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CONCH VENTURE

海螺环保

China Conch Environment Protection Holdings Limited

中國海螺環保控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 587)

**POLL RESULTS OF THE FIRST EXTRAORDINARY GENERAL MEETING
OF 2022 HELD ON 28 OCTOBER 2022 AND
CONSOLIDATION OF FINANCIAL RESULTS OF
THE COMPANY INTO FINANCIAL STATEMENTS OF CONCH CEMENT**

The board (the “**Board**”) of directors (the “**Directors**”) of China Conch Environment Protection Holdings Limited (the “**Company**”) hereby announces that all proposed resolutions set out in the notice of the EGM (as defined below) dated 13 October 2022 were duly passed by the shareholders of the Company by way of poll at the first extraordinary general meeting of 2022 of the Company held on 28 October 2022 (the “**EGM**”).

The poll results are set out as follows:

Ordinary Resolutions		Number of Votes <i>(Approximate %)</i>	
		For	Against
1(a)	To re-elect Mr. Li Qunfeng as a non-executive Director of the Company.	783,684,159 (97.20%)	22,583,266 (2.80%)
1(b)	To re-elect Mr. Li Xiaobo as an executive Director of the Company.	791,829,615 (98.21%)	14,437,810 (1.79%)
1(c)	To re-elect Mr. Ma Wei as a non-executive Director of the Company.	797,351,308 (98.89%)	8,916,117 (1.11%)
1(d)	To re-elect Ms. Liao Dan as an executive Director of the Company.	798,029,988 (98.98%)	8,237,437 (1.02%)
1(e)	To re-elect Mr. Fan Zhan as an executive Director of the Company.	791,829,615 (98.21%)	14,437,810 (1.79%)
1(f)	To authorize the Board to fix the remuneration for the aforesaid proposed directors.	806,152,425 (99.99%)	115,000 (0.01%)

As the number of votes cast in favor of each of the above resolutions represents more than 50% of the total number of votes cast for the respective resolutions, all such resolutions were duly passed as ordinary resolutions at the EGM.

As at the date of the EGM, 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 EGM, was 1,826,765,059 shares. There were no shares entitling the holder to attend and abstain from voting in favor of the resolutions at the EGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No shareholders of the Company were required under the Listing Rules to abstain from voting on any of the resolutions at the EGM. None of the shareholders of the Company have stated their intention in the Company’s circular dated 13 October 2022 to vote against or to abstain from voting on any of the resolutions at the EGM.

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

Seven out of nine Directors, namely Mr. LI Xiaobo (General Manager), Ms. LIAO Dan and Mr. FAN Zhan as executive Directors; Mr. LI Qunfeng (Chairman) and Mr. MA Wei as non-executive Directors; and Mr. DAI Xiaohu and Ms. WANG Jiafen as independent non-executive Directors, attended the EGM, and the other Directors were unable to attend the EGM due to their other business commitments.

CONSOLIDATION OF FINANCIAL RESULTS OF THE COMPANY INTO FINANCIAL STATEMENTS OF CONCH CEMENT

Reference is made to the announcement of the Company dated 10 October 2022 in relation to, among others, the proposed consolidation of the financial results of the Company into the financial statements of Conch Cement (the “**Announcement**”). Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Announcement.

According to the confirmation of Conch Cement, as of the date of this announcement, Conch Cement, together with its subsidiaries and the Parties Acting in Concert with Conch Cement (as defined in the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong), jointly hold and control a total of approximately 27% of the voting rights attached to all issued shares of the Company. Conch Cement does not exclude that it will continue to increase its shareholding in the Company in the future, but at present, Conch Cement has no plans to increase its shareholding to a level that would trigger the general offer obligation under the Hong Kong Code on Takeovers and Mergers and Share Buy-backs. Since the approval of the proposed re-election of Directors at the EGM, as a majority of the members of the Board are nominated by Conch Cement, and taking into consideration the other relevant factors, the Company is regarded as a subsidiary of Conch Cement and the financial results of the Company will be consolidated into the consolidated financial statements of Conch Cement in accordance with the International Financial Reporting Standards.

For and on behalf of the Board
China Conch Environment Protection Holdings Limited
LIAO Dan
Joint Company Secretary

Anhui Province, the People's Republic of China
28 October 2022

As at the date of this announcement, the Board comprises Mr. LI Xiaobo (General Manager), Ms. LIAO Dan and Mr. FAN Zhan as executive Directors; Mr. LI Qunfeng (Chairman), Mr. XIAO Jiexiang and Mr. MA Wei as non-executive Directors; and Mr. HAO Jiming, Mr. DAI Xiaohu and Ms. WANG Jiafen as independent non-executive Directors.