

## 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, 2001 will be held at the registered office of the Company at 9:00 a.m. on Thursday, 25th April, 2002 for the following purposes:

1. to consider and approve the report of the Board of Directors for the year ended 31st December, 2001;
2. to consider and approve the report of the Supervisory Committee for the year ended 31st December, 2001;
3. to consider and approve audited financial statements for the year ended 31st December, 2001;
4. to consider and approve the proposal for the distribution of profits for the year 2001 (details of which are set out in Note 4 headed “Results and Dividends” under the section of “Report of the Directors” as 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, 2002;
6. to consider and approve the appointment of the PRC and international auditors of the Company and to authorise the Board of Directors to fix their remuneration;
7. to consider and approve the appointment of Ms. Xue Tong Zu (her personal information is listed below) as the independent non-executive director of the Company;

*Note:* Ms. Xue Tong Zu, aged 64, is a senior engineer at professor level. Ms. Xue graduated from China University of Mining and Technology in July 1962. She has extensive experience in the building materials industry of the PRC, and assumed different posts in China National Building Materials Department, China National Building Committee, State Administration of Building Materials Industry of China and China Building Materials Industry Corporation. In addition, Ms. Xue also assumed the positions of Secretary of the Investment Branch at the State Administration of Building Materials Industry of China and General Manager of China Building Materials Industry Corporation respectively. Since October 1999, Ms. Xue has been receiving special government allowance. (This note does not constitute any part of the resolution.)

## Notice of Annual General Meeting

8. to consider and pass (whether amended or not) the following special resolution:

to approve the following amendments to the Company's Articles of Association:

(1) to change the company's address in Article 3 of Chapter 1 from "209 Renmin Road, Wuhu City, Anhui Province, PRC" to "209 Beijing East Road, Wuhu City, Anhui Province, PRC" (details of which are set out in Note 28 under the section of "Report of the Directors" as contained in this annual report)

(2) to add paragraph 14 as set out below in Article 101 of Chapter 11:

"(14)To decide on assets acquisition or disposal (including foreign investment) by the Company, but the value of the proposed asset to be acquired or disposed shall be less than 50 per cent of the Company's assets and such exercise should be in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("SEHK") (as amended from time to time)."

The above amendments will be effective from the day of registration by the Company with relevant business administration institutions.

9. 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 SEHK, 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 it 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;

## Notice of Annual General Meeting

- (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 residents 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 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) shall not exceed 20 per cent of the respective aggregate amount of the issued domestic shares and overseas foreign listed shares of the Company at the date of this Resolution;
- (d) the Board of Directors of the Company shall exercise the authority granted under 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 SEHK (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;

## Notice of Annual General Meeting

- (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; or
  - (ii) the date on which the mandate granted by this Resolution is revoked or varied by an ordinary resolution of the shareholders in the 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 per cent of the actual registered share capital of the Company as at the date of the general meeting;
- (g) subject to the Listing Committee of SEHK 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);

10. Any other matters.

By order of the Board  
**Zhang Mingjing**  
*Company Secretary*

21st January, 2002

## Notice of Annual General Meeting

### Notes:

#### 1. Persons entitled to attend

Holders of H shares whose names appear on the register of members of the Company maintained by Hong Kong Registrars Limited at 4:00 p.m. on Monday, 25th March, 2002 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 Friday, 5th April, 2002. If proxies are appointed, shareholders shall also deposit the instrument of appointment 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 of appointment, shall be deposited at the Company's registrar for H shares, Hong Kong 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, 25th March, 2002 to Friday, 25th April, 2002, both days inclusive. In order to qualify for attendance at the Annual General Meeting and the proposed dividend of RMBO.05 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, Hong Kong Registrars Limited at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong, by 4:00 p.m. on Monday, 25th March, 2002.

#### 6. The purpose of proposed Resolution 9 is to seek approval from the shareholders in the Annual 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.