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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)

- (1) POLL RESULTS OF THE 2023 ANNUAL GENERAL MEETING
HELD ON 20 JUNE 2023;**
- (2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CHANGES IN THE COMPOSITION OF BOARD COMMITTEES;
AND**
- (3) ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF
ASSOCIATION**

POLL RESULTS OF THE 2023 ANNUAL GENERAL MEETING HELD ON 20 JUNE 2023

The board (the “**Board**”) of directors (the “**Directors**”) of China Conch Venture Holdings Limited (the “**Company**”) announces that at the 2023 annual general meeting of the Company (the “**AGM**”) held on 20 June 2023, all proposed resolutions as set out in the notice of the AGM dated 26 April 2023 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

The poll results are set out as follows:

Ordinary Resolutions		Number of Votes (Approximate %)	
		For	Against
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 2022.	1,151,451,371 (99.648%)	4,062,386 (0.352%)
2.	To declare a final dividend of HK\$0.40 per share for the year ended 31 December 2022.	1,151,007,044 (99.610%)	4,505,713 (0.390%)
3(a).	To re-elect Mr. JI Qinying as an executive Director.	1,137,150,254 (98.411%)	18,362,503 (1.589%)

Ordinary Resolutions		Number of Votes (Approximate %)	
		For	Against
3(b).	To re-elect Mr. LI Daming as an executive Director.	1,128,753,309 (97.684%)	26,759,448 (2.316%)
3(c).	To re-elect Mr. CHAN Chi On (alias Derek CHAN) as an independent non-executive Director.	909,545,393 (78.714%)	245,967,364 (21.286%)
3(d).	To elect Dr. PENG Suping (“ Dr. Peng ”) as an independent non-executive Director.	1,146,650,273 (99.233%)	8,862,484 (0.767%)
3(e).	To authorise the Board to fix the respective Directors’ remuneration.	1,150,566,459 (99.577%)	4,884,798 (0.423%)
4.	To re-appoint KPMG as auditors of the Company and to authorise the Board to fix their remuneration.	1,149,962,466 (99.520%)	5,550,291 (0.480%)
5.	To give a general mandate to the Directors to repurchase shares of the Company.*	1,150,371,044 (99.555%)	5,141,713 (0.445%)
6.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company.*	831,771,344 (71.983%)	323,741,413 (28.017%)
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares of the Company by the aggregate number of the shares repurchased by the Company.*	837,928,016 (72.516%)	317,584,741 (27.484%)
Special Resolution		Number of Votes (Approximate %)	
		For	Against
8.	To approve the proposed amendments (the “ Proposed Amendments ”) to the existing articles of association of the Company and to adopt the amended and restated articles of association of the Company (the “ Amended and Restated Articles of Association ”) in substitution for, and to exclusion of, the existing articles of association of the Company. *	1,091,070,619 (94.423%)	64,442,136 (5.577%)

* The full text of the above resolutions 5 to 8 were set out in the notice of the AGM. Please refer to the notice of the AGM for the full text of the above resolutions 5 to 8.

As the number of votes cast in favour of each of the above resolutions 1 to 7 represents more than 50% of the total number of votes cast for the respective resolutions, all such resolutions were duly passed as ordinary resolutions of the Company. As the number of votes cast in favour of the above resolution 8 represents not less than 75% of the total number of votes cast for such resolution, such resolution was duly passed as a special resolution of the Company.

As at the date of the AGM, the total number of shares of the Company in issue, being the total number of shares entitling the holders thereof to attend and vote on the resolutions at the AGM, was 1,812,985,059 shares. There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM. None of the Shareholders have stated their intention in the Company’s circular dated 26 April 2023 (the “**Circular**”) to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s external auditors, KPMG, acted as the scrutineer for the vote-taking at the AGM.

Mr. JI Qinying, Mr. SHU Mao, Mr. LI Jian and Mr. LI Daming, the executive Directors; Mr. GUO Jingbin and Mr. YU Kaijun, the non-executive Directors; and Mr. CHAN Chi On (alias Derek CHAN) and Mr. CHAN Kai Wing, the independent non-executive Directors, attended the AGM in person or by electronic means. Mr. LAU Chi Wah, Alex (“**Mr. Lau**”), the independent non-executive Director, was unable to attend the AGM due to other business commitments.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

Reference is made to the announcement of the Company dated 24 April 2023 (the “**Announcement**”) and the Circular in relation to the retirement of independent non-executive Director, proposed election of independent non-executive Director and changes in the composition of the Board committees.

Retirement of Independent Non-executive Director

As disclosed in the Announcement and the Circular, Mr. Lau did not offer himself for re-election at the AGM and accordingly he retired as an independent non-executive Director at the conclusion of the AGM. Following his retirement, Mr. Lau also ceased to be the chairman of the remuneration and nomination committee of the Board (the “**Remuneration and Nomination Committee**”) and a member of the audit committee of the Board (the “**Audit Committee**”).

Mr. Lau has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Stock Exchange and the Shareholders.

Election of Independent Non-executive Director

The Board is pleased to announce that, Dr. Peng was elected by the Shareholders at the AGM as an independent non-executive Director. Dr. Peng has also been appointed as a member of each of the Remuneration and Nomination Committee and the Audit Committee with effect from the close of the AGM.

The biographical details of Dr. Peng are set out below:

Dr. Peng, aged 64, has long engaged in the teaching and research of mining geology, geophysical prospecting of mine engineering and hydrogen technology, and is engaged in research on the development of hydrogen energy and fuel cell. Dr. Peng obtained a postgraduate degree in coal geology & exploration and a Ph.D degree in geology from the Beijing Postgraduate Department of China University of Mining and Technology (中國礦業大學北京研究生部) in 1988. He was elected as an academician (院士) of Chinese Academy of Engineering (中國工程院) in 2007.

Dr. Peng has been a professor at the China University of Mining and Technology since December 1995 and the director of State Key Laboratory of Coal Resources and Safe Mining (China University of Mining and Technology, Beijing)* (中國礦業大學(北京)煤炭資源與安全開採國家重點實驗室) since January 2007. Dr. Peng was the vice director and subsequently the director of the Department of Energy and Mining Engineering of Chinese Academy of Engineering from April 2010 to June 2014 and from July 2014 to June 2018, respectively. Dr. Peng was a member of the presidium of Chinese Academy of Engineering from July 2014 to June 2021.

Dr. Peng was an independent director of Tiandi Science & Technology Co., Ltd.* (天地科技股份有限公司, a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600582)) from June 2010 to October 2018, an independent director of Beijing LongRuan Technologies Inc.* (北京龍軟科技股份有限公司, a company whose shares are listed on the Shanghai Stock Exchange (stock code: 688078)) from November 2011 to October 2017, an independent director of Tibet Huayu Mining Co., Ltd.* (西藏華鈺礦業股份有限公司, a company whose shares are listed on the Shanghai Stock Exchange (stock code: 601020)) from October 2012 to September 2020 and an independent non-executive director of China Shenhua Energy Company Limited* (中國神華能源股份有限公司, a company whose H shares are listed on the Stock Exchange (stock code: 01088) and A shares are listed on the Shanghai Stock Exchange (stock code: 601088)) from April 2018 to May 2020.

Dr. Peng has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Dr. Peng entered into an appointment letter with the Company for a term of three years commencing from 20 June 2023, 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. Pursuant to the appointment letter, he is entitled to a director's fee of HK\$180,000 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, as at the date of this announcement, Dr. Peng (i) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does 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, or other major appointments and professional qualifications; and (iv) does not hold any other positions in the Group.

Save as disclosed above, as at the date of this announcement, there are no other matters that need to be brought to the attention of the Shareholders regarding the election of Dr. Peng and there is no other information relating to Dr. Peng that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Re-designation from Member of the Remuneration and Nomination Committee to Chairman of the Remuneration and Nomination Committee

With effect from the close of the AGM, Mr. CHAN Kai Wing, an independent non-executive Director, has been re-designated from a member of the Remuneration and Nomination Committee to the chairman of the Remuneration and Nomination Committee.

The Board would like to take this opportunity to express its gratitude to Mr. Lau for his contributions to the Company during his tenure of office and its warmest welcome to Dr. Peng for joining the Board.

ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

The Board hereby announces that the resolution numbered 8 as set out in the notice of the AGM in relation to the Proposed Amendments and the proposed adoption of the Amended and Restated Articles of Association was duly passed as a special resolution of the Company. The Amended and Restated Articles of Association has taken effect from the close of the AGM, the full text of which is available on the websites of the Stock Exchange and the Company.

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

Anhui Province, the People's Republic of China
20 June 2023

As at the date of this announcement, the Board comprises Mr. JI Qinying (Vice-Chairman and Chief Executive Officer), Mr. SHU Mao, Mr. LI Jian and Mr. LI Daming as executive Directors; Mr. GUO Jingbin (Chairman) and Mr. YU Kaijun as non-executive Directors; and Mr. CHAN Chi On (alias Derek CHAN), Mr. CHAN Kai Wing and Dr. PENG Suping as independent non-executive Directors.