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**CONCH**

**CONCH INTERNATIONAL  
HOLDINGS (HK) LIMITED**  
海螺國際控股(香港)有限公司

*(Incorporated in Hong Kong with limited liability)*

**CONCH**

**ANHUI CONCH CEMENT  
COMPANY LIMITED**  
安徽海螺水泥股份有限公司

*(A joint stock limited company incorporated in the*

*People's Republic of China)*

**(Stock Code: 914)**



**西部水泥**

**WEST CHINA  
CEMENT LIMITED**  
中國西部水泥有限公司

*(Incorporated in Jersey with limited liability,*

*with registered number 94796)*

**(Stock Code: 2233)**

**West China Cement Limited**

**US\$400 MILLION 6.50%**

**SENIOR NOTES DUE 2019**

**(Stock Code: 5800)**

## **SECOND SUPPLEMENTAL JOINT ANNOUNCEMENT**

### **TIME EXTENSION OF A CONDITION PRECEDENT IN RELATION TO**

**(1) MAJOR AND CONNECTED TRANSACTION OF  
WEST CHINA CEMENT IN RELATION TO THE ACQUISITION  
OF TARGET COMPANIES**

**(2) DISCLOSEABLE TRANSACTION OF CONCH CEMENT  
IN RELATION TO THE DISPOSAL OF TARGET COMPANIES AND  
ACQUISITION OF SHARES IN WEST CHINA CEMENT**

**(3) POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS BY  
OPTIMA CAPITAL LIMITED FOR AND ON BEHALF OF  
THE OFFEROR FOR ALL THE ISSUED SECURITIES IN  
WEST CHINA CEMENT (OTHER THAN THOSE ALREADY  
OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND  
PARTIES ACTING IN CONCERT WITH IT AND THOSE HELD BY  
PERSONS WHO AGREED TO EXECUTE LETTERS OF UNDERTAKING)**

**AND**

**(4) PROPOSED GRANT OF SPECIFIC MANDATE OF WEST CHINA CEMENT  
TO ALLOT AND ISSUE THE CONSIDERATION SHARES**

Reference is made to the joint announcements issued by West China Cement Limited (“**West China Cement**”), Anhui Conch Cement Company Limited (“**Conch Cement**”) and Conch International Holdings (HK) Limited (the “**Offeror**”) dated 27 November 2015 and 29 December 2015 (the “**Joint Announcements**”) and the circular issued by West China Cement dated 31 December 2015 (the “**Circular**”) in relation to, among other matters, the acquisition of the Target Companies by West China Cement pursuant to the Acquisition Agreement. Capitalised terms used herein have the same meanings as those defined in the Joint Announcements and the Circular unless the context requires otherwise.

### **Condition precedent under the Acquisition Agreement**

As disclosed in the Joint Announcements, completion of the Acquisition Agreement is conditional upon, among other things, West China Cement having obtained signed Letters of Undertaking from those Optionholders listed in the Acquisition Agreement who in aggregate hold not less than 80% (after deduction of the number of Share Options held by Mr. Zhang, Mr. Ma and Dr. Ma Weiping) of all Share Options granted and to deliver the same to Conch Cement no later than the earlier of: (i) 29 February 2016; and (ii) three (3) Business Days prior to Completion Date (the “**Condition**”). Pursuant to the Acquisition Agreement, Conch Cement may extend the timing of the satisfaction of the Condition.

As West China Cement anticipates that it is unable to satisfy the Condition on or before 29 February 2016, Conch Cement had granted a consent to West China Cement and Grand Winner on 29 February 2016 to extend the deadline for the satisfaction of the Condition to the earlier of: (i) 31 May 2016; and (ii) three (3) Business Days prior to Completion Date.

Save as disclosed in this joint announcement, all terms and conditions of the Acquisition Agreement as set out in the Joint Announcements and Circular remain unchanged.

**Warning: Acquisition Completion is subject to fulfilment of certain conditions and the Offers will only be made if the Acquisition Completion takes place. Accordingly, the Transaction may or may not be completed and the Offers may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the shares of Conch Cement and West China Cement.**

By order of the board of  
directors of  
**Conch International  
Holdings (HK) Limited**  
**Zhang Mingjing**  
*Director*

By order of the board of  
directors of  
**Anhui Conch Cement  
Company Limited**  
**Wang Jianchao**  
*Vice-chairman*

By order of the board of  
directors of  
**West China Cement  
Limited**  
**Zhang Jimin**  
*Chairman*

Hong Kong, 29 February 2016

As at the date of this joint announcement, the Conch Cement Board comprises:

**Executive directors**

Mr. Wang Jianchao  
Ms. Zhang Mingjing  
Mr. Zhou Bo

**Non-executive director**

Mr. Guo Jingbin

**Independent non-executive directors**

Mr. Wong Kun Kau  
Mr. Tai Kwok Leung  
Mr. Zhao Jianguang

As at the date of this joint announcement, the board of directors of the Offeror comprises:

Ms. Zhang Mingjing  
Mr. Zhou Bo  
Mr. Yang Kaifa

As at the date of this joint announcement, the West China Cement Board comprises:

**Executive directors**

Mr. Zhang Jimin (*Chairman*)  
Dr. Ma Weiping (*Chief Executive Officer*)

**Non-executive directors**

Mr. Ma Zhaoyang  
Mr. Qin Hongji  
Ms. Liu Yan

**Independent non-executive directors**

Mr. Lee Kong Wai, Conway  
Mr. Wong Kun Kau  
Mr. Tam King Ching, Kenny

*The directors of West China Cement jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror or any of its associates and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror or any of its associates and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.*

*The directors of the Offeror and the directors of Conch Cement jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the West China Cement Group, Mr. Zhang and parties acting in concert with him), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the West China Cement Group, Mr. Zhang and parties acting in concert with him) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.*