

## Notice of 2004 Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the 2004 annual general meeting (“Annual General Meeting”) of Anhui Conch Cement Company Limited (the “Company”) will be held at the registered office of the Company at 9:00 a.m. on Wednesday, 18 May 2005.

The following matters will be dealt with at this Annual General Meeting:

1. To consider and approve the report of the board of directors for the year ended 31 December 2004.
2. To consider and approve the report of the supervisory committee for the year ended 31 December 2004.
3. To consider and approve the audited financial statements prepared in accordance with the PRC Accounting Standards and the International Accounting Standards respectively for the year ended 31 December 2004.
4. To consider and approve the profit appropriation proposal for the year 2004 (details of which are set out in item (V) “Profit appropriation proposal” of the “Report of Directors” of the 2004 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 pass the following resolution as a special resolution:

**“THAT** the scope of business of the Company be and is altered by adding “the wholesale and retail of coal”, and corresponding amendment be and is made to Article 16 of the articles of association of the Company in the following manner:

The original Article 16 was:

“Article 16 The Company’s scope of business shall be subject to the scope of business approved by the authority responsible for the registration of the Company.

The Company’s scope of business shall include: the production, sale and export of cement and ancillary materials and cement products; the production, sale and import of machinery and equipment, apparatus and instrument, components and parts, and ancillary raw materials required for corporate production and scientific research, the production and sale of electronic equipment and the provision of technical services.”

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Article 16 is and be amended as follows:

“Article 16 The Company’s scope of business shall be subject to the scope of business approved by the authority responsible for the registration of the Company.

The Company’s scope of business shall include: the production, sale and export of cement and ancillary materials and cement products; the production, sale and import of machinery and equipment, apparatus and instrument, components and parts, and ancillary raw materials required for corporate production and scientific research, the wholesale and retail of coal, the production and sale of electronic equipment and the provision of technical services.”

7. To consider and approve the resolutions for the changes of members of the board of directors and the supervisory committee, and as an independent resolution for the election of each of the following candidates for director and supervisor, to consider and approve:

Mr. Ren Yong be and is elected as an executive director of the third session of the board of directors of the Company; Mr. Zhu Dejin ceases to be a director of the Company; Mr. Wang Jun be and is elected as a supervisor of the third session of the supervisory committee of the Company; Mr. Ji Qinying ceases to be a supervisor of the Company. The respective term of office of newly-elected director and supervisor shall commence from the date of passing this resolution at this Annual General Meeting to the date of expiry of the third session of the board of directors and supervisory committee of the Company.

The biographies of each of the above director and supervisor are set out in Note 6.

8. To consider and pass 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 People’s Republic of China (“PRC”), and other applicable laws and regulations (in each case as amended from time to time), a general unconditional mandate be and is hereby granted to the board of directors to exercise once or more 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 powers 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 allotted;
    - (ii) the determination of the issue price of the new shares;

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- (iii) the determination of the opening and closing dates of the issue of new Shares;
  - (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 issue of shares to the shareholders of the Company, excluding shareholders who are residents outside the PRC 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 granted under paragraph (a), the board of directors of the Company may during the “Relevant Period” make or 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 listed foreign 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 which may be allotted upon the conversion of the capital reserve into capital in accordance with the Company Law of the PRC or the articles of association of the Company) shall not exceed twenty per cent (20%) of the aggregate amount of the overseas listed foreign 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 powers 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 approvals of the China Securities Regulatory Commission and relevant authorities of the PRC;

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(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 powers granted by this Resolution is revoked or varied by a special resolution of the Company in general meeting;

(f) the board of directors shall, subject to the relevant approvals of the relevant authorities and the exercise of the power granted under paragraph (a) above in accordance with the Company Law and other applicable laws and regulations of the PRC, increase the Company’s registered capital corresponding to the relevant number of shares allotted upon the exercise of the powers granted under paragraph (a) of this Resolution, provided that the registered 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 in 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, 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 powers granted under paragraph (a) to allot and issue new shares (see Note 7).

By order of the Board  
**Anhui Conch Cement Company Limited**  
**Zhang Mingjing**  
*Company Secretary*

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Notes:

## 1. Persons entitled to attend the Annual General Meeting

Holders of H Shares whose names appear on the register of members maintained by Hong Kong Registrars Limited at 4:00 p.m. on Monday, 18 April 2005, 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, 28 April 2005. 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 for registration, 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) Each 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 Annual General Meeting on his/her 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 of the proxy 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 H share registrar, 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/her proxies may only exercise his/her appointor's voting rights when 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 Monday, 18 April 2005, to Wednesday, 18 May 2005, both days inclusive. In order to qualify for attendance at the Annual General Meeting and the proposed dividend of RMB0.13 per H share, transfers accompanied by share certificates and other appropriate documents must be lodged with the Company's H share register, Hong Kong Registrars Limited at 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:00 p.m. on Monday, 18 April 2005.

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5. In the event that the final dividend for the year ended 31 December 2004, being passed by the Annual General Meeting, it is expected that the final dividend will be payable on Friday, 3 June 2005, to holders of H shares whose names appear on the register of members on Monday, 18 April 2005. The registration date and details regarding the distribution of the proposed final dividends to holders of A shares will be announced separately.

6. Biographies of the candidates of director and supervisor:

**Mr. Ren Yong**, 42, is an engineer and the general manager of the Company. Mr. Ren graduated from Shanghai College of Building Materials and joined the MBA professional training courses organised by the State Economic and Trade Commission in 1998 and the Faculty of Commerce of Stockholm University in Sweden. Mr. Ren joined the Group in 1982 and has held various leadership posts such as deputy director of branch manufacturing plant of Ningguo Cement Plant, deputy general manager of Tongling Conch Cement Co., Ltd., director of the sales department and executive general manager of the Company. Mr. Ren is also the director of Anhui Conch Holdings Company Limited, the controlling shareholder of the Company. Apart from these, Mr. Ren does not have any relationship with any other directors, senior management or substantial shareholders of the Company.

**Mr. Wang Jun**, 48, is a senior engineer. Mr. Wang graduated from Anhui University and joined the Group in 1982. Mr. Wang has held various posts such as director of the automatic measurement department, director of the personnel department, the secretary of the Party Committee of Ningguo Cement Plant and chairman of the first and second sessions of the supervisory committee of the Company. Mr. Wang is also the deputy secretary of Anhui Conch Holdings Company Limited, the controlling shareholder of the Company. Apart from these, Mr. Wang does not have any relationship with any other directors, senior management or substantial shareholders of the Company.

Both Mr. Ren Yong and Mr. Wang Jun do not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of the Laws of Hong Kong; their remuneration will be implemented in accordance with the relevant remuneration package of the directors and supervisors of the third session of the Company respectively.

7. The purpose of proposed resolution 8 is to seek approval from the shareholders in the Annual General Meeting to grant a general power to the board of directors to allot new shares subject to the applicable laws, rules and regulations.
8. 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.