



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Resources Cement Holdings Limited (the “Company”) will be held at 4:00 p.m. on Wednesday, 20 October 2004 at 49th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “THAT:

Dongguan Cement Transactions (as defined and described in the circular of the Company dated 4 October 2004 and despatched to the shareholders of the Company) and the relevant caps, a copy of which circular has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated therein be and are hereby generally and unconditionally approved, ratified and confirmed and the directors of the Company be and are hereby authorised to take all steps necessary or expedient in their opinion to implement and/or to give effect to the Dongguan Cement Transactions.”

2. “THAT:

Zhanjiang CR Cement Transactions (as defined and described in the circular of the Company dated 4 October 2004 and despatched to the shareholders of the Company) and the relevant caps, a copy of which circular has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated therein be and are hereby generally and unconditionally approved, ratified and confirmed and the directors of the Company be and are hereby authorised to take all steps necessary or expedient in their opinion to implement and/or to give effect to the Zhanjiang CR Cement Transactions.”

3. “**THAT:**

Oil Products Transactions (as defined and described in the circular of the Company dated 4 October 2004 and despatched to the shareholders of the Company) and the relevant caps, a copy of which circular has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated therein be and are hereby generally and unconditionally approved, ratified and confirmed and the directors of the Company be and are hereby authorised to take all steps necessary or expedient in their opinion to implement and/or to give effect to the Oil Products Transactions.”

By Order of the Board

Shi Shanbo

Director

Hong Kong, 4 October 2004

Registered office:

P.O. Box 309GT
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands

Head office and principal place of business in Hong Kong:

Room 4107, 41/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

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) A form of proxy for use at the meeting is enclosed.
- (4) 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 notarially certified copy thereof, must be lodged with the Hong Kong branch share registrars and transfer office of the Company, 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 for holding the meeting or adjournment thereof. Completion and return of the form of proxy will not preclude members from subsequently attending and voting in person at the meeting or any adjourned meeting.

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