
DEFINITIONS

In this prospectus, the following expressions have the following meanings, unless the context otherwise requires:

“acquisition”	the proposed acquisition of 100% interest in each of Guangxi CR Cement Holding, Dongguan Cement Holding, Dongguan Concrete Holding and Shenzhen Concrete Holding, and related shareholders’ loans in the aggregate principal amount of HK\$208,704,951 due from Dongguan Cement Holding to China Resources Holdings
“acquisition agreement”	a conditional agreement dated 26th March, 2003 entered into between the company and China Resources Holdings for the acquisition of the acquired companies
“acquired companies”	the companies to be acquired under the acquisition, namely, Guangxi CR Cement Holding, Dongguan Cement Holding, Dongguan Concrete Holding and Shenzhen Concrete Holding
“Anglo Chinese” or “sponsor”	Anglo Chinese Corporate Finance, Limited, the sponsor of the company, and a deemed licensed corporation under SFO permitted to engage in types 1, 4, 6 and 9 of the regulated activities as defined in SFO
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“board”	the board of directors of the company
“bonus issue”	the proposed allotment and issue of shares to China Resources Enterprise as a bonus issue by way of the capitalisation of the share premium account of the company in preparation for the distribution
“Buildings Department”	the Buildings Department of the Government of Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“cement operations”	the Guangxi CR Cement Holding group and the Dongguan Cement Holding group
“China Resources Enterprise”	China Resources Enterprise, Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Stock Exchange
“China Resources Enterprise group”	China Resources Enterprise and its subsidiaries, or after the distribution, China Resources Enterprise and its subsidiaries other than the group, where appropriate
“China Resources Enterprise independent shareholders”	holders of China Resources Enterprise shares other than China Resources Holdings and its associates
“China Resources Enterprise shareholders”	holders of China Resources Enterprise shares

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“China Resources Enterprise share(s)”	share(s) of HK\$1.0 each in the issued share capital of China Resources Enterprise
“China Resources Holdings”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability and the controlling shareholder of China Resources Enterprise and of the company
“China Resources Holdings group”	China Resources Holdings and its subsidiaries
“company”	China Resources Cement Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 13th March, 2003 under the Companies Law (2002 Revision) of the Cayman Islands
“Companies Law”	the Companies Law (2003 Revision) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong (as amended)
“CR Cement Company”	China Resources Cement Company Limited, a company incorporated in Hong Kong with limited liability on 25th January, 1994, which is held as to 70% by Dongguan Cement Holding; 12.5% by UBE Industries, Ltd.; 10% by Sumitomo Corporation; and 2.5% by Sumitomo Corporation (Hong Kong) Ltd.; and 5% by Dongguan Metals and Minerals. On 3rd June, 2003, Dongguan Cement Holding entered into an agreement with Dongguan Metals and Minerals for the acquisition of its 5% interest in CR Cement Company and Dongguan Cement, such acquisition is expected to be completed on or before the introduction in July 2003, whereupon Dongguan Cement Holding will hold a 75% interest in CR Cement Company. CR Cement Company will cease operation upon listing. However, Dongguan Cement Holding is also currently considering the restructuring of Dongguan Cement as a wholly owned subsidiary of CR Cement Company
“CR Metals & Minerals”	China Resources Metals & Minerals Company Limited (華潤五金礦產有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly owned subsidiary of China Resources Holdings
“director(s)”	the director(s) of the company
“distribution”	the payment of a special interim dividend by China Resources Enterprise to China Resources Enterprise shareholders whose names appear in the register of members of China Resources Enterprise at the close of business on the record date to be satisfied by way of distribution in specie of the shares then in issue, on the basis of one share in the company for every ten China Resources Enterprise shares held, rounded down to the nearest whole number
“District Lands Offices”	the District Lands Offices of the Lands Department

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“Dongguan Cement”	Dongguan Huarun Cement Manufactory Co., Ltd. (東莞華潤水泥廠有限公司), a sino foreign equity joint venture established on 23rd May, 1994 in accordance with the laws of the PRC, which is held as to 70% by Dongguan Cement Holding; 12.5% by UBE Industries, Ltd.; 10% by Sumitomo Corporation and 2.5% by Sumitomo Corporation (Hong Kong) Ltd.; and 5% by Dongguan Metals and Minerals. On 3rd June, 2003, Dongguan Cement Holding entered into an agreement with Dongguan Metals and Minerals for the acquisition of its 5% interest in CR Cement Company and Dongguan Cement, such acquisition is expected to be completed on or before the introduction in July 2003, whereupon Dongguan Cement Holding will hold a 75% interest in Dongguan Cement
“Dongguan Cement Holding”	Clear Bright Investments Limited, a company incorporated in the British Virgin Islands with limited liability, currently a wholly owned subsidiary of China Resources Holdings and, upon completion of the acquisition, will be a wholly owned subsidiary of the company. It holds a 70% interest in CR Cement Company and Dongguan Cement. On 3rd June, 2003, Dongguan Cement Holding entered into an agreement with Dongguan Metals and Minerals for the acquisition of a 5% interest in CR Cement Company and Dongguan Cement, such acquisition is expected to be completed on or before the introduction in July 2003, whereupon Dongguan Cement Holding will hold a 75% interest in Dongguan Cement and CR Cement Company
“Dongguan Cement Holding group”	Dongguan Cement Holding and its subsidiaries
“Dongguan Concrete”	Dongguan China Resources Concrete Co., Ltd. (東莞華潤混凝土有限公司), a wholly foreign owned enterprise established on 24th June, 2002 in accordance with the laws of the PRC, which is a wholly owned subsidiary of Dongguan Concrete Holding
“Dongguan Concrete Holding”	Full Sincere Limited, a company incorporated in the British Virgin Islands with limited liability, currently a wholly owned subsidiary of China Resources Holdings and, upon completion of the acquisition, will be a wholly owned subsidiary of the company. It holds a 100% interest in Dongguan Concrete
“Dongguan Concrete Holding group”	Dongguan Concrete Holding and its subsidiaries
“Dongguan Metals and Minerals”	Guangdong Dongguan Metals and Minerals Import and Export Ltd. (廣東省東莞五金礦產進出口有限公司), previously named as Guangdong Metals and Minerals Import and Export Corporation (廣東省東莞五金礦產進出口公司), an independent third party
“enlarged group”	the group and the acquired companies and their respective subsidiaries after the completion of the acquisition

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“extraordinary general meeting”	the extraordinary general meeting of China Resources Enterprise to be held at 10:00 a.m. on 15th July, 2003 at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong
“Grand Max”	Grand Max Investment Limited, a company incorporated in Hong Kong, which is owned and controlled by Mr. Howard Chan
“group”	the company and the Redland group
“group reorganisation”	the reorganisation of the China Resources Holdings group in preparation for the listing of the shares on the Main Board, details of which are set out in appendix IX to this prospectus
“Guangxi CR Cement”	Guangxi China Resources Hongshuihe Cement Co., Ltd (廣西華潤紅水河水泥有限公司), a sino foreign equity joint venture established on 24th December, 2001 in accordance with the laws of the PRC, which is held as to 70% by Guangxi CR Cement Holding and 30% by Guangxi Hongshuihe Cement
“Guangxi CR Cement Holding”	Flavour Glory Limited, a company incorporated in the British Virgin Islands with limited liability, currently a wholly owned subsidiary of China Resources Holdings and, upon completion of the acquisition, will be a wholly owned subsidiary of the company
“Guangxi CR Cement Holding group”	Guangxi CR Cement Holding and its subsidiaries
“Guangxi Hongshuihe Cement”	Guangxi Hongshuihe Cement Joint Stock Company Limited (廣西紅水河水泥股份有限公司), a joint stock company established in the PRC
“Guangxi ZAR”	Guangxi Zhuang Self Autonomous Region
“HIBOR”	Hong Kong Interbank Offer Rate
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Innovative Market”	Innovative Market Limited, a company incorporated in the British Virgin Islands with limited liability on 8th May, 1997, the holding company of Redland Holdings and following the group reorganisation, a wholly owned subsidiary of the company
“introduction”	the proposed listing of the shares in issue or to be issued pursuant to the bonus issue and completion of the acquisition, on the Main Board by way of an introduction pursuant to the Listing Rules
“Lands Department”	the Lands Department of the Government of Hong Kong

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“latest practicable date”	19th June, 2003, being the latest practicable date for the purpose of ascertaining certain information contained herein prior to the printing of this prospectus
“Listing Committee”	the listing committee of the Stock Exchange
“listing date”	the date when the shares are first listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	Main Board of the Stock Exchange
“Man Wah”	Man Wah Quarry Limited, a company incorporated in Hong Kong with limited liability on 20th November, 1984, which is held as to 50% by Redland Concrete; 12.5% by Mr. Howard Chan; and 37.5% by an independent third party
“Minmetals Holdings”	China Resources Machinery and Minmetals (Holdings) Co., Limited (華潤機械五礦(集團)有限公司), a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of China Resources Holdings
“Mr. Howard Chan”	Chan Siu Cheung, a former director of Redland Concrete, holds a 12.5% shareholding interest in Man Wah and owns and controls Grand Max
“PRC” or “China”	the People’s Republic of China, and for the purposes of this prospectus, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“PRC concrete operations”	the Dongguan Concrete Holding group and the Shenzhen Concrete Holding group
“Quality Control Consultants”	Quality Control Consultants Limited, a company incorporated in Hong Kong with limited liability on 27th September, 1985 acquired by the Redland group in March 1997
“record date”	15th July, 2003, being the record date for determining the entitlement of China Resources Enterprise shareholders to the distribution
“Redland Concrete”	Redland Concrete Limited, a company incorporated in Hong Kong with limited liability on 28th February, 1986 and a wholly owned subsidiary of Redland Holdings
“Redland Concrete Connections”	Redland Concrete Connections Limited, a company incorporated in Hong Kong with limited liability on 15th August, 1996 and a wholly owned subsidiary of Redland Concrete
“Redland Construction Materials”	Redland Construction Materials Limited, a company incorporated in Hong Kong with limited liability on 27th May, 1988 and a wholly owned subsidiary of Redland Concrete

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“Redland group”	Innovative Market, its subsidiaries and associated companies
“Redland Holdings”	Redland Holdings Limited, a company incorporated in the British Virgin Islands on 29th April, 1997, a wholly owned subsidiary of Innovative Market and the holding company of Redland Concrete and its subsidiaries and associated companies
“Redland Mortars”	Redland Mortars Limited, a company incorporated in Hong Kong with limited liability on 8th August, 1986 and a wholly owned subsidiary of Redland Concrete
“Redland Shotcrete”	Redland Shotcrete Limited, a company incorporated in Hong Kong with limited liability on 8th October, 1997 and a wholly owned subsidiary of Redland Concrete
“Redland Precast”	Redland Precast Concrete Products Limited, a joint venture company incorporated in Hong Kong on 25th July, 1991 owned as to 50% by Redland Concrete and 50% by Grand Max
“Securities and Futures Commission”	Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“share(s)”	share(s) of HK\$0.10 each in the issued share capital of the company
“shareholders”	holders of the shares
“share option scheme”	the share option scheme conditionally adopted by the company on 20th June, 2003, the principal terms of which are summarised in the section headed “Share option scheme” in appendix IX to this prospectus
“share registrar”	Standard Registrars Limited, the share registrar of the company
“Shenzhen Concrete”	Shenzhen China Resources Tiejian Concrete Co., Ltd. (深圳市華潤鐵建混凝土有限公司), a limited liability company established on 26th March, 2002 in accordance with the laws of the PRC, which is beneficially held as to 70% by Shenzhen Concrete Holding and 30% by 中鐵建廠工程局深圳實業公司 (Zhong Tie Jian Chang Construction Department Shenzhen Industrial Company)
“Shenzhen Concrete Holding”	Goodsales Investments Limited, a company incorporated in the British Virgin Islands with limited liability, currently a wholly owned subsidiary of China Resources Holdings and, upon completion of the acquisition, will be a wholly owned subsidiary of the company
“Shenzhen Concrete Holding group”	Shenzhen Concrete Holding and its subsidiaries
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Wygetta Quarry”	Wygetta Quarry Limited, a company incorporated in Hong Kong in which Mr. Howard Chan is interested as a director and a shareholder
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“RMB” or “Renminbi”	the lawful currency of the PRC
“US” or “USA”	the United States of America
“US\$”	the lawful currency of USA
“sq.ft.”	square feet
“sq.m.”	square metres
“%”	per cent.

Unless otherwise specified in this prospectus, amounts denominated in Renminbi and United States dollars have been translated, for the purpose of illustration only, into Hong Kong dollars using the following exchange rates

$$HK\$1.00 = RMB1.0609$$

$$HK\$7.80 = US\$1.00$$

No representation is made that any amounts in Renminbi and United States dollars could have been or could be converted at the above rates or at any other rates.