



華潤水泥控股有限公司

China Resources Cement Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 712)

Notice of annual general meeting

NOTICE IS HEREBY GIVEN that an annual general meeting of China Resources Cement Holdings Limited (the “Company”) will be held at 50/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 21 May 2004 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the period from 13 March 2003 (date of incorporation) to 31 December 2003.
2. To re-elect Directors and to authorise the Board of Directors to fix the remuneration of the Directors.
3. To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.
4. To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital.
5. To grant a general mandate to the Directors to issue additional shares not exceeding 20% of the issued share capital.
6. To extend the general mandate under item 5 hereof by increasing the number of shares permitted to be issued equivalent to the number of shares repurchased under item 4 hereof.
7. To amend Articles 2, 76, 85(a), 103(c), (e) and (f), 112, 116 and 175 (the “Articles”) in respect of the recent amendments to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). A brief background to the proposed amendments to the Articles is set out as follows:–

(a) Article 2

To amend the definition of subsidiary in accordance with the definition of subsidiary under the Listing Rules.

(b) Article 76

To reflect the requirement of voting by poll under the Listing Rules.

(c) Article 85(a)

To reflect the restriction on voting by member as required by the amended Appendix 3 of the Listing Rules.

(d) Article 103(c) and (e)

To be consistent with the provisions of the amended Appendix 3 of the Listing Rules so that subject to certain exceptions, a Director shall abstain from voting at the board meeting on any contract, arrangement or proposal in which he or any of his associates has a material interest nor shall he be counted towards the quorum of the relevant board meeting.

(e) Article 103(f)

To amend the definition of “associate(s)” in line with the Listing Rules.

(f) Article 112

To amend that the Managing Director or Joint Managing Director is also subject to retirement by rotation.

(g) Article 116

To be consistent with the amended Appendix 3 of the Listing Rules which stipulates the minimum seven-day period for lodgment by a member of the notice to nominate a director and the nomination shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting.

(h) Article 175

To renumber the existing paragraphs appropriately.

By Order of the Board
Lee Yip Wah, Peter
Company Secretary

Hong Kong, 7 April 2004

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (who must be an individual) to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
3. To be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Standard Registrars Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting.
4. With regard to items 4 to 7 set out in this notice, a circular giving details of the amendments of the Articles and general mandates to repurchase and issue shares will be despatched to the shareholders together with the Company's Annual Report 2003 on 7 April 2004. Full version of this notice will be set out in the said circular.

5. Full version of this notice is also available for viewing on the website of the Stock Exchange at www.hkex.com.hk.
6. The Board of Directors of the Company comprises of twelve Directors, of which six are executive Directors, namely Mr. Qiao Shibo, Mr. Shi Shanbo, Ms. Zhou Junqing, Mr. Zhou Longshan, Ms. Sun Mingquan and Mr. Zheng Yi; three are non-executive Directors, namely Mr. Ning Gaoning, Mr. Jiang Wei and Mr. Keung Chi Wang, Ralph; and three are independent non-executive Directors, namely Mr. Chan Mo Po, Paul, Mr. Lin Zongshou and Mr. Lui Pui Kee, Francis.

Please also refer to the published version of this announcement in The Standard.