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安徽海螺水泥股份有限公司

**ANHUI CONCH CEMENT COMPANY LIMITED**

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00914)

## **Announcement Regarding the Resolutions Passed at the Board Meeting**

This announcement is made pursuant to Rule 13.10B of the Listing Rules.

In accordance with the applicable laws and regulations of the PRC, the Company will publish the PRC Announcement in the designated newspaper circulating in the PRC on 24 March 2017 regarding the resolutions passed by the Board.

This announcement is made pursuant to Rule 13.10B of the Rules (“Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”).

In accordance with the applicable laws and regulations of the People’s Republic of China (“the PRC”), Anhui Conch Cement Company Limited (“Company”, together with its subsidiaries, “Group”) will publish an announcement (“PRC Announcement”) in the designated newspaper circulating in the PRC on 24 March 2017 regarding resolutions passed by the board (“Board”) of directors (“Directors”) of the Company.

### **The resolutions passed at the Board meeting**

The meeting (“Meeting”) of the Board was held in the conference room of the Company on 23 March 2017. The Board comprised 8 Directors, and 7 of them were present at the Meeting. Mr Gao Dengbeng, Chairman of the Company, was not able to attend the Meeting due to business engagement, and therefore has appointed and authorised Mr Wang Jianchao, Vice Chairman of the

Company, to attend the Meeting and vote on behalf of him. Supervisors and some senior management members of the Company also attended the Meeting. The convention of the Meeting was in compliance with the requirements of the Companies Law of the PRC and the articles of association of the Company (“Articles of Association”). The resolutions passed at the Meeting are valid. The voting results of each of the resolutions considered in the Meeting are as follows: the total valid voting strength was 8, and all 8 votes were cast in favour of each of the resolution, representing 100% of the number of valid votes. No vote was cast against any of the resolutions and no Director had abstained from voting. The following resolutions were passed at the Meeting:

1. The general manager’s report of the Company for the year ended 31 December 2016 (“2016”) and the business plan and target for the year ending 31 December 2017 were considered and approved.
2. The Company’s financial reports for 2016 prepared in accordance with the International Financial Reporting Standards and the PRC Accounting Standards respectively were considered and approved, and the submission of the financial reports to the shareholders of the Company (“Shareholder”) for consideration and approval at the Company’s annual general meeting for 2016 (“AGM”) was recommended.
3. The Company’s annual report for 2016 (including the report of the Board) and its summary and the results announcement were considered and approved, and the submission of the report of the Board to the Shareholders for consideration and approval at the AGM was endorsed.
4. The assessment report of the Company’s internal control for 2016 was considered and approved.
5. The Company’s social responsibility report for 2016 was considered and approved.
6. The Company’s profit appropriation proposal for 2016 was considered and endorsed, and the submission of such proposal to the Shareholders for consideration and approval at the AGM was recommended (see note below).

**Note:**

According to the financial data prepared in accordance with the PRC Accounting Standards and International Financial Reporting Standards, the Company’s profit after tax and minority interest for the year 2016 amounted to RMB8,529.92 million and RMB8,573.87 million respectively. The

Board proposed the appropriation of the profit for 2016 as follows:

- (1) Pursuant to the requirements of the Articles of Association, the Company shall appropriate 10% of the realized net profit after tax to the statutory surplus reserve, while further appropriation to the statutory surplus reserve will become optional when the cumulative appropriated amount for such reserve reaches above 50% of the registered capital of the Company. Since the amount of the Company's statutory surplus reserve reaches 50% of the registered capital of the Company, no appropriation will be made for 2016.
  - (2) Based on the Company's total share capital of 5,299,302,579 shares as of 2016, the payment of a final dividend of RMB0.5 per share (tax inclusive) is recommended. The total amount is approximately RMB2,649.65 million.
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7. The resolution regarding the recommendation to the Shareholders at the AGM to reappoint KPMG Huazhen Certified Public Accountants (Special General Partnership) and KPMG Certified Public Accountants as the PRC auditors and international (financial) auditors of the Company respectively, to reappoint KPMG Huazhen Certified Public Accountants (Special General Partnership) as the internal control auditor of the Company, and to authorize the Board to determine the remuneration of the auditors based on the amount of auditing work as required by the Company's business and scale of operation was considered and approved.
  8. The resolution regarding the provision of guarantee by the Company in respect of the bank borrowings of 22 subsidiaries and joint venture entities was considered and approved, and the submission of the proposal for providing guarantee in respect of the bank borrowings of 9 of these companies to the Shareholders for consideration and approval at the AGM was recommended (for details, please refer to the notice of the AGM of the Company and the relevant circular to be published and despatched to the Shareholders.)
  9. The resolution regarding the submission to the Shareholders at the AGM for granting a general mandate to the Board to exercise all the powers of the Company to allot and issue new ordinary shares of the Company was considered and approved.
  10. The notice of the AGM was considered and approved.

By Order of the Board  
**Anhui Conch Cement Company Limited**  
**Yang Kaifa**  
Company Secretary

Wuhu City, Anhui Province, the People's Republic of China

23 March 2017

*As at the date of this announcement, the Board comprises (i) Mr Gao Dengbang, Mr Wang Jianchao, Mr Wu Bin, Mr Ding Feng, and Mr Zhou Bo as executive Directors; (ii) Mr Yang Mian Zhi, Mr Tai Kwok Leung and Mr Leung Tat Kwong Simon as independent non-executive Directors.*