



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)

Proxy form for use at the Extraordinary General Meeting of CHINA RESOURCES CEMENT HOLDINGS LIMITED (the “Company”) convened at 4:00 p.m. on Wednesday, 20 October 2004 and at any adjournment thereof.

I/We (note 1) _____
of _____
being the registered holder(s) of _____ shares (note 2) of
HK\$0.10 each in the capital of the Company, hereby appoint the Chairman of the meeting or (note 3)
_____ of _____
or failing him _____
of _____
to act as my/our proxy at the Extraordinary General Meeting of the Company to be held at 4:00 p.m. on Wednesday, 20 October 2004 at 49th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and at any adjournment thereof and to vote on my/our behalf as indicated below (note 4).

	FOR (note 4)	AGAINST (note 4)
Ordinary Resolution 1: (to approve the Dongguan Cement Transactions and the relevant cap amounts) as more fully described in the notice of the meeting		
Ordinary Resolution 2: (to approve the Zhanjiang CR Cement Transactions and the relevant cap amounts) as more fully described in the notice of the meeting		
Ordinary Resolution 3: (to approve the Oil Products Transactions and the relevant cap amounts) as more fully described in the notice of the meeting		

Dated this _____ day of _____ 2004 Shareholder’s signature: (note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer, attorney or other person duly authorised.
- 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.
- To be valid, this proxy form, 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 China Resources Cement Holdings Limited, 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 any adjournment thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from subsequently attending and voting at the meeting or any adjourned meeting if you so wish.