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安徽海螺水泥股份有限公司

ANHUI CONCH CEMENT COMPANY LIMITED

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

(Stock Code: 00914)

**CONNECTED TRANSACTIONS:
ACQUISITION OF CEMENT ASSETS, LEASE OF LAND; AND
CONTINUING CONNECTED TRANSACTIONS:
FRAMEWORK AGREEMENT FOR SALE AND PURCHASE OF
COMMODITIES AND PROVISION OF SERVICES**

CONNECTED TRANSACTIONS

Wanwei Updated High-Tech Cement Assets Transfer Agreement

On 2 July 2026, Hefei Conch (as transferee), a wholly-owned subsidiary of the Company, entered into the Wanwei Updated High-Tech Cement Assets Transfer Agreement with Wanwei Updated High-Tech (as transferor). Pursuant to the agreement, upon fulfillment of the relevant conditions precedent, Wanwei Updated High-Tech agreed to sell and Hefei Conch agreed to acquire Wanwei Updated High-Tech's Cement Assets located in Chaohu city at the acquisition consideration of RMB275,469,600 (subject to adjustment, with the maximum consideration not exceeding RMB346,876,400). Upon completion of the acquisition, Hefei Conch will lease from Wanwei Updated High-Tech a land parcel of approximately 295 mu (specific area shall be subject to the measurement jointly determined by both parties) occupied by the said Cement Assets at an annual rent of RMB7,400/mu for a lease period of 20 years.

Mengwei Technology Cement Assets Transfer Agreement

On 2 July 2026, Wulanchabu Conch (as transferee), a wholly-owned subsidiary of the Company, entered into the Mengwei Technology Cement Assets Transfer Agreement with Mengwei Technology (as transferor), a wholly-owned subsidiary of Wanwei Updated High-Tech. Pursuant to the agreement, upon fulfillment of the relevant conditions precedent, Mengwei Technology agreed to sell and Wulanchabu Conch agreed to acquire Mengwei Technology's Cement Assets located in Wulanchabu at the acquisition

consideration of RMB343,769,500 (subject to adjustment, with the maximum consideration not exceeding RMB344,166,800).

Reference is made to the announcement of the Company dated 29 January 2026 in relation to the non-compete undertaking letter issued by Conch Holdings, a controlling shareholder of the Company, in favour of the Company, in connection with its proposed acquisition of Wanwei Holdings by way of capital increase. Upon completion of acquisition of Cement Assets under the Two Assets Transfer Agreements, except for the Group, Conch Holdings and its other subsidiaries shall no longer, directly or indirectly, carry on, engage or be interested in the business of production and sales of cement products.

CONTINUING CONNECTED TRANSACTIONS FRAMEWORK AGREEMENT FOR SALE AND PURCHASE OF COMMODITIES AND PROVISION OF SERVICES

On 2 July 2026, the Company and Wanwei Updated High-Tech entered into the CCT Framework Agreement in connection with the transactions for sale and purchase of commodities and provision of services to be conducted among Hefei Conch, Wulanchabu Conch on one hand, and Wanwei Updated High-Tech, Mengwei Technology on the other hand, due to production and operational needs, commencing from the date of completion of acquisition of Cement Assets under the Two Assets Transfer Agreements up to 31 December 2026. Pursuant to the CCT Framework Agreement, during the validity period of the said agreement, the total transaction amount of the Group's sale of commodities shall be no more than RMB37,052,000, the total transaction amount of the Group's purchase of commodities shall be no more than RMB65,761,100 and the total transaction amount of the Group's provision of services shall be no more than RMB246,000.

LISTING RULES IMPLICATIONS

On 29 January 2026, Conch Holdings entered into the Capital Increase and Reorganization Agreement with Wanwei Holdings, pursuant to which Conch Holdings proposed to acquire 60% equity interests in Wanwei Holdings by way of capital increase. Upon completion of Equity Acquisition, Conch Holdings will hold 60% equity interests in Wanwei Holdings, and Wanwei Holdings will become a subsidiary of Conch Holdings. Therefore, pursuant to Chapter 14A of the Listing Rules, Wanwei Holdings and its subsidiaries (including Wanwei Updated High-Tech and Mengwei Technology) will become associates of Conch Holdings and hence connected persons of the Company. As at the date of this announcement, Equity Acquisition has not yet been completed. Accordingly, the acquisition of Cement Assets and leasing of land contemplated under the Two Assets Transfer Agreements do not constitute connected transactions for the Company and the transactions for sale and purchase of commodities and provision of services contemplated under the CCT Framework Agreement

do not constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. Should the Equity Acquisition be completed on the effective date of the Two Assets Transfer Agreements and CCT Framework Agreement or during the period in which transactions contemplated thereunder are conducted, Wanwei Holdings and its subsidiaries (including Wanwei Updated High-Tech and Mengwei Technology) will become connected persons of the Company, and the acquisition of Cement Assets and leasing of land contemplated under the Two Assets Transfer Agreements will constitute connected transactions for the Company and the transactions for sale and purchase of commodities and provision of services contemplated under the CCT Framework Agreement will constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Pursuant to the Accounting Standard for Business Enterprises No. 21, the land lease under the Wanwei Updated High-Tech Cement Assets Transfer Agreement will be treated as purchase of right-of-use asset. Future lease payments payable in installments over the lease term are discounted using the 5-year loan prime rate of 3.5% (as currently published by the National Interbank Funding Center under the authorization of the People's Bank of China) as the discount rate. Value of the right-of-use asset is recognised as approximately RMB28,463,900. As all the applicable percentage ratios calculated pursuant to Chapter 14 of the Listing Rules in connection with the maximum acquisition consideration for the Cement Assets (RMB691,043,200), right-of-use asset value (RMB28,463,900) under the Two Assets Transfer Agreements and the total transaction amount of the CCT Framework Agreement (RMB103,059,100) are more than 0.1% but each of the applicable percentage ratios is less than 5%, the aforesaid transactions are subject to the annual review and disclosure requirements, and are exempt from the independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules.

CONNECTED TRANSACTIONS

Wanwei Updated High-Tech Cement Assets Transfer Agreement

On 2 July 2026, Hefei Conch (as transferee), a wholly-owned subsidiary of the Company, entered into the Wanwei Updated High-Tech Cement Assets Transfer Agreement with Wanwei Updated High-Tech (as transferor). Pursuant to the agreement, upon fulfillment of the relevant conditions precedent, Wanwei Updated High-Tech agreed to sell and Hefei Conch agreed to acquire Wanwei Updated High-Tech's assets related to production and sales of cement and clinker located in Chaohu city at the acquisition consideration of RMB275,469,600 (subject to adjustment, with the maximum consideration not exceeding RMB346,876,400). Upon completion of the acquisition, Hefei Conch will lease from

Wanwei Updated High-Tech a land parcel of approximately 295 mu (specific area shall be subject to the measurement jointly determined by both parties) occupied by the said Cement Assets at an annual rent of RMB7,400/mu for a lease period of 20 years.

Date of the Agreement:

2 July 2026

Parties to the Agreement:

(i) Hefei Conch (as transferee)

Hefei Conch, a company established in the PRC with limited liability, is principally engaged in production and sales of cement and cement products and aggregates. As at the date of this announcement, the Company and its wholly-owned subsidiary, Chaohu Conch Cement Co., Ltd., hold 90% and 10% equity interests in Hefei Conch, respectively.

(ii) Wanwei Updated High-Tech (as transferor)

Wanwei Updated High-Tech is a joint-stock company incorporated in the PRC, whose A-shares are listed on the main board of the SSE (stock code: 600063). Wanwei Updated High-Tech is primarily engaged in the production and sales of chemicals, chemical fibers and new materials. As of the date of this announcement, Wanwei Holdings holds approximately 33.24% of the shares in Wanwei Updated High-Tech. Having made all reasonable enquiries, to the best of the Directors' knowledge, information and belief, none of the other shareholders of Wanwei Updated High-Tech holds more than 5% of its shareholding.

Wanwei Holdings, a company established in the PRC with limited liability, is principally engaged in production and sales of chemical products (excluding hazardous chemicals), chemical fibers, and building materials, as well as capital operations. As at the date of this announcement, the People's Government of Anhui Province holds 100% equity interest in Wanwei Holdings.

Subject Matter of the Acquisition and Lease of Land:

Pursuant to the Wanwei Updated High-Tech Cement Assets Transfer Agreement, upon

fulfillment of the relevant conditions precedent, Wanwei Updated High-Tech agreed to sell and Hefei Conch agreed to acquire Wanwei Updated High-Tech's Cement Assets located in Chaohu city, including non-current assets such as production lines, office buildings, and mineral resources related to the production and sales of cement and clinker, as well as current assets such as receivables and inventory and liabilities. Upon completion of the acquisition, Hefei Conch will lease from Wanwei Updated High-Tech a land parcel of approximately 295 mu (specific area shall be subject to the measurement jointly determined by both parties) for a term of 20 years.

Acquisition Consideration, Rental for Lease of Land and Basis for their Determination:

- (1) The acquisition consideration of Cement Assets contemplated under the Wanwei Updated High-Tech Cement Assets Transfer Agreement is determined by Hefei Conch and Wanwei Updated High-Tech based on the appraised value of the net assets (pro forma) of Wanwei Updated High-Tech's Cement Assets of RMB275,469,600, appraised by the Independent Valuer using the asset-based approach as of 28 February 2026 (the **"Valuation Benchmark Date"**) (book value of net assets (pro forma) of Wanwei Updated High-Tech's Cement Assets was RMB221,955,400, details of the valuation are set out in the appendix to this announcement). The final transfer consideration shall be confirmed through negotiation based on the audit results of current and non-current assets during the period from the Valuation Benchmark Date to the Assets Closing Date (as defined below) (the **"Transition Period"**) and the actual receivables and payables assumed by Hefei Conch, provided that the maximum consideration shall not exceed RMB346,876,400..
- (2) The rental for lease of land under the Wanwei Updated High-Tech Cement Asset Transfer Agreement is RMB7,400 per mu per annum. which rental payment is determined with reference to the open offer price and lease term of a recent public auction of a parcel of industrial land in the proximity, and upon arm's length negotiation between the parties. The said rental shall be settled and paid annually.

Settlement of Acquisition Consideration:

Hefei Conch shall settle the acquisition consideration with Wanwei Updated High-Tech in cash by the following installments:

First installment: Hefei Conch shall pay 50% of acquisition consideration to Wanwei

Updated High-Tech within 15 working days after fulfillment of all of the following conditions:

- (1) Wanwei Updated High-Tech Cement Assets Transfer Agreement having been signed and becoming effective (please refer to “Conditions Precedent” below); and
- (2) parties having completed stock take, confirmed and transferred assets under the agreed transfer scope pursuant to the provisions of the Wanwei Updated High-Tech Cement Assets Transfer Agreement, and having separately engaged auditing entities to issue transition audit reports and a list of receivables and payables to be assumed by Hefei Conch, with a view to mutually agree on the final asset transfer consideration, and relevant matters.

Second installment: Hefei Conch shall pay 30% of acquisition consideration to Wanwei Updated High-Tech within 15 working days after fulfillment of all of the following conditions:

- (1) a land lease agreement for land occupied by Cement Assets having been entered into between Wanwei Updated High-Tech and Hefei Conch;
- (2) Wanwei Updated High-Tech having assisted Hefei Conch to transfer the title documents of cement and clinker products production license in the name of Hefei Conch;
- (3) Wanwei Updated High-Tech having assisted Hefei Conch to complete staff comprehensive appraisal and body check pursuant to the provisions of the Wanwei Updated High-Tech Cement Assets Transfer Agreement and Hefei Conch having entered into new employment contracts with the staff;
- (4) Wanwei Updated High-Tech having coordinated with Hefei Conch to enter into relevant outsourced mining extraction and transportation contracts with relevant parties; and
- (5) all the settlement conditions of first installment having been fulfilled.

Third installment: Hefei Conch shall pay the balance of the acquisition consideration to Wanwei Updated High-Tech within 15 working days after fulfillment of all of the following conditions:

- (1) Wanwei Updated High-Tech having assisted Hefei Conch to transfer the title documents of mining license and safety production license of the relevant mines in the name of Hefei Conch;
- (2) Wanwei Updated High-Tech having assisted Hefei Conch to transfer the title documents

of the pollutant discharge permit of cement and clinker production lines in the name of Hefei Conch; and
(3) all the settlement conditions of second installment having been fulfilled.

Asset Closing:

Wanwei Updated High-Tech and Hefei Conch shall mutually agree on the asset closing date (“**Asset Closing Date**”) within 10 working days after the Wanwei Updated High-Tech Cement Assets Transfer Agreement having become effective.

Conditions Precedent:

Wanwei Updated High-Tech Cement Assets Transfer Agreement shall become effective on the date when all of the following conditions precedent are fulfilled or satisfied:

- (1) the agreement having been signed and sealed by parties;
- (2) the assets transfer under the Wanwei Updated High-Tech Cement Assets Transfer Agreement having been approved by the respective shareholders of both parties (or the shareholders at a general meeting); and
- (3) the Capital Increase and Reorganization Agreement entered into between Conch Holdings and subject parties including Wanwei Holdings on 29 January 2026 having become effective (i.e. all the conditions precedent to the acquisition of 60% equity interests in Wanwei Holdings by Conch Holdings by way of capital increase (“**Equity Acquisition**”) having been fulfilled).

Mengwei Technology Cement Assets Transfer Agreement

On 2 July 2026, Wulanchabu Conch (as transferee), a wholly-owned subsidiary of the Company, entered into the Mengwei Technology Cement Assets Transfer Agreement with Mengwei Technology (as transferor), a wholly-owned subsidiary of Wanwei Updated High-Tech. Pursuant to the agreement, upon fulfillment of the relevant conditions precedent, Mengwei Technology agreed to sell and Wulanchabu Conch agreed to acquire Mengwei Technology’s Cement Assets located in Wulanchabu at the acquisition consideration of RMB343,769,500 (subject to adjustment, with the maximum consideration not exceeding RMB344,166,800).

Date of the Agreement:

2 July 2026

Parties to the Agreement:**(i) Wulanchabu Conch (as transferee)**

Wulanchabu Conch is a limited liability company established in the PRC, primarily engaged in the production and sales of cement and cement products. As of the date of this announcement, the Company and its wholly-owned subsidiary, Liquan Conch Cement Co., Ltd., hold 90% and 10% equity interests in Wulanchabu Conch respectively.

(ii) Mengwei Technology (as transferor)

Mengwei Technology is a limited liability company established in the PRC, primarily engaged in the production and sales of chemicals, chemical fibers, new materials and cement products. As of the date of this announcement, Wanwei Updated High-Tech holds 100% equity interest in Mengwei Technology. For relevant information regarding Wanwei Updated High-Tech, please refer to the “Wanwei Updated High-Tech Cement Asset Transfer Agreement – Parties to the Agreement” above.

Subject Matter of the Acquisition:

Pursuant to the Mengwei Technology Cement Assets Transfer Agreement, upon fulfillment of the relevant conditions precedent, Mengwei Technology agreed to sell and Wulanchabu Conch agreed to acquire Mengwei Technology’s Cement Assets located in Wulanchabu, including non-current assets such as production lines, office buildings, land use rights, and mineral resources related to the production and sales of cement and clinker, as well as current assets such as receivables and inventory, and liabilities.

Acquisition Consideration and Basis for its Determination:

The acquisition consideration for the Cement Assets under the Mengwei Technology Cement Assets Transfer Agreement is determined by Wulanchabu Conch and Mengwei Technology based on the appraised value of the net assets (pro forma) of Mengwei Technology’s Cement Assets of RMB343,769,500, appraised by the Independent Valuer using the asset-based approach as of the Valuation Benchmark Date (book value of net assets (pro forma) Mengwei Technology’s Cement Assets was RMB315,598,400, details of the valuation are set out in the appendix to this announcement). The final transfer consideration shall be confirmed through negotiation based on the audit results of current

and non-current assets during the Transition Period and the actual receivables and payables assumed by Wulanchabu Conch, provided that the maximum consideration shall not exceed RMB344,166,800.

Settlement of Acquisition Consideration:

Wulanchabu Conch shall settle the acquisition consideration with Mengwei Technology in cash by the following installments:

First installment: Wulanchabu Conch shall pay 50% of acquisition consideration to Mengwei Technology within 15 working days after fulfillment of all of the following conditions:

- (1) Mengwei Technology Cement Asset Transfer Agreement having been signed and becoming effective (please refer to “Conditions Precedent” below); and
- (2) parties having completed stock take, confirmed and transferred assets under the agreed transfer scope pursuant to the stipulations of the Mengwei Technology Cement Asset Transfer Agreement, and having separately engaged auditing entities to issue transition audit reports, and a list of receivables and liabilities to be assumed by Wulanchabu Conch, with a view to mutually agree on the final asset transfer consideration, and relevant matters.

Second installment: Wulanchabu Conch shall pay 30% of the acquisition consideration to Mengwei Technology within 15 working days after fulfillment of all of the following conditions:

- (1) Mengwei Technology having transferred the title documents of real estate of the relevant land occupied by Cement Assets in the name of Wulanchabu Conch. The parties shall adjust the acquisition consideration in accordance with the Mengwei Technology Cement Assets Transfer Agreement, pursuant to the mutually measured Cement Asset site area;
- (2) Mengwei Technology having assisted Wulanchabu Conch to transfer the title documents of cement and clinker production license in the name of Wulanchabu Conch;
- (3) Mengwei Technology having assisted Wulanchabu Conch to complete staff comprehensive appraisal and body check pursuant to the provisions of the Mengwei Technology Cement Assets Transfer Agreement and Wulanchabu Conch having entered into new employment contracts with the staff;

- (4) Mengwei Technology having coordinated with Wulanchabu Conch to enter into relevant outsourced mining extraction and transportation contracts with relevant parties; and
- (5) all the settlement conditions of first installment having been fulfilled.

Third installment: Wulanchabu Conch shall pay the balance of the acquisition consideration to Mengwei Technology within 15 working days after the fulfillment of all of the following conditions:

- (1) Mengwei Technology having assisted Wulanchabu Conch to transfer the title documents of mining license and safety production license of the relevant mines in the name of Wulanchabu Conch;
- (2) Mengwei Technology having assisted Wulanchabu Conch to transfer the title documents of the pollutant discharge permit of cement and clinker production lines in the name of Wulanchabu Conch; and
- (3) all the settlement conditions of second installment having been fulfilled.

Asset Closing:

Mengwei Technology and Wulanchabu Conch shall mutually agree on the Asset Closing Date within 10 working days after the Mengwei Technology Cement Assets Transfer Agreement having become effective.

Conditions Precedent:

Mengwei Technology Cement Assets Transfer Agreement shall become effective on the date when all of the following conditions precedent are fulfilled or satisfied:

- (1) the agreement having been signed and sealed by parties;
- (2) the assets transfer under the Mengwei Technology Cement Assets Transfer Agreement having been approved by the respective shareholders of both parties (or the shareholders at a general meeting); and
- (3) the Capital Increase and Reorganization Agreement entered into between Conch Holdings and subject parties including Wanwei Holdings on 29 January 2026 having become effective (i.e. all the conditions precedent to the Equity Acquisition having been fulfilled).

Reasons and Benefits of the Acquisition

Reference is made to the announcement of the Company dated 29 January 2026 in relation to the non-compete undertaking letter issued by Conch Holdings, a controlling shareholder of the Company, in favour of the Company, in connection with its proposed acquisition of Wanwei Holdings by way of capital increase. Acquisition contemplated under the Two Assets Transfer Agreements avoids the risk of competition between the Company and Conch Holdings due to Conch Holdings' indirect holding of equity interests in Wanwei Updated High-Tech and Mengwei Technology. Upon completion of acquisition under the Two Assets Transfer Agreements, except for the Group, Conch Holdings and its other subsidiaries shall no longer, directly or indirectly, carry on, engage or be interested in the business of production and sales of cement products. The said acquisition helps the Company optimizing its core business market layout and enhance its competitiveness in the relevant regional markets.

In addition, as a result of Hefei Conch's acquisition of Wanwei Updated High-Tech's Cement Assets, Hefei Conch shall lease from Wanwei Updated High-Tech the land occupied by Cement Assets. Considering the long term operation of the Cement Assets, the lease term of the land is determined to be 20 years to ensure operational stability.

CCT FRAMEWORK AGREEMENT

On 2 July 2026, the Company and Wanwei Updated High-Tech entered into the CCT Framework Agreement in connection with the transactions for sale and purchase of commodities and provision of services to be conducted among Hefei Conch, Wulanchabu Conch, on one hand and Wanwei Updated High-Tech, Mengwei Technology on the other hand, due to production and operational needs, commencing from the date of completion of acquisition of Cement Assets under the Two Assets Transfer Agreements up to 31 December 2026.

Date of the Agreement:

2 July 2026

Parties to the Agreement:

- (i) the Company

The Company is primarily engaged in the production and sales of cement, commodity clinker, aggregates and commodity concrete.

As at the date of this announcement, Conch Holdings, the controlling shareholder of the Company, holds approximately 37.40% of the total number of issued shares of the Company, and is a connected person of the Company. Conch Holdings is a limited liability company established in the PRC and is principally engaged in asset operation, investment, financing, property rights transactions, import and export trade, production and sales of construction materials, chemical products (excluding hazardous products), electronic instruments and meters, and general machinery equipment, etc. Conch Holdings is held as to 51% by the State-owned Assets Supervision and Administration Commission of the People's Government of Anhui Province (through its wholly-owned state-owned enterprise) and 49% by China Conch Venture Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 586) (through a hierarchy of its direct and indirect wholly-owned subsidiaries). China Conch Venture Holdings Limited is principally engaged in construction and operation of waste-to-energy projects, production and sales of new energy materials and new building materials, port logistics services.

(ii) Wanwei Updated High-Tech

For relevant information regarding Wanwei Updated High-Tech, please refer to the “Wanwei Updated High-Tech Cement Assets Transfer Agreement – Parties to the Agreement” above.

Major Terms of the Agreement:

Pursuant to the CCT Framework Agreement, (i) Hefei Conch will sell steam to Wanwei Updated High-Tech, and Wulanchabu Conch will sell steam and limestone for calcium production to Mengwei Technology; (ii) Hefei Conch will purchase electricity and cooling water for production from Wanwei Updated High-Tech, and Wulanchabu Conch will purchase electricity, cooling water for production, self-produced calcium carbide slag, self-produced furnace slag and steam from Mengwei Technology; and (iii) Hefei Conch will provide solid waste disposal services using cement kilns to Wanwei Updated High-Tech and Wulanchabu Conch will provide solid waste disposal services using cement kilns to Mengwei Technology.

Hefei Conch and Wanwei Updated High-Tech, Wulanchabu Conch and Mengwei Technology may enter into separate sub-contracts for specific transactions, specifying the specific terms and arrangements of transactions, including delivery, inspection and acceptance, payment method and other arrangements of goods or services. The major terms

of such sub- contracts will be in line with those of the CCT Framework Agreement.

Validity of the Agreement:

The CCT Framework Agreement entered into between the Company and Wanwei Updated High-Tech on 2 July 2026, and was approved by the Board on the same day. The agreement is valid from the date of completion of acquisition of Cement Assets under the Two Assets Transfer Agreements by the Group up to 31 December 2026.

Aggregate Transaction Amount (i.e. the Annual Cap) and Basis for its Determination:

The table below sets out the aggregate amount (i.e. the annual cap) of various transactions under the CCT Framework Agreement during its validity period:

	Commodities sold by the Group	Commodities Purchased by the Group	Services Provided by the Group
Annual Cap			
<i>(RMB'000)</i>	37,052.0	65,761.1	246.0

The annual caps for the aforementioned types of transactions are determined in accordance with the following factors and assumptions:

- (1) The unit price of products or services under the CCT Framework Agreement are determined by the Group in the following manner:
 - (i) The unit price of steam sold or purchased by the Group is determined with reference to the basis of operating costs such as coal and labor input, plus a reasonable profit margin of 3% to 5%, and upon arm's length negotiation between parties;
 - (ii) The unit price of limestone for calcium production sold by Wulanchabu Conch is determined based on the average price of limestone sold by Mengwei Technology to its about 20 Independent Third Party customers from 1 January 2024 to 28 February 2026;
 - (iii) The unit price of electricity purchased by the Group is determined in accordance with the local industrial time-of-use electricity price published by State Grid Corporation of the PRC on its official website;
 - (iv) The unit price of cooling water for production purchased by the Group is determined in accordance with the operating costs such as water treatment agents

- and labor incurred by Wanwei Updated High-Tech and Mengwei Technology, as well as the water resource fees stipulated by the local government;
- (v) The unit price of self-produced calcium carbide slag purchased by Wulanchabu Conch is determined with reference to the average price of same products supplied by Mengwei Technology to its two Independent Third Party customers in the year 2025 and upon arm's length negotiation between parties;
 - (vi) The unit price of self-produced furnace slag purchased by Wulanchabu Conch is determined with reference to the average price of same product sold by two Independent Third Party suppliers in the Wulanchabu region during the year 2025 and upon arm's length negotiation between parties; and
 - (vii) The unit price of the solid waste disposal service using cement kilns provided by the Group is determined on the basis of operating costs such as labor and equipment depreciation, plus a reasonable profit margin of 5% to 10% (with reference to the average profit margin of same services provided by the Group to other Independent Third Party customers); and
- (2) The Group also makes reference to the historical transaction volumes in the most recent two years of the relevant transactions provided by Wanwei Updated High-Tech and Mengwei Technology, and assumes that there will not be material changes to the following factors: (i) the overall socio-economic environment in the PRC; and (ii) the demand for various products under the production plans of the parties in 2026.

Reasons for and Benefits of the Continuing Connected Transactions

The Cement Assets acquired under the Two Asset Transfer Agreements are located within the plant zones of Wanwei Updated High-tech and Mengwei Technology respectively. The public utilities such as electricity do not meet the requirements for independent operation. At the same time, by utilizing the existing pipeline network and supporting facilities, both parties may sell production materials and by-products from the production process to each other which are in close proximity, with a view of realizing resource recycling, reducing costs of separate procurement and transportation, and improving overall operating efficiency. The transactions are mutually beneficial and complementing the niches of the parties to the agreement, and are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

On 29 January 2026, Conch Holdings entered into the Capital Increase and Reorganization Agreement with Wanwei Holdings, pursuant to which Conch Holdings proposed to acquire

60% equity interests in Wanwei Holdings by way of capital increase. Upon completion of the Equity Acquisition, Conch Holdings will hold 60% equity interests in Wanwei Holdings, and Wanwei Holdings will become a subsidiary of Conch Holdings. Therefore, pursuant to Chapter 14A of the Listing Rules, Wanwei Holdings and its subsidiaries (including Wanwei Updated High-Tech and Mengwei Technology) will become associates of Conch Holdings and hence connected persons of the Company. As at the date of this announcement, the Equity Acquisition has not yet been completed. Accordingly, the acquisition of Cement Assets and leasing of land contemplated under the Two Assets Transfer Agreements do not constitute connected transactions for the Company and the transactions for sale and purchase of commodities and provision of services contemplated under the CCT Framework Agreement do not constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. Should the Equity Acquisition be completed on the effective date of the Two Assets Transfer Agreements and CCT Framework Agreement or during the period in which transactions contemplated thereunder are conducted, Wanwei Holdings and its subsidiaries (including Wanwei Updated High-Tech and Mengwei Technology) will become connected persons of the Company, and the acquisition of Cement Assets and leasing of land contemplated under the Two Assets Transfer Agreements will constitute connected transactions for the Company and the transactions for sale and purchase of commodities and provision of services contemplated under the CCT Framework Agreement will constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Pursuant to the Accounting Standard for Business Enterprises No. 21, the land lease under the Wanwei Updated High-Tech Cement Assets Transfer Agreement will be treated as purchase of right-of-use asset. Future lease payments payable in installments over the lease term are discounted using the 5-year loan prime rate of 3.5% (as currently published by the National Interbank Funding Center under the authorization of the People's Bank of China) as the discount rate. Value of the right-of-use asset is recognised as approximately RMB28,463,900. As all the applicable percentage ratios calculated pursuant to Chapter 14 of the Listing Rules in connection with the maximum acquisition consideration for the Cement Assets (RMB691,043,200), right-of-use asset value (RMB28,463,900) under the Two Assets Transfer Agreements and the total transaction amount of the CCT Framework Agreement (RMB103,059,100) are more than 0.1% but each of the applicable percentage ratios is less than 5%, the aforesaid transactions are subject to the annual review and disclosure requirements, and are exempt from the independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules.

According to the SSE Listing Rules, Wanwei Updated High-Tech and Mengwei Technology are also connected parties of the Company. Therefore, the transactions contemplated under

the Two Assets Transfer Agreements and the CCT Framework Agreement constitute connected transactions. The Company shall publish an ad hoc announcement for the aforesaid transactions on the website of the SSE as at the date of this announcement.

DIRECTORS' APPROVAL AND OPINIONS

The Two Assets Transfer Agreements, the CCT Framework Agreement and the transactions contemplated thereunder were approved unanimously by the Directors (including the independent non-executive Directors). During the meeting of the Board, Mr. Yang Jun, Mr. Zhu Shengli and Mr. Li Qunfeng (by virtue of their positions as a director or senior management of Conch Holdings) abstained from voting in respect of the relevant resolutions. Save as disclosed above, none of the other Directors has any material interests in the Two Assets Transfer Agreements, the CCT Framework Agreement and the transactions contemplated thereunder, or is required to abstain from voting in respect of the aforesaid resolutions. The Directors (including the independent non-executive Directors) are of the view that:

- (1) the Two Assets Transfer Agreements, the CCT Framework Agreement and the transactions contemplated thereunder are fair and reasonable, in the ordinary course of business of the Group, on normal commercial terms or better, and in the interests of the Company and its Shareholders as a whole;
- (2) the determination and approval procedures of the Two Assets Transfer Agreements, the CCT Framework Agreement and the transactions contemplated thereunder are in compliance with the Company Law of the PRC, the Listing Rules, the SSE Listing Rules and the articles of association of the Company;
- (3) the terms and conditions of the Two Assets Transfer Agreements, the CCT Framework Agreement and the transactions contemplated thereunder are agreed between the parties on the basis of equality and mutual benefits and are in accordance with the principle of fair and equal consideration; and
- (4) the basis for the determination of the contract prices and the payment methods under the Two Assets Transfer Agreements and the CCT Framework Agreement are in compliance with the relevant regulations of the PRC, the connected transaction rules as prescribed under the SSE Listing Rules and the Listing Rules, which has been implemented under legal procedures and has reflected the principles of integrity, fairness and impartiality, and does not constitute any act that will prejudice the interests of the Company and its Shareholders as a whole. In addition, the Two Assets Transfer Agreements, the CCT Framework Agreement and the transactions contemplated thereunder are beneficial to the business development of the parties and are in their

mutual benefits.

DEFINITIONS

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

“associate”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of directors of the Company
“Cement Assets”	the cement assets transferred by Wanwei Updated High-Tech and/or Mengwei Technology to the Group as contemplated under the Wanwei Updated High-Tech Cement Assets Transfer Agreement and/or the Mengwei Technology Cement Assets Transfer Agreement
“Company”	Anhui Conch Cement Company Limited (安徽海螺水泥股份有限公司), a joint stock limited company established in the PRC, with its H shares listed on the Stock Exchange and its A shares listed on the SSE
“Conch Holdings”	Anhui Conch Holdings Company Limited (安徽海螺集團有限公司), a company established in the PRC with limited liability and a controlling shareholder and connected person of the Company
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“CCT Framework Agreement”	the Daily Connected Transactions Framework Agreement entered into between the Company and Wanwei Updated High-Tech on 2 July 2026, with a validity period from the date of the Group’s completion of acquisition of the Cement Assets under the Two Assets Transfer Agreements up to 31 December 2026
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company, its branches and its subsidiaries
“Hefei Conch”	Hefei Conch Building Material Co., Ltd. (合肥海螺建材有限公司), a wholly-owned subsidiary of the Company, a

	company established in the PRC with limited liability
“Independent Third Party (parties)”	third party or parties independent of the Company and the Company’s connected persons and not connected person(s) of the Company
“Independent Valuer”	Anhui Zhonglian Guoxin Assets Valuation Company Limited (安徽中聯國信資產評估有限責任公司), a qualified and Independent Third Party valuer in the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mengwei Technology”	Inner Mongolia Mengwei Technology Co., Ltd. (內蒙古蒙維科技有限公司), a company established in the PRC with limited liability
“Mengwei Technology Cement Assets Transfer Agreement”	the Assets Transfer Agreement entered into between Wulanchabu Conch and Mengwei Technology on 2 July 2026
“Mengwei Technology Cement Assets Valuation Report”	the asset valuation report prepared by the Independent Valuer, in respect of the value of assets and liabilities involved in the Group’s acquisition of the Cement Assets under the Mengwei Technology Cement Assets Transfer Agreement (Wanzhonglian Guoxin Ping Bao Zi [2026] No. 196) with Valuation Benchmark Date as at 28 February 2026
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	registered holder(s) of A shares and/or H shares of the Company
“SSE”	Shanghai Stock Exchange
“SSE Listing Rules”	the Rules Governing the Listing of Stocks on SSE
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Two Assets Transfer	the Wanwei Updated High-Tech Cement Assets Transfer

Agreements”	Agreement and the Mengwei Technology Cement Assets Transfer Agreement
“Wanwei Holdings”	Anhui Wanwei Holdings Company Limited (安徽皖維集團有限責任公司), a company established in the PRC with limited liability
“Wanwei Updated High-Tech”	Anhui Wanwei Updated High-Tech Material Industry Co., Ltd. (安徽皖維高新材料股份有限公司), a joint-stock limited company incorporated in the PRC, with its shares listed on the SSE (stock code: 600063)
“Wanwei Updated High-Tech Cement Assets Transfer Agreement”	the Assets Transfer Agreement entered into between Hefei Conch and Wanwei Updated High-Tech on 2 July 2026
“Wanwei Updated High-Tech Cement Assets Valuation Report”	the asset valuation report prepared by the Independent Valuer, in respect of the value of assets and liabilities involved in the Group’s acquisition of the Cement Assets under the Wanwei Updated High-Tech Cement Assets Transfer Agreement (Wanzhonglian Guoxin Ping Bao Zi [2026] No. 195) with Valuation Benchmark Date as at 28 February 2026
“Wulanchabu Conch”	Wulanchabu Conch Cement Company Limited (烏蘭察布海螺水泥有限責任公司), a wholly-owned subsidiary of the Company, a company established in the PRC with limited liability
“%”	per cent

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

Wuhu City, Anhui Province, the PRC
2 July 2026

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

APPENDIX

DETAILS OF THE VALUATION

Selection of Valuation Method

Pursuant to the Wanwei Updated High-Tech Cement Assets Valuation Report and the Mengwei Technology Cement Assets Valuation Report, the Independent Valuer has considered the applicability of three basic asset valuation methods, namely the asset-based approach, the income approach and the market approach. The asset-based approach refers to the valuation method that determines the value of the subject of valuation based on the value of its assets and liabilities as of a specific valuation date. The income approach refers to a method that determines the value of the subject of valuation by capitalizing or discounting its expected income. The market approach refers to a method that determines the value of the subject of valuation by comparing it with comparable listed companies or comparable transaction cases, using the market value of those comparables as a reference.

Asset-based approach

The Independent Valuer is of the view that the scope of the subject assets and liabilities is clearly defined and can be verified and assessed item by item by reference to financial information, acquisition and construction records and on-site inspection. Therefore, the asset-based approach is considered an appropriate valuation method.

Income approach

This valuation is conducted on the simulated net assets of the cement and quarry plants operated under Wanwei Updated High-Tech's cement business and the cement plant operated under Mengwei Technology's cement business. The Independent Valuer is of the view that the future earnings arising from the overall profitability of the assets and liabilities relating to the cement business of Wanwei Updated High-Tech and Mengwei Technology cannot be predicted in an objective manner. Therefore, the income approach is not considered as an appropriate valuation method.

Market approach

This valuation is conducted on the simulated net assets of the cement and quarry plants operated under Wanwei Updated High-Tech's cement business and the cement plant operated under Mengwei Technology's cement business. Having made reference to the domestic capital market, it is difficult for the Independent Valuer to collect a sufficient number of comparable transaction cases which took place near the Valuation Benchmark Date. Therefore, the market approach is not considered as an appropriate valuation method.

Valuation Assumptions under the Asset- Based Approach

The principal assumptions adopted for the cement assets valuation of Wanwei Updated High-Tech and Mengwei Technology are set out below:

(I) General assumptions

The valuation is conducted based upon the following general assumptions:

1. Transaction assumption: It is assumed that all assets subject to valuation are already in the transaction process. The Independent Valuer conducts the valuation using a hypothetical market based on the transaction terms and conditions of the assets subject to valuation.
2. Open market assumption: It is assumed that, in respect of assets being traded or intended to be traded in the market, the parties to the transaction are on an equal footing and each has equal access to sufficient market information and time to make rational judgments on the functions, uses and transaction prices of the assets. The open market assumption is based on the premise that the assets can be openly traded in the market.
3. Going Concern Assumption: It is assumed that, in the valuation, the assets are continued to be used in their current manner, scale, frequency and environment, or on a modified basis, and accordingly the valuation methods, parameters and bases are determined.

(II) Special assumption

The cement assets valuation of Wanwei Updated High-Tech and Mengwei Technology is conducted based on the following special assumptions:

1. There will be no changes in the external economic environment as at the Valuation Benchmark Date and that there will be no material changes in the current macro-economic policies of the State.
2. There will be no significant changes in the socio-economic environment in which the enterprises operate and in the policies on taxes and tax rates applicable to them.
3. It is assumed that the appraised assets are in normal, reasonable and lawful operation, use and maintenance within the scope permitted by foreseeable legal, economic and technical conditions.
4. The accounting policies to be adopted by the entities being valued in the future will be materially consistent with those adopted in the preparation of this report.
5. It is assumed that the basic information and financial data provided by the engaging parties and the entities being valued are true, accurate and complete.
6. All assets under this valuation are based on their actual quantities in existence as at the Valuation Benchmark Date, and the current market prices of the relevant assets

are determined with reference to the effective domestic prices as at the Valuation Benchmark Date.

7. The scope of valuation is limited to that set out in the valuation declaration forms provided by the engaging parties and the entities being valued, and any contingent assets and contingent liabilities which may exist beyond the lists provided by the engaging parties and the entities being valued have not been taken into consideration.
8. There will be no other force majeure events or unforeseeable factors that would have a material adverse impact on the entities being valued.

In addition, the special assumptions adopted in the Wanwei Updated High-Tech Cement Assets Valuation Report include the following: Based on the reviewed feasibility study report for the mine renovation and expansion project and the relevant approvals, it is assumed that the renovation and expansion works will be completed on schedule as planned and, after commencement of production, the production capacity will steadily reach the designed level.

Valuation results

(I) Valuation results of Wanwei Updated High-Tech's cement assets

As of the Valuation Benchmark Date, the book value of Wanwei Updated High-Tech's cement assets was RMB276,061,600, with the appraised value of RMB395,188,900, representing an appreciation of RMB119,127,300 and an appreciation rate of 43.15%. The book value of total liabilities was RMB54,106,200, with the appraised value of RMB119,719,300, representing an appreciation of RMB65,613,100 and an appreciation rate of 121.27%. The book value of net assets (pro forma) was RMB221,955,400, with the appraised value of RMB275,469,600, representing an appreciation of RMB53,514,200 and an appreciation rate of 24.11%. The principal reasons for the valuation appreciation are as follows:

- (1) The buildings and structures recorded an appreciation of RMB46,886,600, representing an appreciation rate of 53.68%. The appreciation was mainly due to the earlier construction date with lower costs of the subject buildings, as the construction costs increased with the rising labour, machinery and material prices as of the Valuation Benchmark Date; and the depreciation period adopted in the company's books being shorter than the assessed economic useful life, resulting in a valuation surplus.
- (2) The equipment recorded an appreciation of RMB20,892,200, representing an appreciation rate of 19.75%. The appreciation was mainly due to the fact that the depreciation rate of the equipment was faster than the actual wear and tear, resulting in a valuation surplus.
- (3) The mining rights recorded an appreciation of RMB45,726,200, representing an appreciation rate of 237.25%. The appreciation was mainly due to the inclusion in the valuation scope of additional resources identified through supplementary exploration and the additional resources surrounding the mining rights for which no resource

compensation fees have been paid.

Furthermore, the increase in total liabilities was primarily attributable to the inclusion of newly identified resource volumes, resulting from supplementary exploration for which the resource price had not yet been paid, which is included within the scope of the valuation, as well as the calculation and accrual of the payable transfer proceeds as an estimated liability.

(II) Valuation results of Mengwei Technology's cement assets

As of the Valuation Benchmark Date, the book value of Mengwei Technology's cement assets was RMB339,294,200, with the appraised value of RMB367,465,300, representing an appreciation of RMB28,171,100 and an appreciation rate of 8.30%. The book value and the appraised value of total liabilities were both RMB23,695,800. The book value of net assets (pro forma) was RMB315,598,400, with the appraised value of RMB343,769,500, representing an appreciation of RMB28,171,100 and an appreciation rate of 8.93%. The principal reasons for the valuation appreciation are as follows:

- (1) The buildings and structures recorded an appreciation of RMB7,304,900, representing an appreciation rate of 6.42%. The appreciation was mainly because the earlier construction date with lower costs of the subject buildings, as the construction costs increased with the rising labour, machinery and material prices as of the Valuation Benchmark Date; and the depreciation period adopted in the company's books being shorter than the assessed economic useful live, resulting in a valuation surplus.
- (2) The equipment recorded an appreciation of RMB8,397,100, representing an appreciation rate of 5.64%. The appreciation was mainly due to the fact that the depreciation rate of the equipment was faster than the actual wear and tear, resulting in a valuation surplus.
- (3) The land use rights recorded an appreciation of RMB13,662,600, representing an appreciation rate of 79.66%. The appreciation was mainly due to the tightening of land resources, the increase in the national standards for land expropriation and the implementation in recent years of a protection price policy for industrial land, which have led to an increase in the price of industrial land as compared with the price at the time of land acquisition, resulting in an appreciation in the land value.