

Notice of Annual General Meeting

茲通告上海聯合水泥有限公司(「本公司」)訂於二零零四年五月十九日(星期三)上午九時三十分假座香港灣仔謝斐道238號世紀香港酒店低座宴會廳IV號舉行股東週年大會，藉以討論下列事項：

- (1) 省覽截至二零零三年十二月三十一日止九個月之經審核財務賬項暨董事會及核數師報告書；
- (2) 宣派截止二零零三年十二月三十一日年度之末期股息；
- (3) 重選退任董事；
- (4) 續聘核數師及授權本公司董事會釐定核數師酬金；及
- (5) 作為特別事項，考慮並酌情通過下列普通決議案(不論有否修訂)：

甲. 「動議」：

- (a) 在本決議案(b)段之限制下，一般及無條件批准本公司董事根據一切適用法例及規定，於有關期間(定義見下文)內行使本公司一切權力，在香港聯合交易所有限公司(「聯交所」)或證券及期貨事務監察委員會與聯交所就此認可之任何其他證券交易所購回本公司股份；

NOTICE IS HEREBY GIVEN that the annual general meeting of Shanghai Allied Cement Limited (the "Company") will be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 19th May 2003 at 9:30 a.m. for the following purposes:

- (1) To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31st December 2003;
- (2) To declare a final dividend for the year ended 31st December 2003;
- (3) To re-elect the retiring directors;
- (4) To re-appoint auditors and to authorise the board of directors of the Company to fix their remuneration; and
- (5) As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. "THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (defined as below) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange recognised, for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved;

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(b) 本公司根據上文(a)段所賦予之批准而購回之本公司股份總面值，不得超過本決議案通過日期本公司已發行股本總面值10%；而上文所述之批准亦須受此數額限制；及

(c) 就本決議案而言：

「有關期間」指由本決議案通過之日至下列最早時間止之期間：

- (i) 本公司下屆股東週年大會結束之時；
- (ii) 依照法例規定本公司須舉行下屆股東週年大會之期限屆滿之時；及
- (iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂本決議案之時。」

乙. 「動議：

(a) 在本決議案(c)段之限制下，一般及無條件批准本公司董事於有關期間(定義見下文)內行使本公司一切權力，以配發、發行及以其他方式處置本公司股本中之額外股份，並訂立或授出或須於有關期間內或屆滿後，根據適用之法例行使該等權力之售股建議、協議及購股權(包括可認購股份之認股權證)；

(b) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution:

“**Relevant Period**” means the period from the time of passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

B “THAT:

(a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

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- (b) 上文(a)段所賦予之批准授權本公司董事於有關期間(定義見下文)內訂立或授出或須於有關期間屆滿後行使該等權力之售股建議、協議及購股權；
- (c) 本公司董事依據上文(a)段批准配發或同意有條件或無條件配發(不論根據購股權或以其他方式)之股本總面值(惟不包括(i)配售股份(定義見下文)；(ii)因行使本公司之可兌換本公司股份之證券所附認購權或換股權而發行之股份；(iii)根據本公司當時之公司細則發行代息股份等情況所發行股份；或(iv)當時獲採納之任何本公司之購股權計劃或任何類似安排(據此可向本公司及／或其任何附屬公司僱員或董事發行本公司股本中之股份或授出可購入本公司股本中之股份之權利)而發行之股份，不得超過(i)本公司於通過本決議案之日本公司已發行股本總面值20%；另加(ii)在下文第(五丙)項決議案通過之條件下，本公司不時依據上文第(五甲)項決議案所賦予之一般授權所購回之全部股份數目，而上文所述之批准亦須受此數額限制；及
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares upon the exercise of subscription rights or conversion rights under any securities of the Company which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Bye-laws of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees or directors of the Company and/or any of its subsidiaries of shares in the capital of the Company or rights, to acquire shares in the capital of the Company shall not exceed aggregate of (i) 20 per cent. of the nominal amount of the share capital of the Company in issue as at the date of this Resolution; plus (ii) in addition, subject to the passing of Resolution No. 5C below, all those number of shares which may from time to time be purchased by the Company pursuant to the general mandate granted under Resolution No. 5A above, and the said approval shall be limited accordingly; and

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(d) 就本決議案而言：

「有關期間」指由本決議案通過之日至下列最早時間止之期間：

- (i) 本公司下屆股東週年大會結束之時；
- (ii) 依照法例規定本公司須舉行下屆股東週年大會之期限屆滿之時；及
- (iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂此決議案之時。

「配售股份」乃指在本公司董事會所指定之期間內，根據售股建議向指定記錄日期名列本公司股東名冊之股份持有人或任何類別股份持有人，按其當時持股比例或股份種類配發、發行或授予股份之建議（惟董事會有權在必須或權宜時就零碎股權或香港以外任何地區之法例所規定限制或責任或任何認可監管機構或證券交易所之規定，作出彼等認為必須或合適之豁免或其他安排。）

(d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the time of passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means the allotment, issue or grant of shares pursuant to an offer open for a period fixed by the directors of the Company to holders of shares or any class thereof on the register of members of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body of any stock exchange in, any territory outside Hong Kong).

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丙. 「動議待大會通告(本決議案為其中部份)所載第(五甲)項及第(五乙)項決議案獲正式通過後,將本公司依據上文第(五甲)項決議案採納購回之股份總面值,加入相當於本公司董事根據上文第(五乙)項決議案可配發或同意有條件或無條件配發之股份總面值,惟該等額外配發之總額不得超過本議案獲通過當日本公司已發行股本總面值10%。」

C **“THAT** conditional upon the passing of Resolution Nos. 5A and 5B above set out in the notice of the meeting of which this resolution forms part, the aggregate nominal amount of the shares which are repurchased by the Company pursuant to and in accordance with Resolution No. 5A above shall be added to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to and in accordance with Resolution No. 5B above, provided that such additional amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

26 (6) 作為特別事項,考慮並酌情通過下列特別決議案(不論有否修訂):

「動議批准並採納本公司的新章程細則(註有「A」字樣的印行本將提呈本大會,並由大會主席簽署以資識別),即時取代和摒除本公司現行的章程細則,並授權本公司董事採取及辦理適當事務,以使本公司的新章程細則得以採納。」

(6) As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as a special resolution:

“THAT the new bye-laws of the Company, in the form of the printed document marked “A” and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, be and is hereby approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the new bye-laws of the Company.”

承董事會命
公司秘書
羅秀麗

By Order of the Board
Law Sau Lai
Company Secretary

香港, 二零零四年四月十三日

Hong Kong, 13th April 2004

Notice of Annual General Meeting (Continued)

附註：

- (1) 本公司將於二零零四年五月十三日至二零零四年五月十九日止，首尾兩天包括在內，暫停辦理股份過戶登記手續。
- (2) 凡有權出席上述會議並於會上投票之股東，均可委派他人代其出席及投票。所委代表毋須為本公司股東。
- (3) 股東週年大會之代表委任表格已附上。代表委任表格連同簽署人之正式授權書(如有)或其他授權文件(如有)或經簽署證明之副本，須於會議指定舉行時間48小時前交回本公司在香港之股份過戶登記分處秘書商業服務有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。
- (4) 關於上述第五項決議案，李兆忠先生及賴顯榮先生將於應屆股東週年大會上退任，並願意膺選連任。
- (5) 有關上述決議案第(五乙)項，董事現時沒有計劃發行任何新股份。
- (6) 上述決議案第六項，主要是為符合自一九九四年四月二十二日採納本公司之現有細則以來百慕達法例及香港聯合交易所有限公司上市規則之修訂。
- (7) 載有上述決議案第(五甲)項至第(五丙)項及第(六)項詳情之說明文件已隨本公司之二零零三年年報附上。

Notes:

- (1) The register of members of the Company will be closed from 13th May 2004 to 19th May 2004, both days inclusive, during which period no transfer of shares will be effected.
- (2) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (3) A form of proxy for use in connection with the annual general meeting is enclosed. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Hong Kong Branch Share Registrars of the Company, Secretaries Limited, G/F., BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- (4) With respect to item (5) above, Mr. Steven Lee Siu Chung and Mr. Henry Lai Hin Wing will retire at the forthcoming annual general meeting, and being eligible, offer themselves for re-election.
- (5) In relating to Resolution No. 5(B) above, the directors have no present intention to issue any new shares of the Company.
- (6) Special Resolution No. 6 above is mainly to comply with the amendments of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the changes to the Laws of Bermuda since the existing bye-laws of the Company were adopted on 22nd April 1994.
- (7) An explanatory statement containing details of Resolution Nos. 5A to 5C and 6 above is enclosed with the Company's 2003 annual report.