

股東週年大會通告

Notice of Annual General Meeting

茲通告本公司謹訂於二零零二年五月三十一日星期五上午九時正假座香港灣仔謝斐道238號世紀香港酒店大堂低座宴會廳IV號套房召開股東週年大會，以便討論下列決議案：

- 一、 省覽本公司截至二零零一年十二月三十一日止年度之經審核財務報告表及董事會與核數師報告書。
- 二、 重選董事及釐定董事袍金。
- 三、 重新委聘核數師及授權董事會釐定其酬金。
- 四、 作為特別事項，考慮並酌情通過下列決議案（作出修訂或無須修訂）為普通決議案：

(A) 「茲動議：

- (a) 一般性及無條件批准董事會於有關期間（按下文之定義）內，行使本公司一切權力，購回本公司之股份及認股權證，惟須遵守本決議案(b)及(c)段及所有適用之法例並受其規限；
- (b) 根據本決議案(a)段，本公司於有關期間可購回之股份及認股權證面值總額，不得超過本決議案通過當日本公司已發行之該等有關股份及認股權證之面值總額10%，而本決議案(a)段之批准應以此為限；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 31st May, 2002 at 9:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31st December, 2001.
2. To re-elect directors and to fix their remuneration.
3. To re-appoint auditors and to authorise the directors to fix their remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

(A) “**THAT:**

- (a) the exercise by the directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares and warrants, subject to and in accordance with paragraphs (b) and (c) of this Resolution and all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares and warrants to be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the respective aggregate nominal amount of the shares and warrants of the Company in issue at the date of passing this Resolution; and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;

股東週年大會通告 (續)
Notice of Annual General Meeting (continued)

(c) 就本決議案而言：

「有關期間」指由通過本決議案當日至下列較早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之組織章程細則或任何適用之法例規定本公司須舉行下屆股東週年大會之期限屆滿之日；及
- (iii) 本公司股東在股東大會上以普通決議案撤回或修訂本決議案所授予之權力。」

(B) 「茲動議：

- (a) 在本決議案(c)段之規限下，一般性及無條件批准董事會在有關期間(按下文之定義)內行使本公司一切權力，以配發、發行或以其他方式處理本公司額外股份或可兌換股份之證券、或購股權、認股權證或可認購股份之類似權利，及訂立或授予可能須行使該等權力之建議、協議或購股權；

(c) for the purpose of this Resolution:

“Relevant Period” means the period from 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 the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(B) “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements or options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

股東週年大會通告 (續)
Notice of Annual General Meeting (continued)

- (b) 本決議案(a)段之批准將授權董事會於有關期間內訂立或授予在有關期間結束後可能須行使該等權力之建議、協議或購股權；
- (c) 董事會依據本決議案(a)段之批准而配發或有條件或無條件同意配發及發行(不論是否根據購股權或其他方式配發者)之股本面值總額，(不包括(i)配售新股(按下文之定義)；(ii)行使本公司所發行認股權證上附有之認購權，或可兌換本公司股份之證券上附有之換股權；(iii)根據本公司組織章程細則不時發行以股代息或類似安排而需配發股份以代替全部或部份股息；或(iv)根據任何不時採納之購股權計劃或類似安排，以授予或發行股份或認購股份之權利予本公司及／或其任何附屬公司之僱員而須發行之股份)；須不得超過本公司於本決議案通過當日之已發行股本總面值20%，而上述之批准亦受相應之限制；
- (b) the approval given in paragraph (a) of this Resolution shall authorise the directors during the Relevant Period to make or grant offers, agreements or options which would or 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 pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) an issue of shares as scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares pursuant to the Articles of Association of the Company from time to time; or (iv) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed 20% 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;

股東週年大會通告 (續)
Notice of Annual General Meeting (continued)

(d) 就本決議案而言：

「有關期間」指由通過本決議案當日至下列較早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之組織章程細則或任何適用之法例規定本公司須舉行下屆股東週年大會之期限屆滿之日；及
- (iii) 本公司股東在股東大會上以普通決議案撤回或修訂本決議案所授予之權力；及

「配售新股」指董事會於指定期間內，向於指定記錄日期名列本公司股東名冊之股份持有人，按照彼等當時所持之股份比例配售股份之建議，（惟董事會有權就零碎股份，或根據任何地區之法律之限制或責任，或任何認可監管機構或證券交易所之規定，而取消若干股東在此方面之權利或作出其他董事會認為必須或適當之安排。）

(d) for the purpose of this Resolution:

“Relevant Period” means the period from 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 the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means the allotment, issue or grant of shares pursuant to an offer of shares open for a period fixed by the directors to holders of shares of the Company whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regards to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

股東週年大會通告 (續)

Notice of Annual General Meeting (continued)

(C) 「茲動議待決議案(A)及(B)獲通過後，批准擴大根據上文決議案(B)所授予董事會可行使本公司有關配發、發行或以其他方式處理額外證券之一般授權，並於該一般授權加入本公司根據上文決議案(A)授權而購回本公司證券之面值總額，惟此數額不得超過本決議案通過當日本公司已發行股本面值總額之10%。」

(C) “**THAT** conditional upon the passing of Resolutions (A) and (B) above, the general mandate granted to the directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities pursuant to Resolution (B) above be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of such securities of the Company repurchased by the Company under the authority granted pursuant to Resolution (A) above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”

五、 作為特別事項，考慮並酌情通過下列決議案（作出修訂或無須修訂）為普通決議案：

5. To consider as special business and, if thought fit, pass with or without amendments the following resolution as Ordinary Resolution:

「茲動議待香港聯合交易所有限公司（「聯交所」）上市委員會批准根據上海聯合水泥股份有限公司（「上聯水泥」）之二零零二年購股權計劃（「上聯水泥計劃」）授出之任何購股權行使時將予發行之上聯水泥股份上市及買賣（該計劃之規則載於註有「A」字樣之文件內，並已提呈大會及由大會主席簽署以資識別），在滿足聯交所可能對上聯水泥計劃之修改要求及待上聯水泥股東將於二零零二年五月二十三日舉行之股東週年大會上批准採納上聯水泥計劃後，批准採納上聯水泥計劃。」

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval to the listing of and permission to deal in the shares of Shanghai Allied Cement Limited (“SAC”) to be issued pursuant to the exercise of any such options granted under the 2002 Share Option Scheme of SAC (“SAC 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 subject to such amendments to the SAC Scheme as the Stock Exchange may request and the approval of the SAC Scheme by the shareholders of SAC in the annual general meeting of SAC to be held on 23rd May, 2002, the SAC Scheme be and is hereby approved.”

承董事會命
公司秘書
高成明

By Order of the Board
Ko Sing Ming
Company Secretary

香港，二零零二年四月十五日

Hong Kong, 15th April, 2002

股東週年大會通告 (續)

Notice of Annual General Meeting (continued)

註冊辦事處：

香港
金鐘道八十八號
太古廣場一期十二樓

Registered Office:

Level 12
One Pacific Place
88 Queensway
Hong Kong

附註：

- 一、 凡有權出席上述會議及投票之股東，可委派一位或多位代表出席，並於表決時代為投票，所委任之代表無須為本公司股東。
- 二、 代表委任表格連同簽署人之授權書或其他授權文件（如有），或經由公證人簽署證明之副本，須於大會或其任何續會召開時間48小時前交回本公司之過戶登記處秘書商業服務有限公司之辦事處，地址為香港中環干諾道中一一一號永安中心五樓，方為有效。
- 三、 上述決議案第四(A)項有關授予董事會權力之一般目的為增加靈活性及給予董事會決定權以在其認為合適的情況下，購回不超過決議案通過當日本公司已發行之有關證券的類別10%。
- 四、 有關上述決議案第四(B)項，董事會特此聲明本公司目前並無計劃按該項一般授權發行任何新證券，此決議案乃遵照公司條例及香港聯合交易所有限公司證券上市規則及為確保董事會具有靈活性及決定權，在其認為需要時配發不超過本公司已發行股本中20%之任何證券，故要求股東授予董事會一般性權力。
- 五、 有關上述決議案第五項，旨在徵求股東批准，就最近上市規則第十七章（股本證券－股份期權計劃）之修訂，採納上聯水泥計劃。

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's registrar, Secretaries Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, not later than 48 hours before the time fixed for the Meeting or any adjournment thereof.
3. The general purpose of the authority to be conferred on the directors by Resolution 4(A) above is to increase flexibility and to provide discretion to the directors in the event that it becomes desirable to repurchase securities representing up to a maximum of 10% of the relevant class of securities of the Company in issue at the date of passing the resolution.
4. Concerning Resolution 4(B) above, the directors wish to state that in respect of this general mandate, they have no immediate plans to issue any new securities of the Company. Approval is being sought from members as a general mandate, in compliance with the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the directors in the event that it becomes desirable to issue any securities in the Company up to 20% of the existing issued share capital.
5. Concerning Resolution (5) above, approval is being sought from the members for the adoption of the SAC Scheme to accommodate recent amendments made to "Chapter 17 Equity Securities – Share Option Scheme" of the Listing Rules.