

The 2002 annual general meeting (“Annual General Meeting”) of the Company was convened during the reporting period, details of which were as follows:

### 1. CONVENING AND HOLDING OF THE ANNUAL GENERAL MEETING

On 7 March 2003, a notice of 2002 Annual General Meeting was published on Shanghai Securities Journal, China Securities Journal, Hong Kong Wen Wei Po and The Standard.

On 16 May, 2003, the 2002 Annual General Meeting was held in the conference room of the Company. Two shareholder representatives were present at the meeting, representing 682,016,000 effective voting shares, which amounted to 54.32% of the total shares of the Company. One of the said representatives was a proxy of the holders of H Shares, representing 59,388,000 effective voting shares. The meeting was chaired by Mr. Guo Wensan, the chairman of the board of directors of the Company and the directors, supervisors and senior management of the Company attended the meeting. The Annual General Meeting was held in accordance with the Company Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, other relevant laws and regulations, and the articles of association of the Company.

### 2. THE FOLLOWING RESOLUTIONS WERE PASSED BY POLL AT THE MEETING:

- (1) The report of the Board of Directors for the year ended 31 December, 2002 was approved.
- (2) The report of the Supervisory Committee for the year ended 31 December, 2002 was approved.
- (3) The audited financial statements prepared in accordance with the PRC accounting standards and the International Accounting Standards respectively for the year ended 31 December, 2002 were approved.
- (4) The profit allocation proposal for the year 2002 was approved.
- (5) The Board of Directors was authorised to declare the payment of the interim dividend for 2003 and fix its amount.
- (6) The re-appointments of the PRC and international auditors of the Company were approved and the Board of Directors was authorised to fix their remuneration.
- (7) The investment to construct two daily clinker production lines with a productivity of 10,000 tonnes per day by Tongling Hailuo Cement Co., Ltd. was approved.
- (8) The special resolution to authorise the Board of Directors to allot and issue new shares of the Company was considered and approved.

All resolutions proposed at the meeting were passed. Mr. Zhang Xusheng, a practising attorney of Jingtian and Gongcheng attended the meeting and confirmed that the convening and procedures, eligibility of the attending persons and voting procedures of the Annual General Meeting were legal and valid.

The resolutions passed at the Annual General Meeting were published on Shanghai Securities Journal, China Securities Journal, Hong Kong Wen Wei Po and The Standard on 17 May, 2003.

### 3. ELECTION AND CHANGE OF DIRECTORS AND SUPERVISORS

During the reporting period, there was no election or replacement of directors and supervisors in the Annual General Meeting.