

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Anhui Conch Cement Company Limited (the “**Company**”) in respect of the financial year ended 31 December 2003 will be held at the registered office of the Company at 9:00 a.m. on Wednesday, 12 May 2004, for the following purposes:

1. to consider and approve the report of the board of directors of the Company for the financial year ended 31 December 2003;
2. to consider and approve the report of the supervisory committee of the Company for the financial year ended 31 December 2003;
3. to consider and approve the audited financial statements prepared in accordance with the accounting standards of the People’s Republic of China (“PRC”) and the International Accounting Standards respectively for the financial year ended 31 December 2003;
4. to consider and approve the profits allocation proposal for the financial year ended 31 December 2003 (details of which are set out in item no. 5 “Profit distribution proposal” of the “Report of the directors” of the 2003 annual report of the Company);
5. to consider and approve the resolution for the re-appointment of the PRC and the International Auditors and to authorise the Board of Directors to fix their remuneration;
6. to consider and approve the resolutions for the election of a new term of the Board of Directors and the Supervisory Committee and to authorise the Board of Directors to fix the remuneration of each of the directors and supervisors of the third session of the Board of Directors and Supervisory Committee.
 - (a) Resolutions to consider and approve the election of a new term of the Board of Directors and Supervisory Committee:

considering the expiration of the term of office of the second session of the Board of Directors and the Supervisory Committee, the Board of Directors nominates Mr. Guo Wensan, Mr. Li Shunan, Mr. Yu Biao, Mr. Zhu Dejin and Mr. Guo Jingbin as candidates for the position of executive directors of the third session of the Board of Directors of the Company; nominates Ms. Xue Tongzu, Mr. Kuang Bingwen and Mr. Ding Zhiming as candidates for the position of independent non-executive directors of the third session of the Board of Directors of the Company; (subject to such candidates for the offices of independent non-executive directors being approved by the China Securities Regulatory Commission; and nominates Mr. Ji Qinying, Mr. Wang Yanmou and Mr. Kong Woon as candidates for the position of supervisors of the third session of the Supervisory Committee. The term of office of all directors and supervisors shall commence on 1 June 2004, for a term of three years.

The resumes of the abovementioned directors and supervisors are set out in note 8.

- (b) Resolutions to consider and approve the resolutions for the Board of Directors to fix the amount of remuneration of the members of the third session of the Board of Directors and Supervisory Committee:

To authorise the Board of Directors to, subject to its compliance with the following proposals fix the remuneration of the five executive directors and one of the supervisors of the third session of the Board of Directors and Supervisory Committee.

(RMB')

	First year	Second Year	Third Year
All executive directors (five)	2,508,600	2,759,500	3,035,300
All supervisor (one)	388,100	426,900	499,600

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 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;
 - (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; and
 - (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 Board of Directors of the Company 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 the overseas foreign listed shares to be allotted or conditionally or unconditionally agreed to be allotted and issued (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 which may be allotted and issued upon 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% of the aggregate amount of the overseas foreign listed shares of the Company in issue as at the date of passing of this Resolution;

- (d) the Board of Directors of the Company in exercising the mandate granted under paragraph (a) above shall (i) comply with the Company Law of the PRC, other applicable laws and regulations of the PRC, 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) be 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 a special resolution of the shareholders in general meeting;
- (f) the Board of Directors shall, subject to the relevant approvals being obtained from the relevant authorities and the exercise of the power described in paragraph (a) above in accordance with the Company Law and other applicable laws and regulations of the PRC, increase the Company’s registered share capital corresponding to the relevant number of shares allotted and issued upon the exercise of the mandate given 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 passing 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 to the approval of the China Securities Regulatory Commission for the issue of 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 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).

By order of the Board
Zhang Mingjing
Company Secretary

17 March 2004

Notice of 2003 Annual General Meeting

Notes:

1. Persons entitled to attend

Holders of H shares whose names appear on the register of members maintained by Hong Kong Registrars Limited at 4:00 p.m. on Thursday, 8 April 2004, 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 shares who intend to attend the Annual General Meeting have to complete (without prejudice to their right of attendance) the reply slip attached 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, 22 April 2004. If proxies are appointed, shareholders shall also deposit the instrument of 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 by 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 of the proxy, shall be deposited at the Company's registrar for H shares, Hong Kong Registrars Limited at the address given in Note 4 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 register of members of the Company for H shares will close from 4:00 p.m. on Thursday, 8 April 2004, to Wednesday, 12 May 2004, both days inclusive. In order to qualify for attendance at the Annual General Meeting and the proposed dividend of RMB0.10 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 Rooms 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:00 p.m. on Thursday, 8 April 2004.

5. In the event that the final dividend for the year ended 31 December 2003, being passed by the Annual General Meeting, it is expected that the final dividend will be payable on Monday, 24 May 2004, to holders of H shares whose names appear on the register of members on Thursday, 22 April 2004. The registration date and details regarding the distribution of the proposed final dividends to holders of A shares will be announced separately.

6. The purpose of proposed Resolution 7 is to seek approval from the shareholders in the Annual General Meeting to grant a mandate to the Board to allot and issue new shares subject to the applicable laws, rules and regulations.

7. The Annual General Meeting is expected to take half a day. Shareholders or their proxies attending the meeting should bear their own lodging and traveling costs.

8. Biography of directors and supervisors

1) *Candidates for the position of executive directors*

Mr. Guo Wensan, 49, is a senior engineer and chairman of the board of directors of the Company. Mr. Guo graduated from Shanghai Tongji University in 1978 and joined the Group in 1980. He has held various leadership posts in the Group and gained more than 20 years of experience in corporate governance. He also possesses extensive and in-depth technical know-how of the cement industry. Mr. Guo was awarded the "May First" labour prize and model labour in national building materials system and has received the Golden "Great Contribution Award" from the Anhui People's Government. Mr. Guo is also vice-chairman of the China Building Materials Industry Association.

Mr. Li Shunan, 46, is a senior engineer and an executive director of the Company. Mr. Li graduated from the College of Anhui Building Materials and joined the Group in August 1980. Mr. Li has held various leadership posts such as general manager of Ningguo Cement Plant, and had also been deputy general manager of the Company. He also possesses profound experience in technical know-how of the cement industry and production management.

Mr. Yu Biao, 50, is a senior engineer and an executive director of the Company. Mr. Yu graduated from Anhui College of Building Materials and joined the Group in August 1980. Mr. Yu has held various leadership posts including deputy general manager of the Company. He has in-depth knowledge about technical know-how of the cement industry and vast experience in project management. He was appointed member of the technology education committee of State Building Materials Bureau in July 1999. Mr. Yu is also vice-chairman of the China Cement Association.

Mr. Zhu Dejin, 57, is an economist and an executive director of the Company. Mr. Zhu graduated from Jilin Siping Teachers School in 1976 and joined the Group later in various leadership posts such as deputy general manager of the Company and possesses excellent experience in corporate management.

Mr. Guo Jingbin, 46, is an engineer and an executive director of the Company. Mr. Guo graduated from Shanghai College of Building Materials and joined the Group in February 1980. Mr. Guo has held various leadership posts including secretary to the board of directors and deputy general manager of the Company. He is also experienced in the capital market.

2) *Candidates for the position of independent non-executive directors*

Ms. Xue Tongzu, 67, is a senior engineer at professor level, and has been an independent non-executive director of the Company. Ms. Xue was born in 1937 and graduated from China University of Mining and Technology in July 1962. She has extensive experience in the building materials industry of the PRC, and has assumed different posts in China National Building Materials Department, China National Building Committee, State Administration of Building Materials Industry of China and the China Building Materials Industry Corporation. She has also been chairman of the investment department of the State Administration of Building Materials Industry and general manager of China Building Materials Industry Construction Corporation respectively. Since 1993, Ms. Xue has been receiving special government allowance.

Mr. Kuang Bingwen, 67, is a senior economist. Mr. Ou is vastly experienced in financial and economic management. He served consecutively as deputy director of the Enterprise and Finance Office and Accounting Office of the Financial Department of Anhui Province, and as deputy director and director of the Financial Department of Anhui Province.

Mr. Ding Zhiming, 54, is a senior economist and senior international business analyst. Mr. Ding graduated from the Beijing University of Trading and pursued further study in Italy in international trading. Mr. Ding held various posts at the Ministry on Trade of the PRC. The Embassy of China in Belgium and China National Metals and Minerals Import and Export Corporation. He also worked as the managing director of [Hong Kong China Resources Metals and Minerals Company Limited] 香港華潤五金礦產有限公司. Currently, he is the manager of the China Department of [Yong Jia Transport Company Limited] 永嘉船務運輸有限公司.

Biography of supervisors

Mr. Ji Qinying, 48, is an engineer. Mr. Ji graduated from Shanghai College of Building Materials, and joined the Group in 1980. Mr. Ji has held various posts at Ningguo Cement Plant including those of deputy director of operation department as well as deputy general manager of Tongling Hailuo Cement Co. Ltd.

Mr. Wang Yanmou, 72, was appointed as an independent non-executive director of the Company on 1 September, 2000, and was an independent non-executive director of the first and the second sessions of the board of directors of the Company. Mr. Wang obtained his bachelor degree from PRC Southeastern University in 1956 and his associated doctoral degree in Technology Science (equivalent to a Ph.D qualification in the United States according to the regulations of the PRC Government) from the USSR in 1962. Mr. Wang has been chief of the China Building Materials Research Institute and State Bureau of Building Materials Industry and was elected chairman of the China Portland Cement Society. Mr. Wang is also a consultant to the Expert Committee of the China International Construction Consultant Company since 1997 and is the visiting consultant of the China National Investment Association and honorary chairman of the China National Building Industry Committee. He has also been a delegate to the Eighth Chinese People's Political Consultative Conference.

Mr. Kang Woon, 41, was appointed as an independent non-executive director of the Company on 28 August, 2000. He was an independent non-executive director of the first and the second sessions of the board of directors of the Company. He holds a doctoral degree in Jurisprudence from the University of Texas at Austin. Mr. Kang is an attorney-at-law of the Supreme Court of the State of New York, United States of America and a member of the Bar Association of the Frankfurt am Main, Federal Republic of Germany. He has been a partner of Jones, Day, Reavis & Pogue, an international law firm, since August 1990.