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安徽海螺水泥股份有限公司

**ANHUI CONCH CEMENT COMPANY LIMITED**

*(a joint stock limited company incorporated in the People's Republic of China)*

(Stock Code: 914)

## **NOTICE OF 2011 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2011 annual general meeting (the “**AGM**”) of Anhui Conch Cement Company Limited (the “**Company**”) will be held at No. 1011 Jiuhua South Road, Wuhu City, Anhui, the People’s Republic of China (“**PRC**”), at 9:00 a.m. on Thursday, 31 May 2012.

The AGM is to be held for considering and, if thought fit, transacting the following businesses:

### **AS ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board (“**Board**”) of directors of the Company for the year ended 31 December 2011.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2011.
3. To consider and receive and approve the audited financial reports prepared in accordance with the PRC Accounting Standards and the International Financial Reporting Standards respectively for the year ended 31 December 2011.
4. To consider and approve the appointment of Mr Wong Kun Kau as an independent non-executive director of the Company.

According to the recommendation of the remuneration and nomination committee of the Board, the Board nominates Mr Wong Kun Kau as an independent non-executive director of the fifth session of the Board of the Company. If approved at the AGM, his tenure shall become effective from 31 May 2012 till the date (expected to be 2 June 2013) of expiry of the term of the fifth session of the Board.

5. To consider and approve the reappointment of KPMG Huazhen Certified Public Accountants and KPMG Certified Public Accountants as the PRC auditors and international auditors of the Company respectively, and to authorise the Board to determine the remuneration of the auditors.

6. To consider and approve the Company's 2011 profit appropriation proposal (details of which are set out in item no.(5) entitled "Profit Appropriation" of the "Report of the Directors" contained in the Company's 2011 Annual Report and on page 4 of the Company's circular dated 13 April 2012, of which this notice forms part).

### AS SPECIAL RESOLUTIONS

7. To consider and approve, by way of passing as a special resolution, the following amendments to the articles of association of the Company:

Deleting the entirety of the existing Article 3 which reads:

"Article 3                      The Company's address: 209 Beijing East Road, Wuhu City, Anhui Province, the People's Republic of China

Postal Code: 241000

Telephone number: 86 553 311 5338/311 4546

Fax number: 86 553 311 4550

and replacing it with the following provisions:

"Article 3                      The Company's address: 39 Wenhua Road, Wuhu City, Anhui Province, the People's Republic of China

Postal Code: 241000

Telephone number: 86 553 839 8927/839 8911

Fax number: 86 553 839 8931"

8. To consider and approve the following resolution by way of passing as a special resolution:

"(a) **THAT** subject to the restrictions under (c) and (d) below and in accordance with the requirements of The Rules Governing the Listing of Securities (the "HKSE Listing Rules") on The Stock Exchange of Hong Kong Limited ("**HK Stock Exchange**"), the Company Law of the PRC, and other applicable laws and regulations (in each case, as amended from time to time), an unconditional general mandate be and is hereby granted to the Board to exercise once or in multiple times during the "Relevant Period" (as defined below) all the powers of the Company to allot and issue ordinary shares ("**new shares**") on such terms and conditions as the Board may determine and that, in the exercise of their powers to allot and issue shares, the authority of the Board 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;

- (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 (“**Hong Kong**”) on account of prohibitions or requirements under overseas laws or regulations or for some other reasons which the Board considers expedient;
- (b) upon the exercise of the powers granted under paragraph (a), the Board 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 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 20 per cent (20%) of the aggregate number of the overseas listed foreign shares of the Company in issue as at the date of passing of this Resolution;
- (d) the Board 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 HKSE Listing Rules (in each case, as amended from time to time) and (ii) be subject to the approvals of China Securities Regulatory Commission (“**CSRC**”) and relevant authorities of the PRC;
- (e) for the purposes of this Resolution, the “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 are revoked or varied by a special resolution of the Company in general meeting; or
  - (iii) the date falling 12 months from the date of passing of this Resolution;

- (f) the Board shall, subject to the relevant approvals of the relevant authorities and the exercise of the powers granted under paragraph (a) above in accordance with the Company Law of the PRC and other applicable laws and regulations of the PRC, increase the Company's registered capital to such amount as shall equal the aggregate nominal amounts of the relevant number of shares allotted and issued 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 per cent (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 HK Stock Exchange 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 CSRC for the issue of shares, the Board be and it is hereby authorised to amend, as it 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.

*(The purpose of resolution no.8 is to grant a general mandate by Shareholders at the AGM to the Board to allot and issue new shares, subject to applicable laws, regulations and rules.)*

By order of the Board  
**Anhui Conch Cement Company Limited**  
**Yang Kaifa**  
*Company Secretary*

Wuhu City, Anhui Province, the PRC  
13 April 2012

*As at the date of this notice, the Board comprises (i) Mr Guo Wensan, Mr Guo Jingbin, Mr Ji Qinying, Ms Zhang Mingjing and Mr Wu Jianping as executive Directors, and (ii) Mr Kang Woon, Mr Chan Yuk Tong, and Mr Ding Meicai as independent non-executive Directors.*

*Notes:*

## **1. PERSONS ENTITLED TO ATTEND THE AGM**

Holders of H Shares whose names appear on the register of members maintained by Hong Kong Registrars Limited at 4:30 p.m., Friday, 27 April 2012 are entitled to attend the AGM after completing the registration procedures for the meeting.

## **2. REGISTRATION FOR ATTENDANCE AT AGM**

- (1) Holders of H shares who intend to attend the AGM have to complete (without prejudice to their right of attendance) the reply slip attached, together with the copies of the transfers, share certificates or receipts of share transfer and their identity cards, at the office of the Company (No. 1011 Jiuhoa South Road, Wuhu City, Anhui, the PRC Postal code: 241070) or the Company's H share registrar – Hong Kong Registrars Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by Friday, 27 April 2012.
- (2) Shareholders may deliver the documents required for registration to the registered office of the Company in person, by mail or by facsimile (86-553-8398931). Upon receipt of the requisite documents for registration, the Company will complete the registration procedures for attendance at the AGM on behalf of the shareholders and send a duplicate copy of the meeting attendance card to the shareholders 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) Each shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies in writing, whether they are shareholders of the Company or not, to attend and vote on his/her behalf at the AGM.
- (2) Proxies of the shareholders must be appointed in writing and the appointment must be signed by the shareholder or their agent who has been duly authorised in writing. If the instrument of the appointment of 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 the appointment of proxy, shall be deposited at the Company's H share registrar (i.e. Hong Kong Registrars Limited) at the address given in Note (2), not less than 24 hours before the time appointed for holding of the AGM.
- (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 Monday, 30 April 2012 to Thursday, 31 May 2012, both days inclusive. In order to qualify for attendance at the AGM, transfers accompanied by share certificates and other appropriate documents must be lodged with the Company's H share registrar – Hong Kong Registrars Limited at the address given in Note (2), by 4:30 p.m. on Friday, 27 April 2012.

5. Subject to and upon the approval of the AGM, the final dividend for the year ended 31 December 2011 is expected to be distributed to the holders of H Shares whose names appear on the register of members in respect of H Shares maintained in Hong Kong on Wednesday, 13 June 2012. The register of members of the Company for H shares will close from Saturday, 9 June 2012 to Wednesday, 13 June 2012, both days inclusive. In order for H shareholders to qualify for proposed final dividend, transfers accompanied by share certificates and other appropriate documents must be lodged with the Company's H share registrar - Hong Kong Registrars Limited at the address given in Note (2), by 4:30 p.m. on Friday, 8 June 2012. The record date of the proposed final dividend for holders of A Shares and the relevant information on the distribution of final dividend will be disclosed in a separate announcement to be published in the PRC.

6. The AGM is expected to take half a day. Shareholders or their proxies attending the AGM should bear their own lodging and travelling costs.

7. Contact details of the Company are set out as follows:-

Address: No. 1011 Jiuhoa South Road, Wuhu City, Anhui, the PRC

Postal code: 241070

Tel: 86-553-8398927/86-535-8398911

Fax: 86-553-8398931

8. Contact details of the Company's H share register - Hong Kong Registrars Limited are set out as follows:-

Address: Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

Tel: 852 2862 8628

Fax: 852 2529 6087