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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 2024 ANNUAL GENERAL MEETING  
HELD ON 25 JUNE 2024; AND**  
**(2) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND**  
**CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

**POLL RESULTS OF THE 2024 ANNUAL GENERAL MEETING HELD ON 25 JUNE 2024**

The board (the “**Board**”) of directors (the “**Directors**”) of China Conch Venture Holdings Limited (the “**Company**”) announces that at the 2024 annual general meeting of the Company (the “**AGM**”) held on 25 June 2024, all proposed resolutions as set out in the notice of the AGM dated 25 April 2024 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, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and auditors of the Company for the year ended 31 December 2023.	968,095,145 (99.596%)	3,931,000 (0.404%)
2.	To declare a final dividend of HK\$0.20 per share for the year ended 31 December 2023.	970,376,145 (99.830%)	1,650,000 (0.170%)
3(a).	To re-elect Mr. GUO Jingbin as an executive Director.	951,229,849 (97.861%)	20,796,296 (2.139%)
3(b).	To re-elect Mr. WANG Xuesen as an executive Director.	952,066,427 (98.845%)	11,122,718 (1.155%)
3(c).	To re-elect Mr. HE Guangyuan as an executive Director.	952,066,427 (98.845%)	11,122,718 (1.155%)

Ordinary Resolutions		Number of Votes (Approximate %)	
		For	Against
3(d).	To re-elect Mr. WAN Changbao as an executive Director.	943,768,427 (97.929%)	19,959,718 (2.071%)
3(e).	To re-elect Mr. LIU Yan as a non-executive Director.	938,578,144 (97.445%)	24,611,001 (2.555%)
3(f).	To re-elect Mr. CHAN Chi On (alias Derek CHAN) as an independent non-executive Director.	943,368,857 (97.942%)	19,820,288 (2.058%)
3(g).	To re-elect Mr. CHAN Kai Wing as an independent non-executive Director.	947,547,107 (98.376%)	15,642,038 (1.624%)
3(h).	To elect Ms. CHENG Yanlei (“Ms. Cheng”) as an independent non-executive Director.	961,539,145 (99.829%)	1,650,000 (0.171%)
3(i).	To authorise the Board to fix the respective Directors’ remuneration.	960,135,451 (99.683%)	3,053,694 (0.317%)
4.	To re-appoint KPMG as auditors of the Company and to authorise the Board to fix their remuneration.	969,703,034 (99.761%)	2,323,111 (0.239%)
5.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.*	970,376,145 (99.830%)	1,650,000 (0.170%)
6.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.*	800,097,035 (83.067%)	163,092,110 (16.933%)
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.*	802,165,330 (83.282%)	161,023,815 (16.718%)

\* The full text of the above resolutions 5 to 7 were set out in the notice of the AGM. Please refer to the notice of AGM for the full text of the above resolutions 5 to 7.

As the number of votes cast in favour 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 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 1,792,041,059 shares. As at the date of the AGM, there were no repurchased shares pending cancellation which should be excluded from the total number of issued shares for the purpose of the AGM. 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 25 April 2024 (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. GUO Jingbin, Mr. JI Qinying, Mr. WANG Xuesen, Mr. HE Guangyuan and Mr. WAN Changbao, the executive Directors; Mr. LIU Yan, a non-executive Director; and Mr. CHAN Chi On (alias Derek CHAN), Mr. CHAN Kai Wing and Mr. PENG Suping, the independent non-executive Directors, attended the AGM in person or by electronic means.

#### **ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

References are made to the announcement of the Company dated 24 April 2024 and the Circular in relation to, among others, the proposed election of independent non-executive Director and changes in the composition of the Board committees.

The Board is pleased to announce that, Ms. Cheng was elected by the Shareholders at the AGM as an independent non-executive Director. Ms. Cheng has also been appointed as a member of each of the remuneration and nomination committee (the “**Remuneration and Nomination Committee**”) and the audit committee of the Board with effect from the close of the AGM.

The biographical details of Ms. Cheng are set out below:

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 a member of the Steering Committee for Professional Teaching of Law in Colleges and Universities under the Ministry of Education.

Ms. Cheng was an independent director of HaungShan Novel Co., Ltd.<sup>#</sup> (黃山永新股份公司, 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.<sup>#</sup> (中公教育科技股份有限公司 (previously known as Wuhu Yaxia Automotive Corporation<sup>#</sup> (蕪湖亞夏汽車股份有限公司) and Yaxia Automobile Corporation<sup>#</sup> (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; and has been an independent director of Anhui Yingjia Distillery Co., Ltd.<sup>#</sup> (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.

Ms. Cheng has confirmed that (i) she has met the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence.

Ms. Cheng entered into a letter of appointment with the Company for a term of three years commencing from 25 June 2024, 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 of the Company. 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 Company and its subsidiaries (the "**Group**").

Save as disclosed above, as at the date of this announcement, Ms. Cheng (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 in relation to the election of Ms. Cheng that needs to be brought to the attention of the Shareholders and there is no other information relating to Ms. Cheng 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.

The Board would like to take this opportunity to express its warmest welcome to Ms. Cheng for joining the Board.

By Order of the Board  
**China Conch Venture Holdings Limited**  
**CHEN Xingqiang**  
*Joint Company Secretary*

Anhui Province, the People's Republic of China  
25 June 2024

*As at the date of this announcement, 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; Mr. LIU Yan as non-executive Director; and Mr. CHAN Chi On (alias Derek CHAN), Mr. CHAN Kai Wing, Mr. PENG Suping and Ms. CHENG Yanlei as independent non-executive Directors.*

<sup>#</sup> *English translation or transliteration of Chinese name for identification purpose only*