

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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CONCH VENTURE
China Conch Venture Holdings Limited
中國海螺創業控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 586)

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES,
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the 2024 annual general meeting (the “AGM”) of China Conch Venture Holdings Limited (the “Company”) to be held at Meeting Room 582, Conch International Conference Centre, No. 1011 Jiu Hua South Road, Yijiang District, Wuhu City, Anhui Province, the People’s Republic of China on Tuesday, 25 June 2024 at 10:00 a.m. (Hong Kong Time) is set out in this circular.

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong (the “**Hong Kong Branch Share Registrar**”), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the AGM or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Company’s Hong Kong Branch Share Registrar no later than 10:00 a.m. on Sunday, 23 June 2024 (Hong Kong Time). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.conchventure.com>).

25 April 2024

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DEFINITIONS

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

“2023 AGM”	the 2023 annual general meeting of the Company held on 20 June 2023
“AGM”	the 2024 annual general meeting of the Company to be held at Meeting Room 582, Conch International Conference Centre, No. 1011 Jiuhua South Road, Yijiang District, Wuhu City, Anhui Province, the People’s Republic of China on Tuesday, 25 June 2024 at 10:00 a.m. (Hong Kong Time) to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Close Associate(s)”	has the same meaning as defined under the Listing Rules
“Company”	China Conch Venture Holdings Limited, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 00586)
“Conch Cement”	Anhui Conch Cement Company Limited (安徽海螺水泥股份有限公司), a joint stock limited company incorporated in the PRC whose shares are listed on the Main Board of the Stock Exchange (stock code: 00914) and the Shanghai Stock Exchange (stock code: 600585)
“Conch Environment”	China Conch Environment Protection Holdings Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00587)
“Conch Holdings”	安徽海螺集團有限責任公司 (Anhui Conch Holdings Co., Ltd.*)
“Conch Group”	Conch Holdings and its affiliates (primarily Conch Cement and 海螺(安徽)節能環保新材料股份有限公司 (Anhui Conch Energy-saving New Materials Co., Ltd.*))
“Core Connected Person(s)”	has the same meaning as defined under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of AGM
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China (for the purpose of this circular excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Remuneration and Nomination Committee”	the remuneration and nomination committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategy, Sustainability and Risk Management Committee”	the strategy, sustainability and risk management committee of the Board

DEFINITIONS

“Takeovers Code”

The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

“%”

per cent

CONCH VENTURE
China Conch Venture Holdings Limited
中國海螺創業控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 586)

Executive Directors:

Mr. GUO Jingbin (*Chairman*)

Mr. JI Qinying

(Vice-Chairman and Chief Executive Officer)

Mr. WANG Xuesen

Mr. HE Guangyuan

Mr. WAN Changbao

Non-executive Director:

Mr. LIU Yan

Independent Non-executive Directors:

Mr. CHAN Chi On (alias Derek CHAN)

Mr. CHAN Kai Wing

Mr. PENG Suping

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head office in the PRC:

1011 Jiuhoa South Road

Wuhu City

Anhui Province

China

Principal place of business

in Hong Kong:

Suite 4018, 40/F, Jardine House

1 Connaught Place

Central

Hong Kong

25 April 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES,
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on 25 June 2024.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

In accordance with Articles 105(A) and 105(B) of the Articles of Association, Mr. CHAN Chi On (alias Derek CHAN) and Mr. CHAN Kai Wing shall retire from office at the AGM. In addition, Mr. LIU Yan who has been appointed as a non-executive Director by the Board on 26 June 2023, Mr. GUO Jingbin who has been re-designated as an executive Director by the Board on 2 April 2024, and Mr. WANG Xuesen, Mr. HE Guangyuan and Mr. WAN Changbao who have been appointed as executive Directors by the Board on 2 April 2024 shall hold office until the AGM pursuant to Article 109 of the Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Reference is made to the announcement of the Company dated 24 April 2024 in relation to proposed election of independent non-executive Director.

After considering the recommendation of the Remuneration and Nomination Committee, the Board has nominated Ms. CHENG Yanlei as an independent non-executive Director for election by Shareholders at the AGM. Subject to the approval by Shareholders for the election of Ms. CHENG Yanlei as an independent non-executive Director, Ms. CHENG Yanlei will also be appointed as a member of each of the Remuneration and Nomination Committee and the Audit Committee with effect from the close of the AGM.

Mr. CHAN Chi On (alias Derek CHAN), Mr. CHAN Kai Wing and Ms. CHENG Yanlei have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Details of all Directors proposed for re-election and the new Director nominated for election at the AGM are set out in Appendix I to this circular. Separate resolutions will be proposed for the re-election of Directors and election of Director above.

Nomination Procedures and Process

The re-election of Mr. GUO Jingbin, Mr. WANG Xuesen, Mr. HE Guangyuan, Mr. WAN Changbao as executive Directors, Mr. LIU Yan as a non-executive Director and Mr. CHAN Chi On (alias Derek CHAN) and Mr. CHAN Kai Wing as independent executive Directors and election of Ms. CHENG Yanlei as an independent non-executive Director have been reviewed by the Remuneration and Nomination Committee. The Remuneration and Nomination Committee is of the view that the aforementioned Directors have extensive experience in different fields and professions that are relevant to the business of the Company. In addition, their respective background, experience and knowledge allow them to provide valuable and relevant insights and contribute to the diversity of the Board.

Mr. CHAN Chi On (alias Derek CHAN) and Mr. CHAN Kai Wing, each an independent non-executive Director, have been appointed and served on the Board for more than nine years since 3 December 2013. The Remuneration and Nomination Committee has also reviewed the qualifications, skills and experience, time commitment and contribution of the above Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and Director nomination policy and the Company's corporate strategy and assessed the independence of Mr. CHAN Chi On (alias Derek CHAN), Mr. CHAN Kai Wing and Ms. CHENG Yanlei based on their respective confirmation of independence pursuant to the independence guidelines as set out in Rule 3.13 of the Listing Rules. In addition, Mr. CHAN Chi On (alias Derek CHAN) and Mr. CHAN Kai Wing are not involved in the daily

LETTER FROM THE BOARD

management of the Company nor in any relationships which would interfere with the exercise of their independent judgement. Taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge) and the current public directorships held by the relevant individuals, the Remuneration and Nomination Committee is satisfied that (i) Mr. CHAN Chi On (alias Derek CHAN) and Mr. CHAN Kai Wing remain independent notwithstanding that they have served as an independent non-executive Director for more than nine years; (ii) Ms. CHENG Yanlei is independent; and (iii) Mr. CHAN Chi On (alias Derek CHAN), Mr. CHAN Kai Wing and Ms. CHENG Yanlei are of such character, integrity and experience commensurate with the office of independent non-executive Director. The Remuneration and Nomination Committee believes that they will be able to devote sufficient time to the Board and is able to provide independent, balanced and objective views to the Company's affairs.

Accordingly, the Remuneration and Nomination Committee has proposed to the Board for re-election of Mr. GUO Jingbin, Mr. WANG Xuesen, Mr. HE Guangyuan, Mr. WAN Changbao as executive Directors, Mr. LIU Yan as a non-executive Director and Mr. CHAN Chi On (alias Derek CHAN) and Mr. CHAN Kai Wing as independent non-executive Directors and election of Ms. CHENG Yanlei as an independent non-executive Director. The Board concurs with the view of the Remuneration and Nomination Committee and has endorsed the recommendations of the Remuneration and Nomination Committee and recommended re-election or election (as the case may be) of the abovementioned Directors at the AGM.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the 2023 AGM, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM (i.e. a total of 181,298,505 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM).

The Directors will evaluate the trading price of the Shares from time to time and may exercise the Repurchase Mandate when they consider that the Shares are trading at a level which does not reflect the underlying value of the Company.

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

LETTER FROM THE BOARD

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the 2023 AGM, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the AGM (i.e. a total of 362,597,011 Shares on the basis that the issued share capital remains unchanged on the date of the AGM).

An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. DECLARATION OF FINAL DIVIDEND

On 25 March 2024, the Company made an announcement in relation to its audited consolidated results and financial positions for the year ended 31 December 2023 whereby the Board has recommended the payment of a final cash dividend of HK\$0.20 per Share for the year ended 31 December 2023. Subject to the passing of the resolution approving the payment of such final dividend at the AGM, the abovementioned final dividend is expected to be paid on 26 July 2024.

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Monday, 8 July 2024 to Friday, 12 July 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 5 July 2024 (Hong Kong Time).

6. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 21 to 25 of this circular.

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

LETTER FROM THE BOARD

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Tuesday, 25 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 17 June 2024 (Hong Kong Time).

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.conchventure.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Company's Hong Kong Branch Share Registrar no later than 10:00 a.m. on Sunday, 23 June 2024 (Hong Kong Time). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

7. RECOMMENDATION

The Directors consider that the proposed re-election and election of Directors, granting of the Repurchase Mandate, the Issuance Mandate and the extension of the Issuance Mandate to the Directors and the declaration of final dividend are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of AGM on pages 21 to 25 of this circular.

Yours faithfully,
For and on behalf of the Board
China Conch Venture Holdings Limited
GUO Jingbin
Chairman of the Board

The following are details of the Directors standing for re-election and election at the AGM.

MR. GUO JINGBIN

Mr. GUO Jingbin (郭景彬), aged 66, was appointed as a Director with effect from 24 June 2013. He had served as an executive Director since 1 July 2014, was re-designated as a non-executive Director on 27 September 2021 and was re-designated as an executive Director on 2 April 2024. He is currently the chairman of the Board and the chairman of the Strategy, Sustainability and Risk Management Committee.

Mr. Guo graduated from Shanghai Construction Materials College and joined the predecessor of Conch Group in 1980. In July 1998, Mr. Guo received a Master of Business Administration degree from the Post-graduate College of the Social Science Institute of China (中國社會科學院). Mr. Guo held various mid to senior managerial positions including head of automatic measurement department, head of personnel department and deputy plant manager of the former Ningguo Cement Plant and the secretary to the board of directors of and deputy general manager of Conch Cement. Mr. Guo has over 30 years' experience in the building materials industry and rich experience in capital markets, particularly specialising in corporate strategic planning, marketing planning and general administrative management. He has been a director and chairman of the board of directors of 安徽海創集團股份有限公司 (Anhui Conch Venture Group Co., Ltd.*) (formerly known as 安徽海螺創業投資有限責任公司 (Anhui Conch Venture Investment Co., Ltd.*)) from February 2011 and May 2013 respectively until the end of April 2015. Mr. Guo has been an executive director of Conch Cement from October 1997 to June 2014 and a non-executive director of Conch Cement from June 2014 to June 2016. Mr. Guo has been a director of Conch Holdings since January 1997. Mr. Guo currently also serves as directors of certain subsidiaries of the Company.

Mr. Guo was an independent non-executive director of China Logistics Property Holdings Co., Ltd (a company whose shares were previously listed on the Main Board of the Stock Exchange but delisted in July 2022, previous stock code: 01589) from June 2016 to March 2022, an independent non-executive director of China Tian Yuan Healthcare Group Limited (previously known as City e-Solutions Limited) (a company whose shares are listed on the Stock Exchange, stock code: 00557) from August 2016 to July 2022. Mr. Guo has been appointed as a director on March 2020 and an executive director and the chairman of the board of directors of Conch Environment from September 2021 to October 2022.

Mr. Guo entered into a service contract as an executive Director with the Company for a term of 3 years commenced from 2 April 2024, which is determinable by either party by giving not less than three months' written notice, and is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Pursuant to the service contract, Mr. Guo is entitled to receive an annual basic salary (exclusive of discretionary bonus) of approximately RMB0.6 million, provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of the Company may not exceed 10% of the audited combined net profit of the Group (after taxation, minority interests and payment of

such bonuses but before extraordinary items) in respect of that financial year of the Company (which is covered by the service contract). The emoluments of Mr. Guo are determined by the Board with the recommendation of the Remuneration and Nomination Committee by reference to the prevailing directors' fees of comparable companies, such Director's duties and responsibilities and the time commitment by him as a Director.

As at the Latest Practicable Date, Mr. Guo did not have any interests in the Shares within the meaning of Part XV of the SFO.

It is disclosed in the Company's prospectus dated 9 December 2013 that pursuant to an administrative sanction decision made by China Securities Regulatory Commission ("CSRC") against (among other parties) Conch Holdings, 安徽海螺集團有限責任公司工會委員會 (The Staff Association of Anhui Conch Holdings Company Limited, "SA Conch Group") and 安徽海螺建材股份有限公司 (Anhui Conch Building Materials Co., Ltd., "Conch Building Materials", a then subsidiary of Conch Holdings), Conch Holdings, SA Conch Group and Conch Building Materials were found to have carried out securities transactions under the certain third party accounts of individuals from June 1998 to October 2007 ("Securities Trading Incident") and income gained by the said parties arising therefrom was confiscated. During the period from June 1998 to October 2007, Mr. Guo was a Director of Conch Holdings and Conch Building Materials. He was not subject to any penalty or sanction imposed by CSRC in connection with the Securities Trading Incident.

MR. WANG XUESEN

Mr. WANG Xuesen (汪學森), aged 59, was appointed as an executive Director with the effect from 2 April 2024, and is currently an executive deputy general manager of the Company. Mr. Wang is currently the chairman of the board of directors of Yangzhou Haichang Port Industrial Co., Ltd.* (揚州海昌港務實業有限責任公司) and is mainly responsible for the daily operations of the port logistics business.

He graduated from Anhui Finance and Trade College (安徽財貿學院), the PRC in May 1988, majoring in statistical science. He also obtained a master's degree in business administration from Shanghai Maritime University* (上海海運學院), the PRC in September 2003.

Mr. Wang entered into a service contract as an executive Director with the Company for a term of 3 years commenced from 2 April 2024, which is terminable by either party by giving not less than three months' written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Pursuant to the service contract, Mr. Wang will be entitled to an annual basic salary (exclusive of discretionary bonus) of approximately RMB0.55 million, provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of the Company may not exceed 10% of the audited combined net profit of the Group (after taxation, minority interests and payment of such bonuses but before extraordinary items) in respect of that financial year of the Company (which is covered by the service contract). The emoluments of Mr. Wang are determined by

the Board with the recommendation of the Remuneration and Nomination Committee by reference to the prevailing directors' fees of comparable companies, such Director's duties and responsibilities and the time commitment by him as a Director.

As at the Latest Practicable Date, Mr. Wang is interested in 2,197,918 shares of the Company within the meaning of Part XV of the SFO.

MR. HE GUANGYUAN

Mr. HE Guangyuan (何廣元), aged 50, was appointed as an executive Director with the effect from 2 April 2024. He has over 30 years' experience in the building materials industry. Mr. He joined the predecessor of Conch Group in September 1993. Since February 2011, Mr. He has served as various managerial positions in Conch Cement and its subsidiaries, including the general manager and party secretary of several subsidiaries. He served as the head of the management committee in the Hunan Region of Conch Cement from May 2017 to October 2021. Since October 2021, Mr. He has also served as the executive president/president of Conch Cement in various regions, including the Central Region, Hunan Region, Greater Bay Area and the Guangdong Region, and is currently the president of Conch Cement in the Guangdong Region.

Mr. He graduated from the Renmin University of China, the PRC in business administration in July 2010. He was awarded the "Outstanding Entrepreneur of the National Building Materials Industry" (全國建材行業優秀企業家) in 2018.

Mr. He entered into a service contract as an executive Director with the Company for a term of 3 years commenced from 2 April 2024, which is terminable by either party by giving not less than three months' written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Pursuant to the service contract, Mr. He will be entitled to an annual basic salary (exclusive of discretionary bonus) of approximately RMB0.5 million, provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of the Company may not exceed 10% of the audited combined net profit of the Group (after taxation, minority interests and payment of such bonuses but before extraordinary items) in respect of that financial year of the Company (which is covered by the service contract). The emoluments of Mr. He are determined by the Board with the recommendation of the Remuneration and Nomination Committee by reference to the prevailing directors' fees of comparable companies, such Director's duties and responsibilities and the time commitment by him as a Director.

As at the Latest Practicable Date, Mr. He did not have any interests in the Shares within the meaning of Part XV of the SFO.

MR. WAN CHANGBAO

Mr. WAN Changbao (萬長寶), aged 43, was appointed as an executive Director with the effect from 2 April 2024, and is currently the deputy general manager of the Company. He is primarily responsible for the production operation and engineering management of the new

energy and new building materials businesses of the Company. He has over 20 years' experience in cement production management, technological innovation and environmental protection. He held various positions in Conch Cement from July 2007 to March 2015, including the deputy director of the production department of Ningguo Cement Plant, the assistant to the director of Ningguo Cement Plant and the deputy general manager of China Cement Plant. He served as the deputy director of the Guangxi Region of Conch Cement from March 2015 to September 2015. Subsequently, he successively served as the executive deputy director and director of the Chuanyu Region of Conch Cement and the general manager of Chongqing Conch Cement Co., Ltd* (重慶海螺水泥有限責任公司) from September 2015 to May 2019. He served as an executive director of Conch Environment from April 2022 to October 2022. Mr. Wan has served as the executive deputy general manager of Anhui CV since October 2022.

Mr. Wan graduated from Luoyang Institute of Science and Technology, the PRC in silicate technology in June 2000, and obtained a correspondence college diploma in inorganic nonmetallic materials engineering technology (無機非金屬材料工程技術專業函授文憑) from Wuhan University of Technology, the PRC in July 2013.

Mr. Wan entered into a service contract as an executive Director with the Company for a term of 3 years commenced from 2 April 2024, which is terminable by either party by giving not less than three months' written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Pursuant to the service contract, Mr. Wan will be entitled to an annual basic salary (exclusive of discretionary bonus) of approximately RMB0.5 million, provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of the Company may not exceed 10% of the audited combined net profit of the Group (after taxation, minority interests and payment of such bonuses but before extraordinary items) in respect of that financial year of the Company (which is covered by the service contract). The emoluments of Mr. Wan are determined by the Board with the recommendation of the Remuneration and Nomination Committee by reference to the prevailing directors' fees of comparable companies, such Director's duties and responsibilities and the time commitment by him as a Director.

As at the Latest Practicable Date, Mr. Wan is interested in 180,000 shares of the Company within the meaning of Part XV of the SFO.

MR. LIU YAN

Mr. LIU Yan (劉燕), aged 58, was appointed as non-executive Director on 26 June 2023. He is currently a member of the Remuneration and Nomination Committee and the Strategy, Sustainability and Risk Management Committee.

Mr. Liu possesses extensive experience in corporate management. Mr. Liu has been an executive director of China National Building Material Company Limited* (中國建材股份有限公司, a company whose H shares are listed on the Stock Exchange (stock code: 3323), "CNBM") since December 2022, a director of Xinjiang Tianshan Cement Co., Ltd.* (新疆天山水泥股份有限公司, a company whose shares are listed on the Shenzhen Stock Exchange

(stock code: 000877), “**Tianshan Cement**”) since November 2022, a director of Gansu Qilianshan Cement Group Co., Ltd.* (甘肅祁連山水泥集團股份有限公司, a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600720)) since November 2022, the deputy secretary of the Party Committee of CNBM since September 2022, a director of China Jushi Co., Ltd.* (中國巨石股份有限公司, a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600176)) since September 2022 and the chairman of the board of directors of Sinoma International Engineering Co., Ltd.* (中國中材國際工程股份有限公司, a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600970)) since July 2020.

Mr. Liu was the vice chairman of the board of directors of Tianshan Cement from November 2022 to March 2023, the vice president of CNBM from May 2018 to September 2022, the vice president of China National Materials Co., Ltd.* (中國中材股份有限公司) from March 2010 to May 2018 and the chairman of the board of directors of Sinoma Advanced Materials Co., Ltd.* (中材高新材料股份有限公司) from January 2010 to December 2020. He was the president of Sinoma Science & Technology Co., Ltd.* (中材科技股份有限公司, a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002080), “**Sinoma Science & Technology**”) from May 2003 to October 2009, a vice president of Sinoma Science & Technology from December 2001 to May 2003 and an associate dean of Nanjing Fiberglass R&D Institute Co., Ltd.* (南京玻璃纖維研究設計院) from November 1999 to December 2001. He served successively as an assistant to the general manager, vice general manager and general manager of the Second Engineering Institute of Nanjing Fiberglass R&D Institute Co. Ltd.* (南京玻璃纖維研究設計院第二研究設計所) of the State Bureau of Building Materials Industry* (國家建築材料工業局) and at the same time the deputy general manager of Nanjing Shuangwei Industrial Co., Ltd.* (南京雙威實業公司) from August 1985 to June 1999.

Mr. Liu received a bachelor’s degree in silicate engineering from Nanjing Tech University* (南京工業大學) in July 1985 and a master’s degree in inorganic non-metallic materials engineering from Nanjing Tech University* (南京工業大學) in December 2006. He is a senior engineer and enjoys a special government allowance approved by the State Council. Mr. Liu was awarded the Outstanding Entrepreneur of the Building National Materials Industry* (全國建材行業優秀企業家).

Mr. Liu has entered into a letter of appointment as a non-executive Director with the Company for a term of three years commenced from 26 June 2023, which is determinable by either party by giving not less than three months’ prior written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Pursuant to the letter of appointment, Mr. Liu shall not be entitled to receive any remuneration from the Company after due consideration with reference to the Company’s remuneration policies.

As at the Latest Practicable Date, Mr. Liu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. CHAN CHI ON (alias Derek CHAN)

Mr. CHAN Chi On (alias Derek CHAN) (陳志安), aged 60, was appointed as an independent non-executive Director with effect from 3 December 2013. Mr. Chan is currently the chairman of the Audit Committee and a member of the Remuneration and Nomination Committee and a member of the Strategy, Sustainability and Risk Management Committee. Mr. Chan is currently engaging in corporate finance and securities businesses and serving as the chairman of Halcyon Capital Limited and Halcyon Securities Limited respectively. Mr. Chan graduated from the University of Hong Kong with a bachelor's degree in Social Sciences (majoring in Economics) and from the Hong Kong University of Science & Technology with a master's degree in Business Administration. Mr. Chan worked for the Stock Exchange for seven years, and subsequently served as an executive director in Haitong International Securities Group Limited (previously known as Taifook Securities Group Limited) and head of its corporate finance division for 16 years and was responsible for businesses in listing of enterprises, financing and mergers and acquisition. Mr. Chan is currently an independent non-executive director of Yuexiu REIT Asset Management Ltd. (manager of Yuexiu Real Estate Investment Trust which is listed on the Main Board of the Stock Exchange, stock code: 00405) and Longfor Group Holdings Limited (formerly known as Longfor Properties Co. Ltd.) (a company listed on the Main Board of the Stock Exchange, stock code: 00960). He has been appointed as an independent non-executive director of Tianli Holdings Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 00117) from 14 July 2016 to 6 April 2018. He has been appointed as an independent non-executive director of Embry Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 01388) since 25 May 2023. Mr. Chan has more than 30 years of experience in financial services industry.

Mr. Chan entered into a letter of appointment with the Company for a term of 3 years commenced from 29 November 2022, which is determinable by either party by giving not less than three months' prior written notice, and is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the existing Articles of Association. Pursuant to the letter of appointment, Mr. Chan is entitled to receive a remuneration of HK\$180,000 per annum. The emoluments of Mr. Chan are determined by the Board with the recommendation of the Remuneration and Nomination Committee by reference to comparable companies, his time commitment and responsibilities and the performance of the Group.

As at the Latest Practicable Date, Mr. Chan does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

MR. CHAN KAI WING

Mr. CHAN Kai Wing (陳繼榮), aged 63, was appointed as an independent non-executive Director with effect from 3 December 2013. He is currently the chairman of the Remuneration and Nomination Committee and a member of the Audit Committee.

Mr. Chan is currently the managing director of Mandarin Capital Enterprise Limited, a company Mr. Chan founded in 2004, and is specialised in providing financial advisory services to companies in the area of accounting services, merger and acquisition, corporate restructuring, and other corporate finance matters. Mr. Chan obtained a bachelor's degree in economics from Macquarie University in Sydney, Australia in April 1986 and is a fellow member of CPA Australia. From 1988 to 1991, Mr. Chan worked in the audit department of Ernst & Young in Hong Kong. Mr. Chan is currently an independent non-executive director of Nanfang Communication Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 01617). Mr. Chan had served as an independent non-executive director of China Assurance Finance Group Limited (“**China Assurance**”) (a company formerly listed on the Growth Enterprise Market of the Stock Exchange, former stock code: 08090) from 1 December 2011 to 12 March 2021, the date on which it was delisted. Since then, Mr. Chan has been redesignated as a director of China Assurance. He was an independent non-executive director of Sino Golf Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 00361) from 24 August 2015 to 9 November 2018 and an independent non-executive director of China Carbon Neutral Development Group Limited (formerly known as Bisu Technology Group International Limited), a company listed on the Main Board of the Stock Exchange, stock code: 01372) from 20 July 2015 to 28 February 2019. He has served as an independent non-executive director of Raise Tech Holding Limited (揚科集團有限公司), a company listed on the Main Board of the Stock Exchange, stock code: 01460) since 31 August 2022.

Mr. Chan has entered into a letter of appointment with the Company for a term of three years commenced from 29 November 2022, which is determinable by either party by giving not less than three months' written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Pursuant to the letter of appointment, Mr. Chan shall be entitled to a director's fee of HK\$180,000 per annum as determined by the Board with the recommendation of the Remuneration and Nomination Committee by reference to comparable companies, his time commitment and responsibilities and the performance of the Group.

As at the Latest Practicable Date, Mr. Chan does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. CHENG YANLEI

Ms. CHENG Yanlei (程雁雷), aged 61, has extensive experience in the teaching and research work of the legal profession. Ms. Cheng graduated from the Law Department of Anhui University, the PRC in 1985, promoted to a professor in 2000, became a doctoral candidate at the Law School of Wuhan University, the PRC in September 2013, and obtained a doctorate degree in law from Wuhan University, the PRC in June 2020.

Ms. Cheng has successively served as the deputy director of the academic affairs office and deputy director of the human resources office of Anhui University, the PRC, director of the Institute of Higher Education of Anhui Province and Anhui University, and dean of the Law School of Anhui University, the PRC. She served as a member of the standing committee of the party committee and vice president of Anhui University, the PRC from May 2016 to March 2023. She is currently a professor and doctoral supervisor at the Law School of Anhui University, the PRC, and also the vice president of the Anhui law society, director of the Anhui rule of law and social security research centre and committee member of the Ministry of Education colleges and universities legal education professional teaching steering committee.

Ms. Cheng was an independent director of HaungShan Novel Co., Ltd.* (黃山永新股份有限公司, a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002014)) from September 2010 to January 2016; an independent director of Offcn Education Technology Co., Ltd.* (中公教育科技股份有限公司 (previously known as Wuhu Yaxia Automotive Corporation* (蕪湖亞夏汽車股份有限公司) and Yaxia Automobile Corporation* (亞夏汽車股份有限公司)), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002607)) from December 2012 to May 2015; an independent director of Anhui Yingjia Distillery Co., Ltd.* (安徽迎駕貢酒股份有限公司, a company whose shares are listed on the Shanghai Stock Exchange (stock code: 603198)) since September 2023.

Subject to the approval by Shareholders for the election of Ms. Cheng as an independent non-executive Director, Ms. Cheng will enter into a letter of appointment with the Company for a term of three years commenced from the date of AGM, determinable by either party by giving not less than three months' written notice, and she is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Pursuant to the letter of appointment, Ms. Cheng shall be entitled to a director's fee of HK\$180,000 per annum as determined by the Board with the recommendation of the Remuneration and Nomination Committee by reference to comparable companies, her time commitment and responsibilities and the performance of the Group.

GENERAL MATTERS RELATING TO THE RE-ELECTION OR ELECTION OF DIRECTORS

Save as disclosed herein, as at the Latest Practicable Date, each of the above Directors did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, none of the above Directors holds any position with the Company or any other members of the Group, nor have any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or other major appointments and professional qualifications.

In addition, save as disclosed herein, as at the Latest Practicable Date, none of the above Directors has any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, there is no other matter in relation to the re-election or election (as the case may be) of the above Directors that needs to be brought to the attention of the Shareholders and there is no information relating to them which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

** English translation or transliteration of Chinese name for identification purpose only*

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

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

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,812,985,059 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. being 1,812,985,059 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 181,298,505 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

3. REASONS FOR SHARE REPURCHASES

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

Shares repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF SHARE REPURCHASES

Repurchases made by the Company pursuant to the Repurchase Mandate may only be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association, the applicable laws of the Cayman Islands and the Listing Rules.

5. IMPACT OF SHARE REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company and/or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. MARKET PRICES OF SHARES

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

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	13.88	12.10
May	12.86	9.48
June	11.28	9.65
July	10.46	8.80
August	9.79	7.67
September	8.06	6.36
October	6.87	5.73
November	6.89	5.79
December	6.65	5.69
2024		
January	6.56	5.47
February	8.11	5.63
March	7.82	5.29
April (up to and including the Latest Practicable Date)	5.94	5.19

7. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

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

8. TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge and belief of the Company, the Company has no controlling Shareholders (as defined in the Listing Rules). The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code as a result of an exercise of the proposed Repurchase Mandate.

9. REPURCHASE OF SHARES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company has repurchased a total of 19,890,000 Shares of the Company on the Stock Exchange and the details are set out below:

Date of Repurchase	No. of Shares	Price Per Share	
		Highest HK\$	Lowest HK\$
18 October 2023	540,000	6.35	6.30
19 October 2023	975,000	6.15	6.09
20 October 2023	401,500	6.09	6.06
24 October 2023	681,000	6.10	6.04
26 October 2023	442,000	6.33	6.30
26 March 2024	2,534,500	5.85	5.56
27 March 2024	3,127,000	5.61	5.30
28 March 2024	2,392,500	5.48	5.39
5 April 2024	1,388,500	5.63	5.54
12 April 2024	2,369,500	5.45	5.37
15 April 2024	2,104,000	5.34	5.22
16 April 2024	767,000	5.39	5.21
17 April 2024	601,000	5.38	5.32
18 April 2024	244,500	5.34	5.25
19 April 2024	1,322,000	5.28	5.20
Total	<u>19,890,000</u>		

Save as disclosed above, the Company had not repurchased any other Shares in the six months preceding and including the Latest Practicable Date, whether on the Stock Exchange or otherwise.

NOTICE OF ANNUAL GENERAL MEETING

CONCH VENTURE
China Conch Venture Holdings Limited
中國海螺創業控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 586)

NOTICE OF 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 annual general meeting (the “**AGM**”) of China Conch Venture Holdings Limited (the “**Company**”) will be held at Meeting Room 582, Conch International Conference Centre, No. 1011 Jiu Hua South Road, Yijiang District, Wuhu City, Anhui Province, the People’s Republic of China on Tuesday, 25 June 2024 at 10:00 a.m. (Hong Kong time) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2023.
2. To declare a final dividend of HK\$0.20 per share for the year ended 31 December 2023.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) To re-elect Mr. GUO Jingbin as an executive Director.
 - (b) To re-elect Mr. WANG Xuesen as an executive Director.
 - (c) To re-elect Mr. HE Guangyuan as an executive Director.
 - (d) To re-elect Mr. WAN Changbao as an executive Director.
 - (e) To re-elect Mr. LIU Yan as a non-executive Director.
 - (f) To re-elect Mr. CHAN Chi On (alias Derek CHAN) as an independent non-executive Director.
 - (g) To re-elect Mr. CHAN Kai Wing as an independent non-executive Director.
 - (h) To elect Ms. CHENG Yanlei as an independent non-executive Director.
 - (i) To authorise the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
4. To re-appoint KPMG as auditors of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph 5(b) below, a general and unconditional mandate be and is hereby granted to the directors of the Company during the Relevant Period (as hereinafter defined) to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by The Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the SFC and the Stock Exchange or of any other stock exchange as amended from time to time;
 - (b) the total number of shares of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph 5(a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the approval pursuant to paragraph 5(a) shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph 6(b) below, a general and unconditional mandate be and is hereby granted to the directors of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the additional shares of the Company and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued pursuant to the approval in paragraph 6(a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);
 - (ii) the exercise of options or awards under any share scheme adopted by the Company from time to time;
 - (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or exercise of warrants to subscribe for shares of the Company;
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company; or
 - (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of resolutions numbered 5 and 6 as set out in the notice convening the AGM, the general mandate granted to the directors of the Company pursuant to resolution numbered 6 to allot, issue and deal with the additional shares of the Company be and is hereby extended by the addition thereto the number of shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution numbered 5, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
China Conch Venture Holdings Limited
GUO Jingbin
Chairman

Anhui Province, China, 25 April 2024

Notes:

1. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In the case of joint holders of shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if it/he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the AGM or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Company’s Hong Kong Branch Share Registrar no later than 10:00 a.m. on Sunday, 23 June 2024 (Hong Kong Time). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Tuesday, 25 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share

NOTICE OF ANNUAL GENERAL MEETING

certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 17 June 2024 (Hong Kong Time).

6. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the AGM), the register of members of the Company will be closed from Monday, 8 July 2024 to Friday, 12 July 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 5 July 2024 (Hong Kong Time).
7. Further details concerning items 3, 5, 6 and 7 set out in the above notice are set out in relevant sections of the circular dated 25 April 2024.
8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. GUO Jingbin (Chairman), Mr. JI Qinying (Vice-Chairman and Chief Executive Officer), Mr. WANG Xuesen, Mr. HE Guangyuan and Mr. WAN Changbao as executive Directors; and Mr. LIU Yan as a non-executive Director; and Mr. CHAN Chi On (alias Derek CHAN), Mr. CHAN Kai Wing and Mr. PENG Suping as independent non-executive Directors.