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CONCH

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)

**ANNOUNCEMENT IN RELATION TO THE
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made pursuant to rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of China Conch Environment Protection Holdings Limited (the “**Company**”) proposes to (i) make certain amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”), for the purpose of, among others, (a) reflecting amendments to the provisions of the Listing Rules relating to treasury shares effective from 11 June 2024, and (b) incorporating certain housekeeping amendments into the Existing Memorandum and Articles of Association; and (ii) adopt the second amended and restated memorandum and articles of association of the Company (which include and incorporate the Proposed Amendments) (the “**Second Amended and Restated Memorandum and Articles of Association**”). For details of the Proposed Amendments, please refer to the appendix to this announcement.

The Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association are subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting. A supplementary circular containing detailed information on the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association together with a supplementary notice of the forthcoming annual general meeting will be dispatched to the shareholders of the Company as and when appropriate.

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
23 May 2024

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. JIANG Dehong and Mr. MA Wei as non-executive Directors; and Mr. DING Wenjiang and Ms. WANG Jiafen and Ms. LI Chen as independent non-executive Directors.

Appendix

The details of the Proposed Amendments are as follows:

Currently in force		Proposed to be amended as	
Article No.	Memorandum of Association/Articles of Association	Article No.	Memorandum of Association/Articles of Association
2.	The Company's registered office will be situated at the office of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.	2	The Company's registered office will be situated at the office of <u>Campbells Corporate Services Limited, Floor 4, Willow House, Cricket Square, Grand Cayman, KY1-9010</u> Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.
1(b)	—	1(b)	... <u>Treasury Share: means a treasury share as defined under the Companies Act.</u>
15(e)	The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.	15(e)	The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof, <u>if any, for cancellation</u> and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof. <u>The Board shall have the discretion to cancel such certificate(s).</u>
15A	—	15A	<u>Subject to the Listing Rules, the Directors may, prior to the purchase, redemption or surrender of any share, determine that such share shall be held as a Treasury Share or cancelled, and may resolve to cancel, sell or transfer a Treasury Share on such terms as they think proper.</u>

Currently in force		Proposed to be amended as	
Article No.	Memorandum of Association/Articles of Association	Article No.	Memorandum of Association/Articles of Association
65	<p>An annual general meeting of the Company shall be called by not less than 21 clear days' notice in writing and not less than 20 clear business days. All other general meetings (including an extraordinary general meeting) shall be called by at least 14 clear days' notice in writing and not less than 10 clear business days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time and place and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called, subject to the Companies Act and the Listing Rules if it is so agreed:</p> <p>...</p>	65	<p>An annual general meeting of the Company shall be called by not less than 21 clear days' notice in writing and not less than 20 clear business days. <u>All and all</u> other general meetings (including an extraordinary general meeting) shall be called by <u>not less than</u> at least 14 clear days' notice in writing and not less than 10 clear business days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time and place and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called, subject to the Companies Act and the Listing Rules if it is so agreed:</p> <p>...</p>

Currently in force		Proposed to be amended as	
Article No.	Memorandum of Association/Articles of Association	Article No.	Memorandum of Association/Articles of Association
67(a)	... (vi) the granting of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued Shares representing not more than 20% (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (vii) of this Article; and	67(a)	... (vi) the granting of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued Shares <u>and to sell or transfer any of the Treasury Shares</u> representing not more than 20% (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital (<u>excluding Treasury Shares, if any</u>) and the number of any securities repurchased pursuant to paragraph (vii) of this Article; and
68	For all purposes the quorum for a general meeting shall be two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.	68	For all purposes the quorum for a general meeting shall be two Shareholders (<u>excluding the holder of Treasury Share(s)</u>) present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.

Currently in force		Proposed to be amended as	
Article No.	Memorandum of Association/Articles of Association	Article No.	Memorandum of Association/Articles of Association
79	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid up or credited as paid up on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one vote. On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way.</p>	79	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder <u>(except the holder of Treasury Share(s))</u> present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid up or credited as paid up on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one vote. On a poll a Shareholder <u>(except the holder of Treasury Share(s))</u> entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way.</p>

Currently in force		Proposed to be amended as	
Article No.	Memorandum of Association/Articles of Association	Article No.	Memorandum of Association/Articles of Association
80	Any person entitled under Article 51 to be registered as the holder of any Shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such Shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.	80	Any person entitled under Article 51 to be registered as the holder of any Shares <u>(except the holder of Treasury Share(s))</u> may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such Shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
84A	—	84A	<u>A Treasury Share shall not be voted, directly or indirectly, at any general meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.</u>
168A	—	168A	<u>No Dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a Treasury Share. Notwithstanding the foregoing, nothing in these Articles prevent an allotment of shares as fully paid up bonus shares in respect of a Treasury Share and shares allotted as fully paid up bonus shares in respect of a Treasury Share shall be treated as Treasury Shares.</u>

Note 1: The Proposed Amendments are prepared in English and the Chinese translation of the Proposed Amendments is for reference only. In case of any discrepancy between the English and Chinese versions of the Proposed Amendments, the English version shall prevail.

Note 2: Adjustments to the numbering and references to the numbering of articles above as a result of the addition or deletion of provisions in the Proposed Amendments will not be presented separately in the above table.