# ANHUI JINYAN KAOLIN NEW MATERIALS CO., LTD.
# 安徽金岩高嶺土新材料股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2693)**

# PROPOSED APPOINTMENT OF DIRECTORS; ADJUSTMENT TO THE COMPOSITION OF BOARD COMMITTEES; APPOINTMENT OF GENERAL MANAGER; AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

## PROPOSED APPOINTMENT OF DIRECTORS

The board of directors (the "**Board**") of Anhui Jinyan Kaolin New Materials Co., Ltd. (the "**Company**", together with its subsidiaries, collectively the "**Group**") is pleased to announce that, at the Board meeting held on 27 August 2026, the Board nominated Mr. Zhu Zejian ("**Mr. Zhu**") and Mr. Li Zhanbei ("**Mr. Li**") to serve as executive directors of the Company, and Ms. Zhang Bing ("**Ms. Zhang**") and Ms. Liu Jia ("**Ms. Liu**") to serve as non-executive directors of the Company. The terms of office of Mr. Zhu, Mr. Li, Ms. Zhang and Ms. Liu will commence from the date of approval by the general meeting of the Company and expire upon the expiry of the term of office of the second session of the Board, and they may be re-elected upon expiration of their terms of office.

The biographical details of the candidates for directors are set out below:

Mr. Zhu Zejian, aged 49, has a postgraduate education. From June 2000 to May 2023, he successively served in various positions at Qinan Coal Mine of Huaibei Mining Co., Ltd. (淮北礦業股份有限公司祁南煤礦), including chief technician of the No. 3 coal mining area, deputy district head and district head, district head of the No. 3 comprehensive mining area, director of the safety production information center, deputy chief engineer and deputy mine manager for coal mining. From June 2023 to July 2026, he served as a Deputy General Manager and manager of raw ore branch of the Company.

Mr. Zhu graduated from Anhui University of Science and Technology in mining engineering in Anhui province, the PRC, through correspondence study, in January 2007. He achieved an educational level equivalent to an MBA in business administration from Anhui Business Administration College (安徽工商管理學院) in Anhui province, the PRC, in December 2015. He was recognized as a senior engineer by the Company in May 2024.

Mr. Li Zhanbei, aged 49, has a college education. From December 1998 to January 2005, Mr. Li served as a staff member of Huaibei Municipal Engineering Administration Office (淮北市市政工程管理處); from January 2005 to April 2007, he served as a staff member of Huaibei Construction Engineering Administration Office (淮北市建築工程管理處); from April 2007 to September 2013, he served as a staff member of Huaibei Public Utilities Asset Operation Co., Ltd. (淮北市公用事業資產運營有限公司); from September 2013 to January 2015, he served as the acting head of the asset operation department of Huaibei Jiantou Holding Group Co., Ltd. (淮北市建投控股集團有限公司); from January 2015 to February 2018, he served as the chairman of Huaibei Security Co., Ltd. (淮北市保安有限公司); from October 2015 to February 2023, he served as the general manager of Huaibei City Parking Management Co., Ltd. (淮北城市泊車管理有限公司); from February 2023 to September 2024, he served as the general manager of Huaibei City Nanhu Park Operation and Management Co., Ltd. (淮北市南湖公園運營管理有限公司); from July 2023 to September 2024, he served as a deputy general manager of Huaibei City Cultural Tourism Investment Development Group Co., Ltd. (淮北市文化旅遊投資發展集團有限公司); and from September 2024 to July 2026, he served as the general manager of Huaibei City Cultural Tourism Investment Development Group Co., Ltd. (淮北市文化旅遊投資發展集團有限公司).

In July 2002, Mr. Li graduated from the Party School of Anhui Provincial Committee of C.P.C. (中共安徽省委黨校) (currently known as the Party School of the Working Committee of Organs Directly under the Anhui Provincial Committee of the Communist Party of China (中共安徽省直屬機關工作委員會黨校)) with a major in law through correspondence study. In July 2009, he graduated from China Central Radio and TV University (中央廣播電視大學) with a major in administrative management through correspondence study.

Ms. Zhang Bing, aged 37, has an undergraduate education. From October 2015 to December 2019, Ms. Zhang served as a business manager of the innovation business department of Huaibei Tongchuang Financing Guarantee Group Co., Ltd. (淮北市同創融資擔保集團有限公司); from January 2020 to February 2023, she served as a financing manager of the Financing Department II of Huaibei Jiantou Holding Group Co., Ltd. (淮北市建投控股集團有限公司); from March 2023 to July 2023, she served as the director of the financing department of Huaibei Construction Investment Real Estate Development Co., Ltd. (淮北市建投房地產開發有限公司); and since July 2023, she has successively served as the deputy director of the asset management department, deputy director of the office and deputy director of the strategic investment department of Huaibei Jiantou Holding Group Co., Ltd. (淮北市建投控股集團有限公司).

In July 2015, Ms. Zhang graduated from Anhui University of Finance and Economics (安徽財經大學) with a major in accounting through correspondence study.

Ms. Liu Jia, aged 38, has received master's postgraduate education. Since April 2011, Ms. Liu has successively served as a staff member, senior staff member, supervisor of market capitalization management, Grade I economist, fund supervisor and senior supervisor of the capital operation department of China Pingmei Shenma Holding Group Co., Ltd. (中國平煤神馬控股集團有限公司), and has concurrently served as the chairman of Pingmei Shenma Fund Company (平煤神馬基金公司). Since August 2025, she has served as the chairman of Pingmei Shenma (Hong Kong) International Investment Limited (平煤神馬(香港)國際投資有限公司).

In January 2014, Ms. Liu graduated from Henan University of Economics and Law (河南財經政法大學) with a major in business administration. In September 2021, she was recognized as an intermediate accountant.

The Company will enter into director service contracts with Mr. Zhu, Mr. Li, Ms. Zhang and Ms. Liu after their appointments are approved at the general meeting. During their terms of office, Mr. Zhu and Mr. Li, as executive directors, will receive remuneration based on the management positions or posts they hold in the Company and will not receive any additional director's fee; Ms. Zhang and Ms. Liu, as non-executive directors, will not receive any director's fee from the Company.

Save as disclosed above, as at the date of this announcement, each of Mr. Zhu, Mr. Li, Ms. Zhang and Ms. Liu has confirmed that: (1) he/she has not held any directorship in other listed companies in the past three years, nor does he/she have any other major appointments or professional qualifications; (2) he/she does not hold any position in the Company or any of its subsidiaries; (3) he/she does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company or any of its subsidiaries; and (4) he/she does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other information relating to the proposed appointments of Mr. Zhu, Mr. Li, Ms. Zhang and Ms. Liu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the " **Listing Rules**"), and there is no other matter relating to their proposed appointments that needs to be brought to the attention of the shareholders of the Company.

A circular containing, among other things, details of the proposed appointments, together with the notice convening the general meeting, will be despatched to the shareholders of the Company in due course.

## ADJUSTMENT TO THE COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that, at the Board meeting held on 27 August 2026, the Board resolved, pursuant to the Rules of Procedure for the Remuneration and Appraisal Committee and the Nomination Committee of the Board of the Company, to appoint Mr. Zhu Zejian as a member of the Remuneration and Appraisal Committee and Ms. Zhang Bing as a member of the Nomination Committee, with effect from the approval of the appointment of such directors by the aforementioned general meeting.

Following the above adjustments, the composition of the Nomination Committee of the second session of the Board will comply with the requirement under code provision B.3.5 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules that at least one director of a different gender should be appointed to the nomination committee. The composition of the Remuneration and Appraisal Committee and the Nomination Committee is as follows:

**Remuneration and Appraisal Committee**

Chairman: Mr. Miao Guanghong

Members: Mr. Miao Guanghong, Mr. Jiang Weidong and Mr. Zhu Zejian

**Nomination Committee**

Chairman: Mr. Li Chenhui

Members: Mr. Li Chenhui, Mr. Jiang Weidong and Ms. Zhang Bing

The composition of the other Board committees remains unchanged.

On the same day, the Board considered and approved the establishment of the Science and Technology Innovation Committee. The Science and Technology Innovation Committee is primarily responsible for conducting research on and making recommendations in respect of the Company's science and technology development direction, science and technology innovation plans, major R&D projects or products and other matters. The Science and Technology Innovation Committee comprises three members, namely Mr. Zhu Zejian, Mr. Li Chenhui and Mr. Miao Guanghong, with Mr. Zhu Zejian serving as its chairman, with effect from the approval of Mr. Zhu's appointment as a director by the aforementioned general meeting.

## APPOINTMENT OF GENERAL MANAGER

Reference is made to the announcement of the Company dated 24 July 2026 in relation to, among other things, the resignation of the general manager. The Board is pleased to announce that, at the Board meeting held on 27 August 2026, the Board resolved to appoint Mr. Zhu Zejian as the general manager, with a term of office commencing from the date of approval by the Board and ending upon the expiry of the term of office of the second session of the Board.

The biographical details of Mr. Zhu Zejian are set out in the section headed "Proposed Appointment of Directors" in this announcement.

Save as disclosed above, as at the date of this announcement, Mr. Zhu Zejian has confirmed that he (i) does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) has not held any other directorship in any listed company in the past three years; (iii) does not hold any other position in the Company or any of its subsidiaries; and (iv) does not have any interest in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, there are no other matters relating to the above appointment that need to be brought to the attention of the shareholders of the Company or the Stock Exchange, nor is there any other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to the relevant laws, regulations and normative documents, including the Company Law of the People's Republic of China, the Trial Measures for the Administration of Overseas Securities Offering and Listing by Domestic Companies, and the regulatory rules of the China Securities Regulatory Commission and the Stock Exchange, as well as the provisions of the Articles of Association of Anhui Jinyan Kaolin New Materials Co., Ltd. (the "**Articles of Association**"), and with reference to the Guidelines for Articles of Association of Listed Companies, the Company proposes to make certain amendments to the Articles of Association. Details of the amendments are set out in the appendix to this announcement.

The aforesaid proposed amendments to the Articles of Association have been considered and approved by the Board and are subject to consideration and approval at the 2026 second extraordinary general meeting of the Company before they can take effect.

A circular containing, among other things, details of the proposed amendments to the Articles of Association, together with a notice convening the general meeting, will be despatched to the shareholders of the Company in due course.

By order of the Board
**Anhui Jinyan Kaolin New Materials Co., Ltd.**
**Mr. Zhang Kuang**
*Chairman of the Board and Executive Director*

Beijing, the People's Republic of China
27 August 2026

*As at the date of this announcement, the board of directors of the Company comprises: (i) Mr. Zhang Kuang and Ms. Chen Yan as executive directors; (ii) Mr. Jiao Daojie and Mr. Yang Chong as non-executive directors; and (iii) Mr. Jiang Weidong, Mr. Li Chenhui, Mr. Miao Guanghong and Mr. Chan Ngai Fan as independent non-executive directors.*

## APPENDIX: COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Article No. | Before Amendment | After Amendment |
|---|---|---|
| Article 104 | The Board of Directors shall consist of 7–11 directors, including 3–4 independent directors. Among the independent directors, there shall be one professional with accounting expertise who complies with the requirements of the securities regulatory rules of the stock exchange where the Company's shares are listed. The Board of Directors shall include one employee representative director and one chairman. The Chairman shall be elected by a majority of directors on the board of directors. | The Board of Directors shall consist of ~~7–11~~12 directors, including 3–4 independent directors. Among the independent directors, there shall be one professional with accounting expertise who complies with the requirements of the securities regulatory rules of the stock exchange where the Company's shares are listed. The Board of Directors shall include one employee representative director and one chairman. The Chairman shall be elected by a majority of directors on the board of directors. |
| Article 147 | According to the requirements of the Constitution of the Communist Party, as approved by the superior Party organization, the Party Committee of the Company shall consist of three (3) to five (5) members, including one (1) secretary and one (1) to two (2) deputy secretaries. The Disciplinary Committee of the Company shall include one (1) secretary and one (1) deputy secretary. | According to the requirements of the Constitution of the Communist Party, as approved by the superior Party organization, the Party Committee of the Company shall consist of three (3) to five (5) members, including one (1) secretary and one (1) to two (2) deputy secretaries. The Disciplinary Committee of the Company shall include one (1) secretary and one (1) deputy secretary. |

| Article No. | Before Amendment | After Amendment |
| --- | --- | --- |
| | The Party Committee and the Disciplinary Committee of the Company shall be elected by the Party Congress, and their term of office shall be three years.<br><br>(1) In principle, the Secretary of the Party Committee and the chairman of the Board of Directors shall be held by the same person. A full-time secretary of the Party Committee may be appointed as required by work, and a Party member general manager shall concurrently serve as the Deputy Secretary of the Party Committee.<br><br>(2) Eligible members of the leading group of the Party Committee of the Company can join the Board of Directors and Senior Management through statutory procedures, while eligible Party members of the Board of Directors and Senior Management can also join the Party Committee of the Company in accordance with relevant regulations and procedures. | The Party Committee and the Disciplinary Committee of the Company shall be elected by the Party Congress, and their term of office shall be ~~three~~five years.<br><br>(1) In principle, the Secretary of the Party Committee and the chairman of the Board of Directors shall be held by the same person. A full-time secretary of the Party Committee may be appointed as required by work, and a Party member general manager shall concurrently serve as the Deputy Secretary of the Party Committee.<br><br>(2) Eligible members of the leading group of the Party Committee of the Company can join the Board of Directors and Senior Management through statutory procedures, while eligible Party members of the Board of Directors and Senior Management can also join the Party Committee of the Company in accordance with relevant regulations and procedures. |