



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 Monday, 10 January 2005 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** conditional on passing resolution numbered 2 below, the execution of the conditional sale and purchase agreement dated 29 November 2004 (“Acquisition Agreement”) (a copy of which is produced to the meeting marked “A” and initialed by the Chairman of the meeting for the purpose of identification) made between China Resources (Holdings) Company Limited as vendor and the Company as purchaser for the acquisition of the entire issued share capital of Tricot Limited which in turn holds approximately 73.5% equity interest in Guangxi Pingnan China Resources Yufeng Cement Company Limited, and the related shareholder’s loan for a total consideration of approximately HK\$151.7 million, the terms and conditions of the Acquisition Agreement, the documents incidental to and the transactions contemplated under the Acquisition Agreement and the performance of the Company thereof be and are hereby confirmed, ratified and approved and that any one or more of the directors of the Company (“Director(s)”) be and are hereby authorised to sign, seal, execute, perfect and deliver such other documents or supplemental agreements and to all such acts, matters and things as he or she or they may consider necessary or desirable for the purposes of giving effect to the Acquisition Agreement and completing the transactions contemplated by the Acquisition Agreement with such changes as such Director(s) may consider necessary, desirable or expedient.”

2. (a) **“THAT** the execution of conditional subscription agreement dated 29 November 2004 (“Subscription Agreement”) (a copy of which is produced to the meeting marked “B” and initialed by the Chairman of the meeting for the purpose of identification), the terms and conditions of the Subscription Agreement, the documents incidental to and the transactions contemplated under the Subscription Agreement and the performance of the Company thereof be and are hereby confirm, ratified and approved and the issue of zero coupon guaranteed convertible bonds (“Bonds”) due 2010 in the aggregate principal amount of HK\$800.0 million in the form and on the terms and conditions as set out in the Subscription Agreement to Firstsuccess Investments Limited, a wholly owned subsidiary of China Resources (Holdings) Company Limited, by China Resources Cement Finance Limited, a wholly owned subsidiary of the Company, and guaranteed by and convertible into shares of the Company, and the allotment and issue of new shares in the capital of the Company upon conversion of the Bonds (whether in whole or in part thereof), be and are hereby approved;
- (b) subject to closing of the Bonds, the Directors be and are hereby authorised to allot and issue new shares of the Company, credited as fully paid and ranking pari passu in all respects with all the shares in the capital of the Company then in issue, upon exercise or deemed exercise of the conversion rights attaching to the Bonds (whether in whole or in part thereof) in accordance with the terms and conditions governing the Bonds; and
- (c) the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient in connection with the transactions or any of the matters contemplated in sub-paragraphs 2(a) and 2(b) above.” and
3. **“THAT** conditional on passing resolution numbered 1 above, the provision of financial assistance by way of guarantee and shareholder’s loan, as described in the circular of the Company dated 24 December 2004 and despatched to shareholders of the Company (a copy of which is produced to the meeting marked “C” and initialed by the Chairman of the meeting for the purpose of identification), by the Company to a substantial shareholder of Guangxi Pingnan China Resources Yufeng Cement Company Limited upon completion of

the acquisition under the Acquisition Agreement (as referred to in Resolution No. 1) be and is hereby approved and the Directors be and are hereby authorised to take all steps necessary or expedient, in their opinion, to implement and/or give effect to the provision of such financial assistance.”

By Order of the Board

Shi Shanbo

Director

Hong Kong, 24 December 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 share registrar 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.

As at the date of this announcement, the Board comprises 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.