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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: 0914)

Announcement Regarding the Resolutions Passed at the Board Meeting

This announcement is made pursuant to Rules 13.09(2), 13.51(2) and 13.51(5) of the Listing Rules.

In accordance with the applicable laws and regulations of the PRC, the Company will publish an announcement in designated newspaper circulating in the PRC on 29 March 2011 regarding resolutions passed by the Board.

This announcement is made pursuant to Rules 13.09(2), 13.51(2) and 13.51(5) of The Rules ("Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange").

In accordance with the applicable laws and regulations of the People's Republic of China ("PRC"), Anhui Conch Cement Company Limited ("Company") will publish an announcement in designated newspaper circulating in the PRC on 29 March 2011 regarding resolutions passed by the board ("Board") of directors of the Company.

The meeting ("the Meeting") of the Board of the Company was held in the conference room of the Company on 28 March 2011. The Board comprised 8 directors, all of them were present at the Meeting. The Company's supervisors and some senior management members also attended the Meeting. The voting results of each of the resolutions considered in the Meeting are as follows: the total valid voting strength was 8, and all 8 votes were cast in favour of the resolution, representing 100% of the number of valid votes; 0 vote was cast against the resolution; and no director abstained from voting. The convention of the Meeting was in compliance with the relevant requirements of the Companies Law of the PRC and the Articles of Association of the Company ("Articles of Association"). The proceedings of the

Meeting and the resolutions passed therein are legal and valid. The following resolutions were passed at the Meeting:

1. The general manager's report of the Company for the year 2010 and the business plan and financial budget for the year 2011 were considered and approved.
2. The Company's financial reports for the year 2010 prepared in accordance with the International Financial Reporting Standards and the PRC Accounting Standards respectively, and the recommendation for submission of the financial reports to the shareholders for consideration and approval at the Company's annual general meeting for the year 2010 (the "AGM") were considered and approved.
3. The Company's annual report for the year 2010 (including the report of the Board of directors) and its summary and the results announcement, and the submission of the report of the Board of directors to the shareholders for consideration and approval at the AGM were considered and approved.
4. The Company's assessment report of the internal control for the year 2010 was considered and approved.
5. The Company's sustainable development (social responsibility) report for the year 2010 was considered and approved.
6. The Company's profit appropriation proposal for the year 2011, and the recommendation for submission of such proposal to the shareholders for consideration and approval at the AGM were considered and endorsed.

According to the financial data prepared in accordance with the PRC Accounting Standards and International Financial Reporting Standards respectively, the profit attributable to equity shareholders of the Company for the year 2010 amounted to RMB6,171.40 million and RMB6,163.48 million respectively. The Board of the Company proposed the appropriation of the profit for the year ended 31 December 2010 as follows:

- (1) Pursuant to the requirements of the Articles of Association, it is proposed that based on the statutory accounts prepared in accordance with the PRC Accounting Standards, 10% of the net profit after tax be appropriated to the statutory surplus reserve of the Company, which amounted to approximately RMB382.88 million.
- (2) Based on the Company's total number of issued shares of 3,532,868,386 shares in its share capital as at 31 December 2010, the payment of a final dividend of RMB0.3 per share (tax inclusive) is recommended. The total amount is approximately RMB1,059.86 million.
- (3) The transfer from capital reserve–share premium to share capital by way of allotment and issue of 5 new shares for every 10 existing shares held by all

shareholders be proposed. After such capitalisation issue, the Company's capital reserve will decrease from RMB13,989.11 million to RMB12,222.68 million (Please refer to note 4 to the appendix).

Upon the implementation of the above-mentioned profit appropriation proposal, the total number of issued shares of the Company will increase from 3,532,868,386 shares to 5,299,302,579 shares. It will also be proposed to the shareholders at the AGM to authorize the Board to handle the relevant matters as a result of the implementation of the profit appropriation proposal for the year 2010, such matters include but not limited to the increase in registered capital, amendments to the Articles of Association and filing of changes in particulars for industry and commerce registration.

7. The recommendation to the shareholders at the AGM to reappoint KPMG Huazhen Certified Public Accountants and KPMG Certified Public Accountants as the PRC auditors and international auditors of the Company respectively and the authorisation to the Board to determine the remuneration of the auditors were considered and approved.
8. The resolutions regarding the issue of corporate bonds were considered and approved:
 - (1) The adjustment to the maturity and type of the proposed corporate bonds was agreed:

The annual general meeting of the Company for the year 2008 held on 5 June 2009 considered and approved the resolutions regarding the issue of corporate bonds. The Board was authorized, so far as permitted by laws and regulations and based on the Company's situation and the market conditions, to formulate the detailed plan for the issue of corporate bonds and to amend and modify the terms of issue of the corporate bonds, including but not limited to all matters in relation to the terms of issue such as the issuing amount, maturity of the corporate bonds, interest rate of the corporate bonds or basis of its determination, the timing of issue, whether or not the issue will be carried out by multi-tranches and the number of tranches, etc. The maturity-types of corporate bonds set out in the original proposal were types with maturity of 5 years, 7 years and 10 years. After the adjustment, the maturity-types of corporate bonds would be changed to types with maturity of 5 years and 7 years. The proposed size of issue of the type with maturity of 5 years will be RMB5 billion and that with maturity of 7 years will be RMB4.5 billion. The final size of issue of the said two types of corporate bonds and whether to exercise the option for clawback mechanism between the two types will be determined by negotiation between the Company and the sponsor for the issue of corporate bonds according to the market conditions and the book building results from off-market price enquiries. The aggregate final size of issue of

all types of corporate bonds will not exceed RMB9.5 billion.

- (2) The extension of the validity period of the resolutions regarding the issue of corporate bonds by one year and the submission of such proposal to the shareholders for approval at the AGM was agreed:

The annual general meeting for the year 2008 considered and approved each of the resolutions regarding the issue of corporate bonds as a separate resolution. The validity period of the resolutions regarding the issue of the corporate bonds shall be 24 months from the date (i.e. 5 June 2009) on which the resolutions were passed at the said annual general meeting.

As the issue of corporate bonds has not been completed, and the validity period of the resolutions regarding the issue of the corporate bonds considered and approved at the said annual general meeting will expire on 5 June 2011, to ensure smooth execution of the issue of corporate bonds, it is proposed to extend the validity period of the resolutions regarding the issue of corporate bonds by one year, i.e. the validity period shall be extended to 5 June 2012. The authority to the Board to handle the relevant matters in relation to the issue of corporate bonds according to the specific needs of the Company and other market conditions shall remain effective. The abovementioned authority shall remain effective until the date on which the above authorized matters shall be completed, with substance of the authority remain unchanged.

9. The resolution regarding the provision of guarantee by the Company in respect of the bank borrowings of the following wholly-owned subsidiaries was considered and approved:

No.	Name of the subsidiaries being guaranteed	Gearing ratio	Guaranteed amount (RMB million)	Term of guarantee
1	Bengbu Conch Cement Co., Ltd.	64.76%	100	5 years
2	Beiliu Conch Cement Co., Ltd.	24.35%	150	1 year
3	Anhui Chizhou Conch Cement Co. Ltd.	30.58%	125	1 year
			50	3 years
			100	5 years
4	Anhui Zongyang Conch Cement Co. Ltd.	55.91%	90	3 years
			40	4 years
5	Anhui Digang Conch Cement Co. Ltd.	35.59%	120	4 years
			150	3 years
6	Anhui Huaining Conch Cement Co. Ltd.	45.88%	50	3 years

7	Xingye Kuiyang Conch Cement Co., Ltd.	52.48%	230	1 year
8	Linxiang Conch Cement Co., Ltd.	65.74%	50	1 year
9	Shuangfeng Conch Cement Co., Ltd.	28.96%	200	3 years
10	Anhui Tongling Conch Cement Co., Ltd.	50.52%	50	2 years
			100	1 year
			200	3 years
			160	5 years
11	Zhongguo Cement Co., Ltd.	68.56%	50	1 year
12	Wuhu Conch Cement Co. Ltd.	69.17%	110	1 year
			50	5 years
			40	3 years
13	Fusui Xinning Conch Cement Co., Ltd.	65.30%	150	1 year
			50	3 years
14	Taizhou Yangwan Conch Cement Co., Ltd.	68.31%	100	1 year
15	Zhangjiagang Conch Cement Co., Ltd.	38.87%	40	1 year
16	Guangyuan Conch Cement Co., Ltd.	60.17%	100	3 years
17	Suzhou Conch Cement Co., Ltd.	16.31%	100	3 years
18	Huangshan Conch Cement Co., Ltd.	14.06%	100	3 years
19	Jiangdu Conch Cement Co., Ltd.	39.94%	200	3 years
20	Huainan Conch Cement Co., Ltd.	54.44%	100	7 years
21	Liquan Conch Cement Co., Ltd.	66.69%	150	5 years
			50	3 years
Total			3,355	

As at the date of this announcement, the total outstanding liabilities guaranteed by the Company for its majority-owned subsidiaries amounted to RMB5,484 million, representing 17.35% of the Company's audited net asset value for year 2010. All the external guarantees provided by the Company were guarantees provided for its majority-owned subsidiaries. None of the Company's subsidiaries provided any external guarantees.

10. The Company's "Provisional Administrative Rules Governing the Trading of the Company's Shares by Directors, Supervisors and Senior Management Members" was considered and approved.
11. The resolutions regarding the relevant personnel changes of the Company and adjustment to the establishment of secondary institutional units were considered and approved:
 - (1) Due to other work engagement, Mr Qi Shengli submitted his resignation as executive director and deputy general manager of the Company. After thorough consideration, the Board approved his resignation, which was effective from the date of approval by the Board (i.e. 28 March 2011). The Board expresses its gratitude to Mr Qi for his contribution to the Company during his tenure.

Mr Qi has confirmed that he has no disagreement with the Board, and there are no matters in respect of his resignation that need to be brought to the attention of the shareholders of the Company. The Board has also confirmed that it is not aware of any matters in respect of Mr Qi's resignation that need to be brought to the attention of the shareholders of the Company.

According to the recommendation of the remuneration and nomination committee of the Board, the committee nominates Ms Zhang Mingjing as the candidate for executive director. Her tenure shall become effective from the date of approval by the shareholders at the AGM till the date (i.e. 2 June 2013) of expiry of the term of the fifth session of the Board. In accordance with the relevant requirements of the Articles of Association, Ms Zhang can be re-elected as executive director at subsequent annual general meetings. The Board submitted the aforementioned resolution to the shareholders for consideration at the AGM. (For the biography of Ms Zhang Mingjing, please refer to note 1 to the appendix.)

- (2) According to operational and management needs of the Company, Ms Zhang Mingjing will cease to serve as the company secretary. The Board agreed to appoint Mr Yang Kaifa as the company secretary and Mr Zhou Bo as the deputy chief accountant of the Company. Mr Yang Kaifa will cease to serve as the securities affairs representative of the Company. The Board agreed to appoint Ms Liao Dan as the securities affairs representative of the Company. The resignation and assumption of tenure of the aforesaid personnel shall be effective from 1 April 2011. (For the biographies of Mr Yang Kaifa, Mr Zhou Bo and Ms Liao Dan, please refer to note 1 to the appendix).
- (3) To further optimise the Company's internal control system and in consideration of the Company's development, the Board agreed to change

the original name of the International Business Department to External Economic Cooperation Department, and to establish a new Mineral Resources Management Department.

12. The resolution regarding the submission to the shareholders at the AGM for granting a general mandate to the Board to exercise all the powers of the Company to allot and issue new ordinary shares was considered and approved.
13. The notice of the AGM was considered and approved.

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

Wuhu City, Anhui Province, the PRC
28 March 2011

As at the date of this announcement, the Board comprises (i) Mr Guo Wensan, Mr Guo Jingbin, Mr Ji Qinying, Mr Qi Shengli 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.

Appendix:

1. Biographies of Ms Zhang Mingjing, Mr Yang Kaifa, Mr Zhou Bo and Ms Liao Dan

Ms Zhang Mingjing, senior economist, born in September 1962. Ms Zhang graduated from Anhui Normal University and joined the group in 1987. She has held positions such as head of External Economic Co-operation Department and deputy head of Development Department of Ningguo Cement Plant, officer-in-charge of the Secretariat to the Board, and company secretary of the Company. Ms Zhang is currently a deputy general manager of the Company, chairman of each of Shanghai Conch Mingzhu Cement Co., Ltd., Taicang Conch Cement Co., Ltd. and Shanghai Conch Cement Sales Co., Ltd. and officer-in-charge of the regional management committee in Shanghai.

Mr Yang Kaifa, senior economist, born in February 1974. Mr Yang graduated from Anhui University and joined the group in 1996. He has held positions such as securities affairs representative, assistant to officer-in-charge of the Secretariat to the Board and deputy officer-in-charge of the Secretariat to the Board, deputy officer-in-charge of the regional management committee in Jiangxi. He has relatively extensive experience in securities management and capital market. Mr Yang is currently the officer-in-charge of the Secretariat to the Board.

Mr Zhou Bo, senior economist, born in January 1976. Mr Zhou graduated from Shanghai University and joined the group in 2000. He has held positions such as director of the Finance Department of Anhui Zongyang Conch Cement Co., Ltd., assistant to director and deputy director of the Finance Department of the Company, deputy officer-in-charge of the regional management committee in Hunan. He has relatively extensive experience in financial management. Mr Zhou is currently the head of the Finance Department of the Company.

Ms Liao Dan, assistant accountant, born in April 1981. Ms Liao graduated from Zhengzhou Institute of Aviation Management College. She joined the group in 2004, and has held positions that involved financial analysis, board affairs management, investor relations management and information disclosure management. She is currently the head of operations of the Secretariat to the Board.

2. Saved as disclosed above, Ms Zhang Mingjing, the candidate for executive director, does not hold other positions in the Company or subsidiaries of the Company nor directorship in any other listed companies in the past three years, and has no relationship with any directors, senior management members, substantial shareholders and controlling shareholders of the Company. The remuneration of Ms Zhang Mingjing will be determined by the remuneration and nomination committee of the Board, with reference to current salary level of executive directors of similar companies in the PRC and performance of her duties.

As at the date of this announcement, Ms Zhang Mingjing does not hold any shares or

interest in the underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong).

3. General information

Saved as disclosed above, there are no other matters in relation to the proposed appointment of the abovementioned candidate of executive director needed to be brought to shareholders' attention, nor is there any other information on relevant matters required to be disclosed pursuant to Rule 13.51 (2) (especially the sub-paragraphs (h) to (v) of the said Rule) of the Listing Rules.

4. The Company will issue further announcement(s) on the timetable and the related details concerning the proposed issue to shareholders of new shares from capitalization of the capital reserve. In respect of the new H shares to be issued in such connection, application for listing approval from the Stock Exchange will be made in due course.