

**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** 中國海螺創業控股有限公司, 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 OF RETIRING DIRECTORS,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES,  
DECLARATION OF FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the 2022 Annual General Meeting (the “AGM”) of China Conch Venture Holdings Limited 中國海螺創業控股有限公司 (the “**Company**”) to be held at First Meeting Room, 2/F, Office Building of Conch Venture Environmental Protection Technology (Shanghai) Co., Ltd.\* (海螺創業環保科技(上海)有限公司), No. 18, Lane 928, Yumin South Road, Jiading District, Shanghai, the People’s Republic of China on Friday, 24 June 2022 at 10:00 a.m. 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 “**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 Branch Share Registrar no later than 10:00 a.m. on Wednesday, 22 June 2022 (Hong Kong time). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish.

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

\* for identification purpose only

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## DEFINITIONS

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

“2021 AGM”	the annual general meeting held on 25 June 2021
“AGM”	the 2022 annual general meeting of the Company to be held at First Meeting Room, 2/F, Office Building of Conch Venture Environmental Protection Technology (Shanghai) Co., Ltd.* (海螺創業環保科技(上海)有限公司), No. 18, Lane 928, Yumin South Road, Jiading District, Shanghai, the People’s Republic of China on Friday, 24 June 2022 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Close Associate(s)”	has the same meaning as defined under the Listing Rules
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China Conch Venture Holdings Limited 中國海螺創業控股有限公司, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Core Connected Person(s)”	has the same meaning as defined under the Listing Rules
“Director(s)”	the director(s) of the Company
“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 People’s Republic of China
“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

## DEFINITIONS

“Latest Practicable Date”	21 April 2022, 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, shares forming part of the ordinary equity share capital of the Company
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 3 December 2013, under which eligible participants may be granted a right to subscribe for Shares under the discretion of the Board
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategy, Sustainability and Risk Management Committee”	the Strategy, Sustainability and Risk Management Committee of the Board
“Takeovers Code”	The Code on Takeovers and Mergers 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. JI Qinying (*Chief Executive Officer*)  
Mr. LI Jian  
Mr. LI Daming

*Non-executive Directors:*

Mr. GUO Jingbin (*Chairman*)  
Mr. YU Kaijun  
Mr. SHU Mao

*Independent Non-executive Directors:*

Mr. CHAN Chi On (alias Derek CHAN)  
Mr. CHAN Kai Wing  
Mr. LAU Chi Wah, Alex

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office in the PRC:*

1011 Jiuhua 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

27 April 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING 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 24 June 2022.

## **LETTER FROM THE BOARD**

### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 105(A) and 105(B) of the Articles of Association, Mr. Li Jian, Mr. Guo Jingbin and Mr. Chan Kai Wing shall retire at the AGM. In addition, Mr. Shu Mao and Mr. Yu Kaijun who have been appointed by the Board on 27 September 2021 and 1 November 2021 respectively shall hold office until the next following AGM pursuant to Article 109 of the Company's Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Mr. Chan Kai Wing is holding other listed company directorships as detailed in his biographical information set out in Appendix I to this circular, and has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Remuneration and Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all Independent Non-executive Directors. The Remuneration and Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid Independent Non-executive Director who is due to retire at the AGM. The Company considers that the retiring Independent Non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism including but not limited to his expertise in financial advisory and corporate finance to the Board for its efficient and effective functioning and diversity.

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

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the 2021 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 182,676,505 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 2021 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 365,353,010 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 28 March 2022, the Company made an announcement in relation to its audited consolidated financial results and financial positions for the year ended 31 December 2021 whereby the Board has recommended a final cash dividend of HK\$0.7 per Share for the year ended 31 December 2021. Subject to the passing of the resolution approving the payment of such final dividend at the AGM, the above-mentioned final dividend is expected to be paid on 22 July 2022.

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Monday, 4 July 2022 to Friday, 8 July 2022, 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 Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 30 June 2022.

### **6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages 17 to 21 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 decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

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 ([hlcy@conchventure.com](mailto:hlcy@conchventure.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and

## LETTER FROM THE BOARD

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 Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Branch Share Registrar of the Company in Hong Kong no later than 10:00 a.m. on Wednesday, 22 June 2022 (Hong Kong time). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

### 7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring 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 page 17 to 21 of this Circular.

Yours faithfully,  
For and on behalf of the Board  
**China Conch Venture Holdings Limited**  
中國海螺創業控股有限公司  
**GUO Jingbin**  
*Chairman of the Board*

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

**(1) MR. LI JIAN**

Mr. LI Jian (李劍), aged 60, was appointed as a Director on 18 July 2013. He is currently an executive Director and a deputy general manager of the Company. He joined the Group in March 2011 and is primarily responsible for strategic development of the Group and general operation of 安徽海創新型節能建築材料有限責任公司 (Anhui Conch Venture New Energy-saving Building Material Co., Ltd., “**Conch Venture Green**”) and 亳州海創新型節能建築材料有限責任公司 (Bozhou Conch Venture New Energy-saving Building Material Co., Ltd., “**Bozhou Conch Venture Green**”). He is also a Director of Conch Venture Green and Bozhou Conch Venture Green and acted as the chairman of both companies since July 2015. He graduated from Anhui Broadcast and Television University (安徽廣播電視大學) in July 1994, majoring in electrical engineering.

Mr. Li joined the 安徽海螺集團有限責任公司 (Anhui Conch Holdings Co., Ltd. “**Conch Holdings**”) and together with its affiliates (collectively, “**Anhui Conch Group**”) in 1995, and joined the Group in 2011 and was a director of 安徽海螺川崎節能設備製造有限公司 (Anhui Conch Kawasaki Energy Conservation Equipment Manufacturing Co., Ltd.) from March 2011 to March 2012. During the period from February 2011 to March 2012, Mr. Li was an assistant to general manager of 安徽海螺創業投資有限責任公司 (Anhui Conch Venture Investment Co., Ltd., “**CV Investment**”). He has also been a director and deputy general manager of CV Investment from May 2013 to the end of April 2015. Mr. Li has over 20 years’ experience in the building materials industry specializing in market development, sales network development and management, building materials production and corporate management. He also has extensive experience in the production and operation management in the new building materials industry.

Mr. Li has entered into a service contract with the Company for a term of three years commencing from 29 November 2019, 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. He is entitled to a basic salary of RMB860,000 per annum plus discretionary management bonus 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. Li 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. Li had beneficial interest in 7,396,370 Shares and Mr. Li was also deemed to be interested in 105,346 Shares held by his spouse, Ms. Wang Zhenying, totally representing approximately 0.41% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li (i) does not hold any other position with any members of the Group, (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group, (iii) is not interested in other Shares within the meaning of Part XV of the SFO and, (iv) did not hold any directorships in other listed public companies in the last three years.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

## (2) MR. GUO JINGBIN

Mr. GUO Jingbin (郭景彬), aged 64, was appointed as a Director with effect from 24 June 2013. He acted as an executive Director from 1 July 2014 and has been re-designated as a non-executive Director with effect from 27 September 2021. He is currently the chairman of the Board. He has been appointed as the chairman of the Strategy, Sustainability and Risk Management Committee of the Board with effect from 29 March 2021. He is primarily responsible for overall strategic development of the Group. Mr. Guo graduated from Shanghai Construction Materials College and joined the predecessor group of 安徽海螺水泥股份有限公司 (Anhui Conch Cement Co. Ltd., “**Conch Cement**”) (a company listed on the Shanghai Stock Exchange (Stock Code: 600585) and the Stock Exchange (Stock Code: 00914)) 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 and deputy general manager of Conch Cement. He has over 30 years’ experience in the building materials industry and rich experience in capital markets, particularly specializing in corporate strategic planning, marketing planning and general administrative management. He has been a director and chairman of the board of directors of CV Investment from February 2011 and May 2013 respectively until end of April 2015.

Mr. Guo has been an executive director of Conch Cement from October 1997 to 19 June 2014, and a non-executive director of Conch Cement from 20 June 2014 to 2 June 2016. Mr. Guo has been a director of Conch Holdings and Anhui Conch Group since January 1997. Mr. Guo is currently also a director of certain subsidiaries of the Company. He was an independent non-executive director of China Logistics Property Holdings Co., Ltd (a company listed on the Main Board of the Stock Exchange, stock code: 01589) from 14 June 2016 to 1 March 2022 and is currently an independent non-executive director of China Tian Yuan Healthcare Group Limited (previously known as City e-Solutions Limited) (a company listed on the Main Board

of the Stock Exchange, stock code: 00557). Mr. Guo was appointed as a director of China Conch Environment Protection Holdings Limited (a company listed on the Main Board of the Hong Kong Stock Exchange on 30 March 2022, stock code: 00587, “**China Conch Environment**”) on 2 March 2020 and re-designated as an executive director and the chairman of the board of directors of China Conch Environment on 17 September 2021.

In light of Mr. Guo’s re-designation, Mr. Guo entered into a letter of appointment as a non-executive Director with the Company for a term of 3 years commencing from 27 September 2021, 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 of the Company. Pursuant to the letter of appointment, Mr. Guo is entitled to a director’s fee of RMB1.921 million per annum, which is determined by the Board with reference to Mr. Guo’s experience and qualification, his duties and responsibilities in the Group, the remuneration standard in the industry and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Guo was deemed to be interested in 47,680,000 Shares representing approximately 2.61% of the issued share capital of the Company 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, The Staff Association of Anhui Conch Holdings Company Limited (安徽海螺集團有限責任公司工會委員會) (“**SA Conch Group**”) and Anhui Conch Building Materials Co., Ltd. (安徽海螺建材股份有限公司) (“**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 accounts of certain third parties who were individual persons from June 1998 to October 2007 (the “**Securities Trading Incident**”) and income gained by the said parties arising therefrom were 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.

Save as disclosed above, Mr. Guo (i) does not hold any other position with any members of the Group, (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group, (iii) is not interested in other Shares within the meaning of Part XV of the SFO, and (iv) did not hold any directorships in other listed public companies in the last three years.

Save for the information disclosed above, there is no other information which is discloseable nor is Mr. Guo involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Guo that need to be brought to the attention of the Shareholders.

**(3) MR. YU KAIJUN**

Mr. YU Kaijun (于凱軍), aged 58, was appointed as a non-executive director, a member of the Remuneration and Nomination Committee and a member of the Strategy, Sustainability and Risk Management Committee, all taking effect from 1 November 2021. He possesses extensive experience in financial management and corporate governance. Mr. Yu has been the vice president 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 May 2018, the secretary of the board of directors of CNBM since June 2018 and the general counsel of CNBM since March 2021. In November 2021, Mr. Yu was appointed as specialist of CNBM and ceased to act as the vice president, secretary of the board of directors and the general counsel of CNBM. Since October 2021, he has been a member of the Investment Decision Committee of CNBM (Anhui) New Materials Industry Investment Fund Partnership (Limited Partnership)\* (中建材(安徽)新材料產業投資基金合夥企業(有限合夥)) and a director of CNBM (Anhui) New Materials Fund Management Co., Ltd.\* (中建材(安徽)新材料基金管理有限公司). Mr. Yu has also been the vice chairman of the board of directors of Conch Venture CNBM Hong Kong Holdings Limited since August 2020, a director of CNBM Investment Company Limited\* (中建材投資有限公司) since May 2019, a director of China Building Material Holdings Co., Limited\* (中國建材控股有限公司) and Anhui Haizhong Environmental Company Limited\* (安徽海中環保有限責任公司) since March 2019, a director of Ningxia Building Materials Group Co., Limited\* (寧夏建材集團股份有限公司, a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600449), “**Ningxia Building Materials**”) since April 2018 and a director of China National Building Material Group Finance Co, Ltd.\* (中國建材集團財務有限公司) since July 2016.

He has been a supervisor of BBMG Corporation\* (北京金隅集團股份有限公司, a company whose H shares are listed on the Stock Exchange (stock code: 2009), “**BBMG Corporation**”) since November 2015 and was a director of BBMG Corporation from August 2014 to November 2015. He was a vice president of China National Materials Company Limited\* (中國中材股份有限公司, “**Sinoma**”) from July 2016 to May 2018, a supervisor 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)) and Ningxia Building Materials from December 2011 to April 2015, the chief financial officer of Sinoma from July 2010 to May 2018, and the chief financial officer 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)) from December 2001 to January 2011. He served in various positions including the chief financial officer and deputy general manager of Shenzhen Languang Science & Technology Co., Ltd.\* (深圳蘭光科技股份有限公司) from November 1990 to October 2001. He worked at the Finance Bureau of Pingliang District of Gansu Province from July 1982 to November 1990. Mr. Yu obtained a master degree in accounting from the Hong Kong Polytechnic University in December 2006. He is currently a senior accountant.

Mr. Yu was a director of Nice Honest International Limited (欣康國際有限公司) and China National Materials (Hongkong) Co., Limited (中國中材股份(香港)有限公司), both were investment holding companies incorporated in Hong Kong, which were dissolved by

deregistration on 5 July 2002 and 20 December 2019 respectively. As confirmed by Mr. Yu, as far as he is aware, the abovementioned companies were solvent immediately before their respective dates of dissolution and the dissolutions of the abovementioned companies have not resulted in any liability or obligation being imposed against him.

Mr. Yu entered into a letter of appointment as a non-executive Director with the Company for a term of 3 years commencing from 1 November 2021, 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 of the Company. Pursuant to the letter of appointment, Mr. Yu is not entitled to receive any remuneration from the Company after due consideration with reference to his responsibilities with the Company and the Company's remuneration policies.

Save as disclosed above, Mr. Yu (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or other members of the Group, (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO, (iii) did not hold any other directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, and (iv) does not hold any other positions with other members of the Group.

Save for the information disclosed above, there is no other information which is discloseable nor is Mr. Yu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Yu that need to be brought to the attention of the Shareholders.

#### **(4) MR. SHU MAO**

Mr. SHU Mao (疏茂), aged 36, was appointed as a non-executive Director with effect from 27 September 2021. He was appointed as the joint Company Secretary on 3 December 2013 and has served as the sole Company Secretary from 13 April 2017 to 26 September 2021. He graduated from Anhui Engineering Science College (安徽工程科技學院) in 2008, majoring in business administration.

Mr. Shu joined Anhui Conch Group in February 2008 and has served as the assistant to manager of the Board of Directors' Office of Anhui Conch Group and the assistant manager of the office of general manager of CV Investment. Mr. Shu has also served as the head of the General Management Department of the Company since August 2013 and the deputy general manager of the Company from December 2020 to September 2021. Mr. Shu was appointed as a director of China Conch Environment on 25 February 2021 and was re-designated as an executive director and the general manager and was appointed as the company secretary of China Conch Environment on 17 September 2021. Mr. Shu is currently also a director of certain subsidiaries of the Company. On 2 March 2021, he became an affiliated person of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries).

Mr. Shu entered into a letter of appointment as a non-executive Director with the Company for a term of 3 years commencing from 27 September 2021 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 of the Company. Pursuant to the letter of appointment, Mr. Shu is entitled to a director's fee of RMB1.15 million per annum, which is determined by the Board with reference to Mr. Shu's experience and qualification, his duties and responsibilities in the Group, the remuneration standard in the industry and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Shu was interested in 143,000 Shares representing approximately 0.01% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Shu (i) does not hold any other position with any members of the Group, (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group, (iii) is not interested in other Shares within the meaning of Part XV of the SFO, and (iv) did not hold any directorships in other listed public companies in the last three years.

Save for the information disclosed above, there is no other information which is discloseable nor is Mr. Shu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Shu that need to be brought to the attention of the Shareholders.

##### (5) MR. CHAN KAI WING

Mr. CHAN Kai Wing (陳繼榮), aged 61, was appointed as an independent non-executive Director of the Company with effect from 3 December 2013. He is also a member of the Audit Committee and the Remuneration and Nomination Committee of the Company. Mr. Chan is currently the managing director of Mandarin Capital Enterprise Limited, a company Mr. Chan founded in 2004, and is specialized 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 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 until its delisting on 12 March 2021. 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.

Mr. Chan has signed an appointment letter with the Company for a term of three years commencing from 29 November 2019, 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 of the Company. He is entitled to a director's fee of HK\$150,000 per annum (which is covered by the appointment letter) 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.

Save as disclosed above, Mr. Chan (i) does not hold any other positions with any members in the Group, (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group, (iii) does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO, and (iv) did not hold any directorships in other listed public companies in the last three years.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the 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 1,826,765,059 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 Repurchases Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. being 1,826,765,059 Shares, the Directors would be authorized under the Repurchases Mandate to repurchase, during the period in which the Repurchases Mandate remains in force, a total of 182,676,505 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 Repurchases 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 and 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 2021) in the event that the Repurchases 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 Repurchases 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 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:

<b>Month</b>	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2021</b>		
April	38.10	35.85
May	38.50	35.10
June	35.55	32.20
July	33.25	27.60
August	32.45	28.10
September	36.85	31.20
October	39.50	35.50
November	39.45	37.20
December	39.00	37.30
<b>2022</b>		
January	38.45	35.35
February	38.50	36.15
March	38.25	21.10
April (up to and including the Latest Practicable Date)	23.80	20.80

## 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.

The Directors have undertaken to the Stock Exchange to 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 Cayman Islands.

## 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 6 months up to and including the Latest Practicable Date, the Company has repurchased a total of 4,575,000 Shares of the Company on the Stock Exchange and the details are set out below:

Date of Repurchase	No. of Shares Repurchased	Price Per Share Paid		
		Highest HK\$	Lowest HK\$	Total Paid HK\$
1 April 2022	1,080,000	22.50	22.45	24,291,000
8 April 2022	87,500	22.50	22.45	1,967,925
11 April 2022	2,300,000	22.50	22.45	51,712,750
12 April 2022	90,000	22.35	22.25	2,007,000
13 April 2022	60,000	22.30	22.25	1,336,500
14 April 2022	290,000	22.45	22.35	6,489,000
20 April 2022	397,500	21.70	21.40	8,565,775
21 April 2022	270,000	21.35	21.30	5,752,500

Save as disclosed above, no other repurchase of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the preceding 6 months up to and including the Latest Practicable Date.

**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 2022 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 Annual General Meeting (the “**AGM**”) of China Conch Venture Holdings Limited 中國海螺創業控股有限公司 (the “**Company**”) will be held at First Meeting Room, 2/F, Office Building of Conch Venture Environmental Protection Technology (Shanghai) Co., Ltd.\* (海螺創業環保科技(上海)有限公司), No. 18, Lane 928, Yumin South Road, Jiading District, Shanghai, the People’s Republic of China on Friday, 24 June 2022 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2021.
2. To declare a final dividend of HK\$0.7 per share for the year ended 31 December 2021.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) To re-elect Mr. Li Jian as an executive Director
  - (b) To re-elect Mr. Guo Jingbin as a non-executive Director
  - (c) To re-elect Mr. Yu Kaijun as a non-executive Director
  - (d) To re-elect Mr. Shu Mao as a non-executive Director
  - (e) To re-elect Mr. Chan Kai Wing as an independent non-executive Director
  - (f) To authorise the board of directors (the “**Board**”) of the Company to fix the respective directors’ remuneration.
4. To re-appoint KPMG as auditors and to authorise the Board to fix their remuneration.

\* For identification purpose only

## 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 under a share option 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 this meeting, 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**  
中國海螺創業控股有限公司  
**GUO Jingbin**  
*Chairman of the Board*

Anhui Province, China, 27 April 2022

*Notes:*

1. All resolutions at the meeting 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 meeting 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 above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the meeting or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Branch Share Registrar of the Company in Hong Kong no later than 10:00 a.m. on Wednesday, 22 June 2022 (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 meeting 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 meeting, the Register of Members of the Company will be closed from Friday, 17 June 2022 to Friday, 24 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied

## NOTICE OF ANNUAL GENERAL MEETING

by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 June 2022.

6. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Monday, 4 July 2022 to Friday, 8 July 2022, 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 Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 30 June 2022.
7. A circular containing further details concerning items 3, 5, 6 and 7 set out in the above notice will be sent to all shareholders of the Company together with the annual report of the Company for the year ended 31 December 2021.
8. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the directors of the Company are Mr. JI Qinying (Chief Executive Officer), Mr. LI Jian and Mr. LI Daming as executive Directors; Mr. GUO Jingbin (Chairman), Mr. YU Kaijun and Mr. SHU Mao as non-executive Directors; and Mr. CHAN Chi On (alias Derek CHAN), Mr. CHAN Kai Wing and Mr. LAU Chi Wah, Alex as independent non-executive Directors.*