

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Anhui Conch Cement Company Limited (the "Company") in respect of the financial year ended 31st December, 2000 will be held at the registered office of the Company at 9:00 a.m. on Wednesday, 25th April, 2001 for the following purposes:

1. to consider and approve the report of the Board of Directors for the year ended 31st December, 2000;
2. to consider and approve the report of the Supervisory Committee for the year ended 31st December, 2000;
3. to consider and approve the audited financial statements prepared in accordance with the PRC accounting standards and policies and with the International Accounting Standards respectively for the year ended 31st December, 2000;
4. to consider and approve the proposal for the distribution of profits for the year 2000 (details of which are set out in item 5 headed "Results and dividends" of the Report of the Directors contained in this annual report);
5. to consider and approve the grant of a general mandate to the Board of Directors to declare the payment and fix the amount of the interim dividends for the financial year ending 31st December, 2001;
6. to consider and approve the appointment of the PRC auditors and the international auditors of the Company and to authorise the Board of Directors to fix their remuneration;
7. to consider and approve the following resolution as a special resolution:
 - (a) That, subject to the limitations imposed by (c) and (d) below and in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Company Law of the PRC, and other applicable rules and regulations (in each case as amended from time to time), a general unconditional mandate be and its is hereby granted to the Board of Directors to exercise once or more than once during the Relevant Period (as defined below) all the powers of the Company to allot and issue new shares on such terms and conditions the Board of Directors may determine and that, in the exercise of their power to allot and issue shares, the authority of the Board of Directors shall include (without limitation):
 - (i) the determination of the class and number of the shares to be issued;

- (ii) the determination of the issue price of the new shares;
 - (iii) the determination of the opening and closing dates of the new issue;
 - (iv) the determination of the class and number of new shares (if any) to be issued to the existing shareholders;
 - (v) to make or grant offers, agreements and options which might require the exercise of such powers;
 - (vi) in the case of an offer or allotment of shares to the shareholders of the Company, excluding shareholders who are resident outside the People's Republic of China or the Hong Kong Special Administrative Region on account of prohibitions or requirements under overseas laws or regulations or for some other reasons which the Board of Directors consider expedient;
- (b) upon the exercise of the powers pursuant to paragraph (a) above, the Directors may during the Relevant Period make and grant offers, agreements and options which might require the shares relating to the exercise of the authority thereunder being allotted and issued after the expiry of the Relevant Period.
- (c) the aggregate amount of domestic shares and overseas foreign listed shares to be allotted or conditionally or unconditionally agreed to be allotted (whether pursuant to the exercise of options or otherwise) by the Board of Directors of the Company pursuant to the authority granted under paragraph (a) above (excluding (i) any shares allotted due to the conversion of the capital reserve fund into capital in accordance with the Company Law of the PRC or the Articles of Association of the Company and, (ii) such number of domestic listed domestic shares of the Company as may be issued pursuant to the proposal of A Share Issue as approved by the Company's shareholders in general meeting held on 28th November, 2000) shall not exceed 20% of the respective aggregate amount of the domestic shares and overseas foreign listed shares of the Company in issue as at the date of this Resolution;
- (d) the Board of Directors of the Company shall exercise the authority granted under in paragraph (a) above (i) in accordance with the Company Law of the PRC, other applicable rules and regulations, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (in each case as amended from time to time) and (ii) subject to the approval of the China Securities Regulatory Commission and relevant authorities of the PRC;
- (e) for the purposes of this Resolution: "Relevant Period" means the period from the date of the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; and
 - (ii) the date on which the mandate granted by this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting;
- (f) subject to the approval granted to the Board of Directors by relevant authorities and in accordance with the Company Law of the PRC and other applicable rules and regulations, to increase the Company's registered share capital corresponding to the relevant number of shares allotted in the event of an exercise of the authority pursuant to paragraph (a) of this Resolution, provided that the registered share capital of the Company shall not exceed 120% of the amount of registered capital of the Company as at the date of this Resolution;
- (g) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the H shares of the Company's share capital proposed to be issued by the Company and the approval of the China Securities Regulatory Commission for the issue of such shares being granted, the Board of Directors be and they are hereby authorised to amend, as they may deem appropriate and necessary, Articles 23, 24 and 27 of the Articles of the Association of the Company to reflect the change in the share capital structure of the Company in the event of an exercise of the authority granted under paragraph (a) to allot and issue new shares (please see note 6 below);
8. Any other matters.

By order of the Board
Zhang Mingjing
Company Secretary

12th February, 2001

Notes:

1. Persons entitled to attend

Holders of H shares whose names appear on the register of members of the Company maintained by HKSCC Registrars Limited at 4:00 p.m. on Tuesday, 24th April, 2001 are entitled to attend the Annual General Meeting after completing the registration procedures for the meeting.

2. Registration for attendance at the Annual General Meeting

- (1) Holders of H share who intend to attend the Annual General meeting have to complete (without prejudice to their right of attendance) the reply slip below and deposit the same, together with copies of the transfers, share certificates or receipts of share transfer and their identity cards, at the legal address of the Company by Thursday, 5th April, 2001. If proxies are appointed, shareholders shall also deposit the instrument for the appointment of the proxy and a photocopy of the proxy's identity card with the Company.
 - (2) Shareholders may deliver the documents required for registration to the registered office of the Company in person, by mail or by facsimile (86-553-311 4550). Upon receipt of the requisite documents, the Company will complete the registration procedures for attendance at the Annual General Meeting on behalf of the shareholder and send a duplicate copy of the meeting attendance card to the shareholder by mail or facsimile. Shareholders attending the meeting must produce the duplicate copy or facsimile copy of the meeting attendance cards and exchange them for formal meeting attendance cards.
3. Appointment of proxies
- (1) Every shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint in writing one or more proxies (whether being a shareholder of the Company or not) to attend and vote at the meeting on his behalf.
 - (2) Proxies of the shareholders must be appointed in writing and the appointment must be signed by the shareholders or their agents who have been duly authorised in writing. If the instrument of appointment is signed by an agent of the shareholder, the power of attorney or other authority of the agent must be notarially certified. In order to be valid, the notarially certified copy of such power of attorney or other authority, together with the instrument for the appointment of the proxy, shall be deposited at the Company's registrar for H shares, HKSCC Registrars Limited at the address given in Note 5 below, not less than 24 hours before the time appointed for holding of the Annual General Meeting.
 - (3) If a shareholder appoints more than one proxy, his proxies may only exercise his appointor's voting rights if the resolution concerned is to be decided by poll.
4. The Annual General Meeting is expected to take half a day. Shareholders or their proxies attending the meeting should bear their own lodging and travelling costs.
5. The register of members of the Company will close from 4:00 p.m. on Monday, 26th March, 2001 to Wednesday, 25th April, 2001, both days inclusive. In order to qualify for attendance at the Annual General Meeting and the proposed dividend of RMB0.03 per H share, transfers accompanied by share certificates and other appropriate documents must be lodged with the Company's share register and transfer office for H shares, HKSCC Registrars Limited at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong, by 4:00 p.m. on Monday, 26th March, 2001.
6. The purpose of proposed Resolution 7 is to seek approval from the shareholders in general meeting to grant a mandate to the Board of Directors to allot and issue new shares subject to the applicable laws, rules and regulations.