles of Association.

The Board has proposed to amend the Existing Memorandum and Articles of Association and adopt the New Memorandum and Articles of Association for the purposes of, among others, (a) bringing the Existing Memorandum and Articles of Association in line with the latest regulatory requirements in relation to the holding of hybrid general meetings, electronic voting and other relevant amendments made to the Listing Rules; and (b) making other consequential and housekeeping amendments.

Details of the proposed amendments to the Existing Memorandum and Articles of Association are set out in Appendix III to this circular. The Chinese translation of the New Memorandum and Articles of Association is for reference only. In case of any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

The Company's legal advisers as to Hong Kong laws and the laws of the Cayman Islands have each confirmed that the proposed New Memorandum and Articles of Association is in compliance with the applicable requirements of the Listing Rules and do not contravene any applicable laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the proposed New Memorandum and Articles of Association for a Cayman Islands company listed on the Stock Exchange.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM. The relevant special resolution 7 will be proposed at the AGM.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 40 to 45 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4: 30 p.m. on Monday, 22 June 2026 (Hong Kong time) for registration. Shareholders whose names are listed on the register of members of the Company on Friday, 26 June 2026 are entitled to attend and vote at the AGM.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.conchenviro.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Branch Share Registrar no later than Wednesday, 24 June 2026 at 10:00 a.m. (Hong Kong time). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the granting of the Buy-back Mandate, the Issuance Mandate and the extension of the Issuance Mandate to the Directors, the proposed re-appointment of auditor, and the proposed amendments to the Existing Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association are in the best interests of the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of AGM on pages 40 to 45 of this Circular.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
China Conch Environment Protection Holdings Limited
LIAO Dan
Company Secretary

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

1. MR. ZHOU XIAOCHUAN

Mr. ZHOU Xiaochuan (周小川先生), aged 55, was appointed as an executive Director and the Chairman of the Board of the Company on 3 April 2026. He currently serves as a member of the Remuneration and Nomination Committee and the chairman of the Strategy, Sustainability and Risk Management Committee, and the chairman of Anhui Conch Environment Group, a subsidiary of the Company.

Mr. Zhou Xiaochuan graduated from Anqing Teachers College with a major in English Education in July 1994. Mr. Zhou Xiaochuan possesses extensive experience in corporate governance and capital markets. He joined Conch Cement Group in 1994, and also served as director, party deputy secretary, deputy general manager and board secretary of Conch New Materials, director, party deputy secretary and general manager of Anhui Conch Technology Innovation Material Co., Ltd.* (安徽海螺科創材料有限責任公司), executive director and board secretary of Conch Cement, as well as deputy chief economist of Conch Holdings.

Mr. Zhou Xiaochuan has entered into a service contract with the Company for a term of three years commencing from 3 April 2026, determinable by either party by giving not less than three months' prior written notice, and subject to retirement by rotation and re-election at least once every three years at the annual general meetings in accordance with the Articles of Association. Pursuant to the service contract, Mr. Zhou Xiaochuan shall be entitled to receive directors' remuneration for his role as the Chairman of the Board, executive Director, the chairman of the Strategy, Sustainability and Risk Management Committee, and a member of the Remuneration and Nomination Committee. The directors' remuneration for Mr. Zhou Xiaochuan will be determined by the Board based on the recommendation of the Remuneration and Nomination Committee and with reference to his job responsibility in the Company, the Company's operating performance, the prevailing market rate and the remuneration policy of the Company.

As at the Latest Practicable Date, Mr. Zhou Xiaochuan is interested in 783,000 Shares held by him as a beneficial owner and is deemed to be interested in 474,471,318 Shares held jointly by Conch Cement and other parties acting in concert with it within the meaning of Part XV of the SFO.

2. MR. DING WENJIANG

Mr. DING Wenjiang (丁文江先生), aged 74, was appointed as an independent non-executive Director of the Company on 21 August 2023. Mr. Ding currently serves as the chairman of the Remuneration and Nomination Committee, a member of the Audit Committee and a member of the Strategy, Sustainability and Risk Management Committee.

Mr. Ding has engaged in research on advanced magnesium alloy materials and alloy processing for a long period. Mr. Ding has been working at Shanghai Jiao Tong University since 1981 and consecutively held the positions of assistant, lecturer, associate professor and professor. Mr. Ding is currently the director of Light Alloy Net Forming National Engineering Research Center (輕合金精密成型國家工程研究中心), the vice president of the China Magnesium Association (中國鎂業協會), the executive director of the Chinese Materials Research Society (中國材料研究學會), and a member of the Communist Party Committee of the School of Materials Science and Engineering of Shanghai Jiao Tong University (中共上海交通大學材料科學與工程學院委員會). Mr. Ding served as the vice president at Shanghai Jiao Tong University from July 2002 and December 2004 and the deputy director at Science and Technology Commission of Shanghai (上海市科學技術委員會) from December 2004 to September 2006.

Mr. Ding obtained a bachelor's degree in casting technology and equipment from Shanghai Jiao Tong University in July 1978 and a master's degree in casting from Shanghai Jiao Tong University in March 1981. Mr. Ding was elected as an academician of Chinese Academy of Engineering in 2013. Mr. Ding, as the first awardee, won the second prize of National Scientific and Technological Progress Award (國家科技進步二等獎) in 2003, the second prize of National Defense Scientific and Technological Progress Award (國防科技進步二等獎) in 2006, and the second prize of the National Technology Invention Award (國家技術發明二等獎) in 2006. Mr. Ding was also awarded the National Innovative Progress Award (全國創新爭先獎狀) in 2023.

Mr. Ding has entered into a letter of appointment with the Company for a term of three years commencing from 21 August 2023, determinable by either party by giving not less than three months' prior written notice, and subject to retirement by rotation and re-election at least once every three years at the annual general meetings in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Ding shall be entitled to a director's fee of RMB150,000 per annum as determined by the Board upon recommended by the Remuneration and Nomination Committee and with reference to his qualifications, experience, job responsibility and prevailing market rate.

3. MR. LIU TIANTIAN

Mr. LIU Tiantian (劉田田先生), aged 59, was appointed as a non-executive Director of the Company on 3 April 2026. He currently serves as a director of Anhui Conch Environment Group, a subsidiary of the Company.

Mr. Liu Tiantian graduated from Shanghai Institute of Building Materials Industry with a major in Construction Enterprise Management in July 1987. Mr. Liu Tiantian possesses extensive experience in enterprise operation and management. He joined Conch Cement Group in 1987 and held positions including assistant to general manager of Anhui Tongling Conch Cement Co., Ltd.* (安徽銅陵海螺水泥有限公司), officer-in-charge of the general manager office and officer-in-charge of the office of the board of Conch Holdings, deputy officer-in-charge of the Regional Committee in northern Anhui of Conch Cement, secretary of the Party Committee of Wuhu Conch Cement Co., Ltd.* (蕪湖海螺水泥有限公司), deputy secretary of the Party Committee and chairman of the staff union of Conch Cement, etc.

Mr. Liu Tiantian has entered into a service contract with the Company for a term of three years commencing from 3 April 2026, determinable by either party by giving not less than three months' prior written notice, and subject to retirement by rotation and re-election at least once every three years at the annual general meetings in accordance with the Articles of Association. Pursuant to the service contract, Mr. Liu Tiantian will not receive any remuneration from the Company for his role as a non-executive Director.

As at the Latest Practicable Date, Mr. Liu Tiantian is interested in 2,487,939 Shares held by him as a beneficial owner and is deemed to be interested in 472,766,379 Shares held jointly by Conch Cement and other parties acting in concert with it within the meaning of Part XV of the SFO. Mr. Liu Tiantian, as a beneficial owner, is interested in 120,000 shares of Anhui Conch Material Technology Co., Ltd. (a company listed on the Stock Exchange (stock code: 02560) and a subsidiary of Conch Holdings), an associated corporation of the Company.

4. MR. MA WEI

Mr. MA Wei (馬偉), aged 58, was appointed as a non-executive Director of the Company on 9 October 2022. He currently serves as a director of Anhui Conch Environment Group, a subsidiary of the Company.

Mr. Ma Wei graduated from Anhui Vocational and Technical College (安徽職業技術學院), in cement process in July 1989 and from Wuhan University of Technology (武漢理工大學) in silicate technology in January 1997. Mr. Ma Wei has extensive experience in project investment, development and operation. Mr. Ma Wei joined Conch Cement Group in July 1989 and successively served as the assistant to general manager, deputy general manager and general manager in subsidiaries of Conch Cement. Mr. Ma Wei is currently the chief of strategic development department of Conch Cement.

Mr. Ma Wei has entered into a service contract with the Company for a term of three years commencing on 9 October 2025, determinable by either party by giving not less than three months' prior written notice, and subject to retirement by rotation and re-election at least

once every three years at the annual general meeting in accordance with the Articles of Association. Pursuant to the service contract, Mr. Ma Wei shall not receive director's fee from the Group.

As at the Latest Practicable Date, Mr. Ma Wei is interested in 2,541,127 Shares held by him as a beneficial owner and is deemed to be interested in 472,713,191 Shares held jointly by Conch Cement and other parties acting in concert with it within the meaning of Part XV of the SFO.

5. MS. LIAO DAN

Ms. LIAO Dan (廖丹女士), aged 46, was appointed as an executive Director of the Company on 9 October 2022. She currently serves as company secretary of the Company and the director of several subsidiaries including Anhui Conch Environment Group and Haizhong Environmental.

Ms. Liao Dan graduated from Zhengzhou University of Aeronautics (鄭州航空工業管理學院) in financial management in July 2004. Ms. Liao Dan has extensive experience in corporate management and compliance. She joined Conch Cement Group in July 2004, and served as the financial head of Ningguo Cement Plant of Anhui Conch Cement Company Limited, the business supervisor and deputy director of the board secretary office of Conch Cement, and the affairs representative of Conch Cement.

Ms. Liao Dan has entered into a service contract with the Company for a term of three years commencing from 9 October 2025, determinable by either party by giving not less than three months' prior written notice, and subject to retirement by rotation and re-election at least once every three years at the annual general meetings in accordance with the Articles of Association. Pursuant to the service contract, Ms. Liao Dan shall be entitled to receive directors' remuneration for her role as an executive Director. The directors' remuneration for Ms. Liao Dan will be determined by the Board based on the recommendation of the Remuneration and Nomination Committee and with reference to her job responsibility in the Company, the Company's operating performance, the prevailing market rate and the remuneration policy of the Company.

As at the Latest Practicable Date, Ms. Liao Dan is deemed to be interested in the Shares held by Mr. Wang Jingqian, the spouse of Ms. Liao Dan and one of the Parties Acting in Concert. Mr. Wang Jingqian is interested in 1,930,000 Shares held by him as a beneficial owner and is deemed to be interested in 473,324,318 Shares held jointly by Conch Cement and other parties acting in concert with it.

GENERAL

Save as disclosed above, there is no information on any of the retiring Directors that is required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning any of the retiring Directors that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Buy-back Mandate.

1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such stock exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-backs of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,826,765,059 Shares with a par value of HK$0.01 each, and the Shares were fully paid.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the AGM in respect of the granting of the Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. being 1,826,765,059 Shares, the Directors would be authorized under the Buy-back Mandate to buy back, during the period in which the Buy-back Mandate remains in force, a total of 182,676,505 Shares, representing 10% of the total number of Shares (excluding Treasury Shares, if any) in issue as at the date of the AGM.

The Buy-back Mandate shall continue to be in force during the period from the date of passing such resolution until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (c) the date upon which such authority is revoked or varied by an ordinary resolution by the Shareholders in a general meeting.

3. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. Shares buy-back will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

4. FUNDING OF SHARE BUY-BACK

Buy-back made by the Company pursuant to the Buy-back Mandate may only be funded out of funds legally available for the purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands and the Listing Rules. The Directors may not purchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

5. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	**Highest**	**Lowest**
	HK$	*HK$*
2025		
May	0.60	0.53
June	0.67	0.56
July	0.72	0.61
August	0.78	0.68
September	0.72	0.62
October	0.65	0.55
November	0.60	0.56
December	0.58	0.55
2026		
January	0.58	0.53
February	0.58	0.50
March	0.55	0.50
April	0.52	0.46
May *(up to and including the Latest Practicable Date)*	0.49	0.40

7. GENERAL

The Company may, subject to the market conditions and the capital management needs of the Group at the relevant time of the repurchase(s), cancel the repurchased shares or hold the repurchased Shares as Treasury Shares.

In respect of the Treasury Shares deposited in the CCASS for resale on the Stock Exchange, the Company shall:

(i) procure its brokers not to give any instructions to the HKSCC to vote at the Company's general meeting;

(ii) in the case of dividends or distributions, withdraw the Treasury Shares from the CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividend or distribution; and

(iii) take any other appropriate measures to ensure that it shall not exercise any shareholders' rights or receive any entitlements, which would otherwise be suspended under the relevant laws if those shares were registered in the issuer's own name as Treasury Shares.

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to buy back Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed share buy-back has any unusual features.

8. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge, information and belief of the Directors having made all reasonable enquiry, as at the Latest Practicable Date, Conch Cement, the controlling shareholder of the Company, together with its subsidiaries and Parties Acting in Concert hold and control 494,360,667 Shares representing approximately 27.06% of the total issued share capital of the Company. Conch Cement is ultimately controlled by the State-owned Assets Supervisions Administration Commission of Anhui Provincial People's Government (安徽省人民政府國有資產監督管理委員會). In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of Conch Cement together with its subsidiaries and Parties Acting in Concert would be increased to approximately 30.06% of the issued share capital of the Company. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors currently have no intention to exercise the proposed Share Buy-back Mandate to trigger the obligation of the controlling shareholder to make a mandatory offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any other consequences under the Takeovers Code that may arise from the exercise of the proposed Share Buy-back Mandate by the Company.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

9. SHARES BUY-BACK MADE BY THE COMPANY

There was no buy-back by the Company of the Shares during the 6 months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Details of the proposed amendments to the Existing Memorandum and Articles of Association are set out as follows (insertions are underlined while deletions are crossed-out):

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
1(b)	—	1(b)	... **Communication Facilities:** shall mean technology by which natural persons are capable of hearing and being heard by each other, and if the Directors so determine in respect of any general meeting of the members, the functional equivalent for those with no or impaired hearing;
1(b)	—	1(b)	... **electronic means:** shall include sending or otherwise making available to the intended recipients of the communication in electronic format;
1(b)	—	1(b)	... **Present:** shall mean, in respect of any person, such person's presence at a general meeting of members, which may be satisfied by means of such person or, in the case of a member being a corporation, its duly authorized representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being: (a) physically present at the venue specified in the notice convening

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
			the meeting; or (b) in the case of any meeting at which Communications Facilities are permitted in accordance with these Articles, including any Virtual Meeting, connected by Communication Facilities in accordance with procedures specified in the notice convening such general meeting; and "Presence" shall be construed accordingly;
1(b)	**Transfer Office:** means the place where the principal register of Shareholders is located for the time being; and **Treasury Share:** means a treasury share as defined under the Companies Act.	1(b)	**Transfer Office:** means the place where the principal register of Shareholders is located for the time being; ~~and~~ **Treasury Share:** means a treasury share as defined under the Companies Act; and~~.~~
1(b)	—	1(b)	**Virtual Meeting:** shall mean any general meeting of the members at which the members (and any other permitted participants of such meeting, including without limitation the chairman (if any) and any Directors) are permitted to be Present solely by means of Communications Facilities.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
5(a)	If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to the Shares or any class of Shares (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied, modified or abrogated either with the consent in writing of not less than ¾ of the voting rights of the holders of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum (other than at an adjourned meeting) shall be two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy holding not less than one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.	5(a)	If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to the Shares or any class of Shares (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied, modified or abrogated either with the consent in writing of not less than ¾ of the voting rights of the holders of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum (other than at an adjourned meeting) shall be two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy holding not less than one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders Ppresent ~~in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them)~~ and that any holder of Shares of the class Ppresent ~~in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy~~ may demand a poll.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
35	No Shareholder shall be entitled to receive any Dividend or bonus or to be present or vote (save as proxy or authorised representative for another Shareholder) at any general meeting, either personally, or (save as proxy or authorised representative for another Shareholder) by proxy, or be reckoned in a quorum, or to exercise any other privilege as a Shareholder until all calls or instalments due from him to the Company, whether alone or jointly or jointly and severally with any other person, together with interest and expenses (if any) shall have been paid.	35	No Shareholder shall be entitled to receive any Dividend or bonus or to be Ppresent or vote (save as proxy or authorised representative for another Shareholder) at any general meeting, either personally, or (save as proxy or authorised representative for another Shareholder) by proxy, or be reckoned in a quorum, or to exercise any other privilege as a Shareholder until all calls or instalments due from him to the Company, whether alone or jointly or jointly and severally with any other person, together with interest and expenses (if any) shall have been paid.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
62	Other than the year of the Company's adoption of these Articles, in each financial year during the Relevant Period the Company shall hold a general meeting as its annual general meeting within six Months after the end of each financial year in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.	62	Other than the year of the Company's adoption of these Articles, in each financial year during the Relevant Period the Company shall hold a general meeting as its annual general meeting within six Months after the end of each financial year in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings. Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
65	An annual general meeting of the Company shall be called by not less than 21 days' notice in writing and all other general meetings (including an extraordinary general meeting) shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time and place and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called, subject to the Companies Act and the Listing Rules if it is so agreed: …	65	An annual general meeting of the Company shall be called by not less than 21 days' notice in writing and all other general meetings (including an extraordinary general meeting) shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time and place <u>(except in the case of a Virtual Meeting)</u> and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called, subject to the Companies Act and the Listing Rules if it is so agreed: …

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
65A	—	65A	If the Directors so determine in respect of a specific general meeting or all general meetings of the Company, Presence at the relevant general meeting may be by means of Communication Facilities. In addition, the Directors may determine that any general meeting may be held as a Virtual Meeting and this shall be specified in the notice of meeting. The notice of any general meeting at which Communication Facilities may be utilized (including any Virtual Meeting) must set forth the Communications Facilities that will be used, including the procedures to be followed by any member or other participant of the general meeting utilizing such Communication Facilities.
68	For all purposes the quorum for a general meeting shall be two Shareholders (excluding the holder of Treasury Share(s)) present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.	68	For all purposes the quorum for a general meeting shall be two Shareholders (excluding the holder of Treasury Share(s)) Ppresent ~~in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote~~ provided always that if the Company has only one Shareholder of record the quorum shall be that one member Present. No business shall be transacted at any general meeting unless the requisite quorum shall be Ppresent at the time when the meeting proceeds to business and continues to be Ppresent until the conclusion of the meeting.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
69	If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.	69	If within 15 minutes from the time appointed for the meeting a quorum is not Ppresent, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not Ppresent within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders Ppresent ~~in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy~~ and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
70	The chairman (if any) of the Company or if he is absent or declines to take the chair at such meeting, the Vice chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or Vice chairman, or, if at any general meeting neither of such chairman or Vice chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be chairman of the meeting.	70	The chairman (if any) of the Company or if he is absent or declines to take the chair at such meeting, the Vice chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or Vice chairman, or, if at any general meeting neither of such chairman or Vice chairman is Ppresent within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors Ppresent shall choose one of their number as chairman of the meeting;. The chairman of any general meeting shall be entitled to participate at any such general meeting by Communication Facilities, in which event the following provisions shall apply: (a) he shall be deemed to be Present at the general meeting; and

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
			(b) if the Communication Facilities fail to enable the chairman of the general meeting to hear and be heard by other persons participating in that meeting constituting at least a quorum as provided for in these Articles, in the reasonable opinion of that chairman, then any Director or person nominated by the Directors shall preside as chairman, failing which the members Present shall chose any person Present to be Chairman of that meeting; ~~and if~~ If at any general meeting no Director be P~~p~~resent or if all the Directors P~~p~~resent decline to take the chair or if the chairman chosen shall retire from the chair, then the Shareholders P~~p~~resent shall choose one of their number to be chairman of the meeting.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
71	The chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.	71	The chairman of the meeting may, with the consent of any general meeting at which a quorum is P~~p~~resent, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. In the case of a Virtual Meeting when a failure or impairment in the Communication Facilities has occurred, the chairman is entitled at any point, but is not obliged, to adjourn the Virtual Meeting without having such adjournment approved by any procedural motion or other consent of those Present at the Virtual Meeting, and to reconvene it on such terms as he considers appropriate in his discretion. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
71A	—	71A	In the event there is a technical failure or impairment in the Communication Facilities, this shall not, in the absence of bad faith of the Company, invalidate the proceedings at the relevant Virtual Meeting, provided that, in the reasonable opinion of the chairman of the general meeting, at least persons constituting a quorum as provided for in these Articles was capable of hearing and being heard by each other. In the event that the chairman of the general meeting becomes aware of such failure or impairment at the commencement of the Virtual Meeting or during the Virtual Meeting, he may, but is not obliged, to pause (but without adjourning) the proceeding, for such period as he considers reasonable, to allow for the Company and/or its agents to endeavor to rectify such failure or impairment. At the expiry of such period, the chairman may (but subject to the proviso regarding quorum in this Article) continue with the Virtual Meeting, even if such failure or impairment has not been rectified.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
72	At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by: (a) at least two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or (b) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights, on a one vote per share basis, of all the Shareholders having the right to vote at the meeting; or	72	At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by: (a) at least two Shareholders Ppresent ~~in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy~~ for the time being entitled to vote at the meeting; or (b) any Shareholder or Shareholders Pp~~r~~esent ~~in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy~~ and representing not less than one-tenth of the total voting rights, on a one vote per share basis, of all the Shareholders having the right to vote at the meeting; or

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
	(c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.		(c) any Shareholder or Shareholders Pp~~r~~esent ~~in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy~~ and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.
74	A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place as the chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. In the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 72, the demand for a poll may be withdrawn, with the consent of the chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.	74	~~A~~ Subject to the Listing Rules, a poll shall be taken in such manner (including the use of ballot or voting papers or tickets or electronic voting or otherwise) and at such time and place as the chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. In the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 72, the demand for a poll may be withdrawn, with the consent of the chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
79	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder (except the holder of Treasury Share(s)) present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid up or credited as paid up on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one vote. On a poll a Shareholder (except the holder of Treasury Share(s)) entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way.	79	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder (except the holder of Treasury Share(s)) Ppresent ~~in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy,~~ at a general meeting shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid up or credited as paid up on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is Ppresent ~~in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy~~ shall (save as provided otherwise in this Article) have one vote. On a poll a Shareholder (except the holder of Treasury Share(s)) entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
81	In the case of joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased Shareholder, and several trustees in bankruptcy or liquidators of a Shareholder in whose name any Share stands shall for the purposes of this Article be deemed joint holders thereof.	81	In the case of joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be Ppresent at any meeting ~~personally or by proxy~~, that one of the said persons so Ppresent being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased Shareholder, and several trustees in bankruptcy or liquidators of a Shareholder in whose name any Share stands shall for the purposes of this Article be deemed joint holders thereof.
83	Save as expressly provided in these Articles or otherwise determined by the Board, no person other than a Shareholder duly registered and who shall have paid all sums for the time being due from him payable to the Company in respect of his Shares shall be entitled to be present or to vote (save as proxy or authorised representative for another Shareholder) whether personally, by proxy or by attorney or to be reckoned in the quorum, at any general meeting.	83	Save as expressly provided in these Articles or otherwise determined by the Board, no person other than a Shareholder duly registered and who shall have paid all sums for the time being due from him payable to the Company in respect of his Shares shall be entitled to be Ppresent or to vote (save as proxy or authorised representative for another Shareholder) whether personally, by proxy or by attorney or to be reckoned in the quorum, at any general meeting.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
85	Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company, and that every Shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorised officer. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.	85	Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company, and that every Shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being Ppresent at any meeting ~~in person~~. A corporation may execute a form of proxy under the hand of a duly authorised officer. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
92(a)	Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.	92(a)	Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder Ppresent ~~in person~~ at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
176(a)	At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Shareholders shall by ordinary resolution appoint an Auditor to audit the accounts of the Company and such Auditor shall hold office until the next annual general meeting. Such Auditor may be a Shareholder but no Director, officer or employee of the Company shall, during his continuance in office, be eligible to act as an Auditor. The Board may fill any casual vacancy in the office of, but while any such vacancy continues the surviving or continuing Auditor (if any) may act. The appointment, removal and remuneration of the Auditor must be approved by a majority of the Company's Shareholders in the annual general meeting or by other body that is independent of the Board, except that in any particular year the Company in general meeting (or such body independent of the Board as aforementioned) may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.	176(a)	At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Shareholders shall by ordinary resolution appoint an Auditor to audit the accounts of the Company and such Auditor shall hold office until the next annual general meeting. Such Auditor may be a Shareholder but no Director, officer or employee of the Company shall, during his continuance in office, be eligible to act as an Auditor. Subject to compliance with the Listing Rules, t~~T~~he Board may fill any casual vacancy in the office of, but while any such vacancy continues the surviving or continuing Auditor (if any) may act. The appointment, removal and remuneration of the Auditor must be approved by a majority of the Company's Shareholders in the annual general meeting or by other body that is independent of the Board, except that in any particular year the Company in general meeting (or such body independent of the Board as aforementioned) may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
180(b)	Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.	180(b)	Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act, ~~and~~ the Listing Rules and all applicable laws and regulations, a notice or document may be served or delivered by the Company to any Shareholder by electronic means by transmitting it to ~~such address as may from time to time be authorised~~any electronic contact details or website supplied by the Shareholder ~~concerned~~ to the Company or by placing it on the Company's website and/or publishing it on ~~a website and notifying the Shareholder concerned that it has been so published~~ the HK Stock Exchange's website in accordance with the Listing Rules.

Currently in force		Proposed to be amended as	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
182	Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.	182	Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement ~~or on a website~~ shall be deemed to have been served or delivered on the day it was so published. Any notice or other document served by placing it on the Company's website and/or publishing it on the HK Stock Exchange's website shall be deemed to be served on the day it first so appears on the relevant website, unless otherwise prescribed by the Listing Rules.

CONCH
海螺环保

China Conch Environment Protection Holdings Limited
中國海螺環保控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 587)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of China Conch Environment Protection Holdings Limited (the "**Company**") will be held at the Company's Meeting Room, No. 39 Wenhua Road, Wuhu City, Anhui Province, the PRC on Friday, 26 June 2026 at 10:00 a.m. (Hong Kong time) to consider, and if thought fit, to pass the following resolutions, with or without modifications:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the auditors for the year ended 31 December 2025.

2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) To re-elect Mr. ZHOU Xiaochuan as an executive director of the Company.

   (b) To re-elect Ms. LIAO Dan as an executive director of the Company.

   (c) To re-elect Mr. LIU Tiantian as a non-executive director of the Company.

   (d) To re-elect Mr. MA Wei as a non-executive director of the Company.

   (e) To re-elect Mr. DING Wenjiang as an independent non-executive director of the Company.

   (f) To authorize the board of directors (the "**Board**") of the Company to fix the remuneration of the directors of the Company.

3. To appoint Ernst & Young as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to compliance with the prevailing requirements of the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below), all the powers of the Company to buy back its shares on the Stock Exchange or any other stock exchange on which shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares (excluding Treasury Shares, if any) of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution), and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to compliance with the prevailing requirements of the Listing Rules and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise, during the Relevant Period (as defined below), all the powers of the Company to allot,

issue and deal with (including any sale or transfer of Shares out of treasury that are held as Treasury Shares) additional shares in the capital of the Company or securities convertible into shares of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers, subject to and in accordance with all applicable laws, rules and regulations;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether or not under a share option or otherwise, and including any sale or transfer of Shares of the Company out of treasury that are held as Treasury Shares) by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the grant or exercise of options or awards under any scheme of the Company;

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; and

(iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company,

shall not exceed 20% of the total number of issued shares (excluding Treasury Shares, if any) of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution), and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

"**Rights Issue**" means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares (including any sale or transfer of Shares of the Company out of treasury that are held as Treasury Shares) of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares (excluding Treasury Shares, if any) of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution)."

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

"**THAT**:

(a) the proposed amendments (the "**Proposed Amendments**") to the second amended and restated memorandum and articles of association of the Company (the "**Existing Memorandum and Articles of Association**"), details of which are set out in Appendix III to the circular of the Company dated 29 May 2026, be and are hereby approved;

(b) the third amended and restated memorandum and articles of association of the Company (the "**Third Amended and Restated Memorandum and Articles of Association**"), which contains all the Proposed Amendments and a copy of which has been produced to the AGM and marked "A" and initialled by the chairman of the AGM for identification purpose, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association with immediate effect upon the conclusion of the AGM; and

(c) any director and officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Third Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong."

Yours faithfully,
For and on behalf of the Board
China Conch Environment Protection Holdings Limited
LIAO Dan
Company Secretary

Anhui Province, the People's Republic of China, 29 May 2026

Notes:

1. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder presents in person or by proxy shall be entitled to one vote for each share held by him.

3. In the case of joint holders of shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if it/he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof.

4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the AGM or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Company's Branch Share Registrar in Hong Kong no later than Wednesday, 24 June 2026 at 10:00 a.m. (Hong Kong time). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. For determining the entitlement to attend and vote at the AGM, the Register of Members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 22 June 2026 (Hong Kong time) for registration. Shareholders whose names are listed on the register of members of the Company on Friday, 26 June 2026 are entitled to attend and vote at the AGM.

6. A circular containing further details concerning items 2 to 7 set out in the above notice will be sent to shareholders of the Company who have indicated their wish to receive a printed copy.

7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. ZHOU Xiaochuan (Chairman), Mr. WANG Chunjian (General Manager) and Ms. LIAO Dan as executive Directors; Mr. LIU Tiantian, Mr. LYU Wenbin and Mr. MA Wei as non-executive Directors; and Mr. DING Wenjiang, Ms. WANG Jiafen and Ms. LI Chen as independent non-executive Directors.