
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 you should take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Anhui Jinyan Kaolin New Materials Co., Ltd., you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee, or to bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) PROPOSED APPOINTMENT OF DIRECTORS;
(2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) APPLICATION FOR DELISTING OF DOMESTIC SHARES FROM NEEQ;
(4) AUTHORISATION TO THE BOARD TO FULLY HANDLE ALL MATTERS
RELATING TO THE DELISTING OF DOMESTIC SHARES FROM NEEQ;
AND
(5) NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING**

Anhui Jinyan Kaolin New Materials Co., Ltd. will hold the EGM at the conference room of the Company at 50 meters north of Shuobei Road, Shuoli Town, Duji District, Huaibei, Anhui Province, PRC by way of on-site meeting on Wednesday, 23 September 2026 at 9:00 a.m., the notice of which is set out on pages EGM-1 to EGM-3 of this circular. A letter from the Board is set out on pages 3 to 11 of this circular. The form of proxy for use at the EGM is also published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (www.grkaolin.com).

If you intend to appoint a proxy to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and lodge the same with the Company's H 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 24 hours before the time appointed for holding the EGM or any adjournment thereof (i.e. before 9:00 a.m. on Tuesday, 22 September 2026). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or at any adjournment thereof.

References to times and dates in this circular are to Hong Kong local times and dates.

3 September 2026

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Anhui Jinyan Kaolin New Materials Co., Ltd. (安徽金岩高嶺土新材料股份有限公司)
“Delisting” or “Delisting from the NEEQ”	the delisting of the Domestic Shares of the Company from the NEEQ
“Director(s)”	the director(s) of the Company
“Dissenting Shareholder(s)”	dissenting Shareholder(s) in relation to the delisting of the Domestic Shares from the NEEQ
“Domestic Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and quoted on the NEEQ
“EGM”	the extraordinary general meeting of the Company to be held on Wednesday, 23 September 2026 (and any adjournment thereof)
“H Share(s)”	the overseas-listed share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in HK dollars and listed on the Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	27 August 2026
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“NEEQ” or “National Equities Exchange and Quotations”	National Equities Exchange and Quotations Co., Ltd.
“NEEQ Shareholders”	holders of Domestic Shares
“Notice of EGM”	the notice of the EGM dated 3 September 2026, a copy of which is set out on pages EGM-1 to EGM-3 of this circular
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)
“Record Date”	the shareholding record date for Domestic Shareholders for convening the EGM
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Shares
“Shares”	the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including H Shares and Domestic Shares
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhang Kuang (*Chairman of the Board*)

Ms. Chen Yan

Head Office and Principal Place of Business in the PRC:

50 meters north of Shuobei Road,

Shuoli Town, Duji District, Huaibei,

Anhui Province, PRC

Non-executive Directors:

Mr. Jiao Daojie

Mr. Yang Chong

The principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre,

248 Queen's Road East,

Wanchai,

Hong Kong

Independent Non-Executive Directors:

Mr. Jiang Weidong

Mr. Li Chenhui

Mr. Miao Guanghong

Mr. Chan Ngai Fan

3 September 2026

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED APPOINTMENT OF DIRECTORS;**
(2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) APPLICATION FOR DELISTING OF DOMESTIC SHARES FROM NEEQ;
(4) AUTHORISATION TO THE BOARD TO FULLY HANDLE ALL MATTERS
RELATING TO THE DELISTING OF DOMESTIC SHARES FROM NEEQ;
AND
(5) NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

References are made to the announcements of the Company dated 27 August 2026 in relation to, among other things, (i) the proposed appointment of Directors; (ii) proposed amendments to the Articles of Association; and (iii) application for delisting of Domestic Shares from NEEQ and authorisation to the Board to fully handle all matters relating to the delisting of Domestic Shares from the NEEQ.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the notice of the EGM and information in respect of the resolutions to be proposed at the EGM to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

II. DETAILS OF THE RESOLUTIONS

(1) Election of Directors

Ordinary resolutions regarding the election of Directors will be proposed at the EGM for the Shareholders' consideration and approval.

Reference is made to the announcement of the Company dated 27 August 2026 in relation to, among other things, the Board's proposed appointment of Mr. Zhu Zejian ("**Mr. Zhu**") and Mr. Li Zhanbei ("**Mr. Li**") as executive Directors of the Company, and the proposed appointment of Ms. Zhang Bing ("**Ms. Zhang**") and Ms. Liu Jia ("**Ms. Liu**") 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.

LETTER FROM THE BOARD

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.

LETTER FROM THE BOARD

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 Latest Practicable Date, 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 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.

(2) Amendments to the Articles of Association

A special resolution will be proposed at the EGM regarding the amendments to the Articles of Association.

Reference is made to the announcement of the Company dated 27 August 2026 in relation to, among other things, the amendments to the Articles of Association.

LETTER FROM THE BOARD

Pursuant to the relevant laws, regulations and regulatory documents such as the Company Law of the People's Republic of China, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, and the regulatory rules of the CSRC and the Stock Exchange, as well as the provisions of Articles of Association, taking into account the Guidelines for Articles of Association of Listed Companies, the Board resolved at the Board meeting held on 27 August 2026 to amend the Articles of Association.

Details of the amendments are set out in Appendix to this circular. The Articles of Association and its amendments were prepared in Chinese, and in case of any discrepancies between the English translation of the proposed amendments to the Articles of Association and the Chinese version, the Chinese version shall prevail.

Save for the proposed amendments set out in Appendix to this circular, other provisions of the Articles of Association remain unchanged.

The proposed amendments to the Articles of Association are subject to approval by the Shareholders by way of a special resolution at the EGM.

(3) Application for the Delisting of Domestic Shares from NEEQ

A special resolution in relation to the application for delisting of Domestic Shares from NEEQ will be proposed at the EGM.

Reference is made to the announcement of the Company dated 27 August 2026 in relation to, among other things, the application for delisting of Domestic Shares from NEEQ.

On 27 August 2026, the Board of the Company resolved that, based on the Company's overall deployment of its operational development strategy and capital planning, and taking into account that the trading and financing functions of the Company's Domestic Shares on the National Equities Exchange and Quotations have been relatively limited in recent years, and that, following the listing of the Company's H Shares on 3 December 2025, an established capital market platform for overseas investors has been formed, while the Company's concurrent compliance with the two sets of regulatory and information disclosure systems of the NEEQ and the Stock Exchange would give rise to a certain degree of duplicative compliance efforts and coordination costs; taking into account the impact of the current market environment, and in order to improve the Company's decision-making and operational efficiency, carry out its business efficiently and control operating costs, the Company intends to apply to the NEEQ to terminate the listing of the Domestic Shares of the Company.

After the Delisting, the Company will continue to focus on its core business, continuously strengthen its management capabilities and enhance the market competitiveness of its products as well as the Company's ability to continue as a going concern. The Company will continue to safeguard Shareholders' rights and interests and create long-term value for stakeholders while ensuring steady growth of its principal business.

LETTER FROM THE BOARD

The Delisting only involves the public transfer status of the Company's Domestic Shares on the NEEQ, and will not affect the listing status of the Company's H Shares on the Stock Exchange. It does not involve any material changes to the Company's principal business, core assets, control, board of directors and senior management, nor will it have any material adverse effect on the Company's financial position, ability to continue as a going concern or the public float of its H Shares.

The Company confirms that the Delisting arrangements from the NEEQ in this instance represent an independent commercial judgment made by the Board after the completion of the H Share listing, based on the actual operation of the dual platforms, the trading of shares on the NEEQ, ongoing compliance costs and shareholders' views.

The specific date of the Delisting is subject to approval by the NEEQ.

The Company and its controlling shareholders have fully communicated and negotiated with other NEEQ Shareholders regarding the delisting from the NEEQ. The Company and all NEEQ Shareholders have reached an agreement on the Delisting from the NEEQ, and it is expected that there will be no Dissenting Shareholders. If any Dissenting Shareholders emerge during the consideration stage of the shareholders' meeting, the Company will promptly formulate, consider and disclose protection measures for such Dissenting Shareholders after the convening of the shareholders' meeting.

The proposal for the delisting of the Domestic Shares from the NEEQ will be submitted to the shareholders of the Company for approval as a special resolution at the extraordinary general meeting.

The Company will apply for a suspension of trading of the Domestic Shares from the first trading day following the record date of the shareholders' meeting for considering the matters pertaining to the Delisting. If the resolution for the Delisting is not considered and passed at the shareholders' meeting, the Company will apply for the resumption of trading of the shares within two trading days from the date of the announcement of the resolutions of the shareholders' meeting.

There are possibilities that the Delisting may not be considered and passed at the shareholders' meeting or may not be approved by the NEEQ.

The Company intends to promptly submit the application for the Delisting to the NEEQ after the relevant matters pertaining to the Delisting have been considered and passed at the shareholders' meeting. The specific time of the Delisting is subject to the approval time of the NEEQ. Investors are advised to pay attention to investment risks.

LETTER FROM THE BOARD

(4) Authorisation to the Board to Fully Handle Matters Relating to the Delisting of Domestic Shares from NEEQ

A special resolution in relation to the authorisation to the Board to fully handle all matters relating to the application for delisting of Domestic Shares from NEEQ will be proposed at the EGM.

Reference is made to the announcement of the Company dated 27 August 2026 in relation to, among other things, the authorization to the Board to fully handle all matters relating to the application for delisting of Domestic Shares from NEEQ.

To ensure the smooth progress of the Company's application for the delisting of Domestic Shares, the Company proposes to request the shareholders' meeting to authorize the Board to handle, at its sole discretion, matters relating to the Company's application to the NEEQ for the delisting of Domestic Shares, including but not limited to the following:

- (1) preparing the application documents required for the Delisting;
- (2) submitting application documents for the Delisting to the NEEQ in accordance with national laws and regulations, relevant provisions of securities regulatory authorities and resolutions of the Company's shareholders' meeting;
- (3) drafting, approving, signing, modifying, submitting, accepting and executing documents relating to the Delisting;
- (4) handling matters including changes to the Company's shareholding registration and custody upon approval of the Delisting;
- (5) handling other matters pertaining to the application for delisting of Domestic Shares from the NEEQ.

The term of the authorization shall be from the date on which the resolution approving the authorization is considered and passed at the shareholders' meeting until the date on which the delisting of the Company's Domestic Shares from the NEEQ is completed.

LETTER FROM THE BOARD

III. EGM

The EGM will be held at the conference room of the Company at 50 meters north of Shuobei Road, Shuoli Town, Duji District, Huaibei, Anhui Province, PRC by way of on-site meeting on Wednesday, 23 September 2026 at 9:00 a.m., notice of which is set out on pages EGM-1 to EGM-3 of this circular. A proxy form for use at the EGM has also been published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (www.grkaolin.com).

The Notice of EGM despatched to NEEQ Shareholders is published separately on the website of NEEQ (<http://www.neeq.com.cn>).

IV. CLOSURE OF REGISTER OF MEMBERS FOR H SHARES

In order to determine the list of H Shareholders who are entitled to attend and vote at the upcoming EGM, the H Share register of members of the Company will be closed from Friday, 18 September 2026 to Wednesday, 23 September 2026, both days inclusive, during which period no transfer of H Shares will be registered. The H Shareholders whose names appear on the register of members of the Company on Friday, 18 September 2026 are entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, H Shareholders must lodge all H Share transfer documents accompanied by the relevant share certificates and transfer forms with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 17 September 2026 (being the last share registration date).

V. FORM OF PROXY

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company, but must attend the EGM in person to represent the Shareholder. Shareholders who intend to appoint a proxy to attend the EGM are requested to complete the form of proxy. For holders of H Shares, the form of proxy must be lodged by hand or by post with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof. In such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VI. VOTING BY POLL

Pursuant to the Listing Rules, any vote by Shareholders at a general meeting must 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). Accordingly, the resolutions set out in the Notice of EGM will be taken by poll. As at the date of this circular, to the best of the Directors' knowledge and belief after making all reasonable enquiries, no Shareholders are required to abstain from voting at the EGM in respect of relevant resolutions. The results of the poll will be published on the websites of the Company (www.grkaolin.com) and the Stock Exchange (www.hkexnews.hk) in accordance with the Listing Rules.

VII. RECOMMENDATION

The Board (including the independent non-executive Directors) consider that the resolutions to be considered and approved by the Shareholders as set out in the Notice of EGM are in the interests of the Company and the Shareholders as a whole and, accordingly, recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

VIII. 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,

By order of the Board

ANHUI JINYAN KAOLIN NEW MATERIALS CO., LTD.

Mr. Zhang Kuang

Chairman of the Board and Executive Director

Article No.	Provisions of Current Articles	Provisions of Amended Articles
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 of the Board of Directors shall be elected by more than half of all directors.	The Board of Directors shall consist of 7-11 <u>12</u> 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 of the Board of Directors shall be elected by more than half of all 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. 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.	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. 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<u>five</u> years.

Article No.	Provisions of Current Articles	Provisions of Amended Articles
	(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. (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.	(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. (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.

Note: The Articles of Association are written in Chinese. In the event of any discrepancy between the English version and the Chinese version of this appendix, the Chinese version shall prevail.

NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 second extraordinary general meeting (the “EGM”) of Anhui Jinyan Kaolin New Materials Co., Ltd. (the “**Company**”) will be held at the conference room of the Company at 50 meters north of Shuobei Road, Shuoli Town, Duji District, Huaibei, Anhui Province, PRC by way of on-site meeting on Wednesday, 23 September 2026 at 9:00 a.m., for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. Zhu Zejian and Mr. Li Zhanbei as executive Directors of the Company, and the appointment of Ms. Zhang Bing and Ms. Liu Jia as non-executive Directors of the Company:
 - 1.1 To consider and approve the appointment of Mr. Zhu Zejian as an executive Director of the Company;
 - 1.2 To consider and approve the appointment of Mr. Li Zhanbei as an executive Director of the Company;
 - 1.3 To consider and approve the appointment of Ms. Zhang Bing as a non-executive Director of the Company;
 - 1.4 To consider and approve the appointment of Ms. Liu Jia as a non-executive Director of the Company.

SPECIAL RESOLUTIONS

2. To consider and approve the amendments to the Articles of Association of the Company.
3. To consider and approve the application for delisting of Domestic Shares from NEEQ.

NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING

4. To consider and approve the authorisation to the Board to fully handle all matters relating to the delisting of Domestic Shares from NEEQ as follows:
 - (1) preparing the application documents required for the Delisting;
 - (2) submitting application documents for the Delisting to the NEEQ in accordance with national laws and regulations, relevant provisions of securities regulatory authorities and resolutions of the Company's shareholders' meeting;
 - (3) drafting, approving, signing, modifying, submitting, accepting and executing documents relating to the Delisting;
 - (4) handling matters including changes to the Company's shareholding registration and custody upon approval of the Delisting;
 - (5) handling other matters pertaining to the application for delisting of Domestic Shares from the NEEQ.

The term of the authorization shall be from the date on which the resolution approving the authorization is considered and passed at the shareholders' meeting until the date on which the delisting of the Company's Domestic Shares from the NEEQ is completed.

By order of the Board
ANHUI JINYAN KAOLIN NEW MATERIALS CO., LTD.
Mr. Zhang Kuang
Chairman of the Board and Executive Director

Beijing, the PRC
3 September 2026

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**"), any vote of Shareholders at a general meeting must 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). As such, each of the resolutions set out in the notice of EGM will be voted on by way of poll, and the poll results will be published on the website of the Company (www.grkaolin.com) and the website of the Stock Exchange (www.hkexnews.hk) after the EGM in accordance with the Listing Rules.
2. The Company will suspend the registration of transfers of H Shares from Friday, 18 September 2026 to Wednesday, 23 September 2026 (both days inclusive), during which period no transfer of H Shares will be registered, in order to determine the list of Shareholders who are entitled to attend and vote at the EGM. The H Shareholders whose names appear on the register of members of the Company on Friday, 18 September 2026 are entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, Shareholders (if you are a holder of H Shares) must lodge all transfer documents accompanied by the relevant share certificates and transfer forms with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 17 September 2026 (being the last share registration date).

NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING

3. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company, but must attend the EGM in person to represent the Shareholder.
4. A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointing Shareholder or his/her attorney authorized in writing. If the Shareholder is a legal entity, the instrument must be executed under the seal of the legal entity or signed by its legal representative, director or an attorney duly authorized.
5. Shareholders who intend to appoint a proxy to attend the EGM are requested to complete the form of proxy. Holders of H Shares must return the form of proxy by hand or by post to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. In such event, the form of proxy shall be deemed to be revoked.
6. The EGM is expected to last for no more than half a day. Shareholders (in person or by proxy) attending the EGM shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.
7. Where there are joint registered holders of any share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. References to times and dates in this notice are to Hong Kong local times and dates.
9. This Notice of EGM is only despatched to holders of H Shares. The Notice of EGM to NEEQ Shareholders is published separately on the designated information disclosure platform website of NEEQ (<http://www.neeq.com.cn>).