

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Plaza I to III, Lower Lobby, Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 28th September, 2001 at 9:30 a.m. for the following purposes:

- (1) To receive and consider the audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31st March, 2001;
- (2) To re-elect the retiring Directors and to authorise the Board of Directors to fix the Directors' remuneration;
- (3) To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration; and
- (4) As special business, to consider and, if thought fit, pass with or without amendments, each of the following resolutions A, B and C as an Ordinary Resolution:

A. **"THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (defined as below) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other stock exchange recognised, for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved.
- (b) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

"Relevant Period" means the period from the time of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws to be held; and
- (iii) the revocation or variation of this Resolution by any ordinary resolution of the shareholders of the Company in general meeting."

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**B. "THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares upon the exercise of subscription rights or conversion rights under any warrants of the Company or any securities of the Company which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Bye-laws of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees or Directors of the Company and/ or any of its subsidiaries of shares in the capital of the Company or rights, to acquire shares in the capital of the Company shall not exceed aggregate of (i) 20 per cent. of the nominal amount of the share capital of the Company in issue as at the date of this Resolution; plus (ii) in addition, subject to the passing of Resolution No. 4C below, all those number of shares which may from time to time be purchased by the Company pursuant to the general mandate granted under Resolution No. 4A above, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws to be held; and

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- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of shares pursuant to an offer open for a period fixed by the Directors of the Company to holders of shares or any class thereof on the register of members of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body of any stock exchange in, any territory outside Hong Kong).

- C. **“THAT** conditional upon the passing of Resolution Nos. 4A and 4B above set out in the notice of the meeting of which this Resolution forms part, the aggregate nominal amount of the shares which are repurchased by the Company pursuant to and in accordance with Resolution 4A above shall be added to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to and in accordance with Resolution 4B above, provided that such additional amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

- (5) As special business, to consider and, if thought fit, pass with or without modification, the following resolution as a Special Resolution:

**“THAT** the name of the Company be changed from “Interform Ceramics Technologies Limited” to “Shanghai Allied Cement Limited” and the Chinese trade name adopted by the Company will be changed from “圓方陶瓷科技有限公司” to “上海聯合水泥股份有限公司”.

- (6) As special business, to consider and, if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution:

**“THAT** subject to and conditional upon the Listing Committee of Stock Exchange granting approval of the 2001 share option scheme of the Company (the “Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the Chairman thereof, and the granting of any options thereunder (the “Options”) and the listing of and permission to deal in the shares (i.e. shares of HK\$0.01 each (the “Shares”)) to be issued pursuant to the exercise of any such Options,

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- (a) the Scheme be and it is hereby approved and adopted and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme including but without limitation:
- (i) to administer the Scheme under which Options will be granted to employees eligible under the Scheme to subscribe for Shares in the share capital of the Company;
  - (ii) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme relating to modification and/or amendments;
  - (iii) to issue and allot from time to time such number of Shares in the share capital of the Company as may be required to be issued pursuant to the exercise of the Options under the Scheme provided always that the maximum number of Shares to be issued pursuant to Scheme together with any shares subject to any other share option scheme remaining outstanding shall not exceed 10 per cent of the issued share capital of the Company at the time of granting of the option (excluding any Shares of the Company issued pursuant to the Scheme);
  - (iv) to make application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any Shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the Options under the Scheme;
  - (v) to consent, if it so deems fit and expedient to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Scheme; and
- (b) upon the Scheme becoming unconditional, no further options will be granted under the share option scheme of the Company adopted on 22nd April 1994 (“1994 Share Option Scheme”) but in all other respects, the provisions of the 1994 Share Option Scheme shall remain in full force and effect in respect of options which have been granted prior to the adoption of the 2001 Share Option Scheme and such options shall continue to be exercisable in accordance with their terms of issue.”

By Order of the Board  
**Yang Yan Tung Doris**  
*Company Secretary*

Hong Kong, 21st August, 2001

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*Head Office and Principal Place  
of Business in Hong Kong:*

Units 803-805A, 8th Floor,  
Allied Kajima Building,  
138 Gloucester Road,  
Wan Chai,  
Hong Kong

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Hong Kong Branch Share Registrar of the Company, Secretaries Limited, 5/F., Wing On Centre, 111 Connaught Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- (3) In relation to Resolution No. (4A) above, approval is being sought from shareholders for a general mandate to repurchase shares of the Company. The Directors of the Company wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefits of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on this Resolution as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") is set out in a separate document from the Company to be enclosed with the Annual Report.
- (4) In relation to Resolution No. (4B) above, approval is being sought from shareholders for a general mandate to authorise the allotment and issue of shares in the share capital of the Company. The Directors of the Company wish to confirm that they have no immediate plans to issue any new shares of the Company pursuant to such approval.
- (5) With regards to item (5), a circular containing the details on the change of the Company's name will be sent to shareholders in due course.
- (6) With regards to item (6), a circular setting out the terms and conditions of the share option scheme will be sent to shareholders in due course.