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**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)**



**華潤水泥財務有限公司**  
**China Resources Cement Finance Limited**  
(Incorporated in the British Virgin Islands with limited liability)

## **RESULTS OF THE CLAWBACK OFFER**

**Financial adviser**

**ANGLO CHINESE**  
CORPORATE FINANCE, LIMITED

The Board announces that at 4:00 p.m. on Thursday, 17 February 2005, being the latest time for the acceptance, application and payment for the Clawback Offer, a total of 10 valid acceptances and applications for the Bonds with the aggregate principal amount of approximately HK\$57.1 million, representing approximately 28.6% of the Bonds with the aggregate principal amount of HK\$200.0 million offered under the Clawback Offer, have been received.

As Bonds in an aggregate principal amount of more than HK\$50.0 million have been accepted and, or applied for under excess application by the Qualifying Shareholders, the Clawback Offer will become unconditional upon the receipt of the listing approval from the Stock Exchange. It is expected that the Clawback Offer will become unconditional on or before Wednesday, 2 March 2005.

The certificates for the Bonds will be despatched on Friday, 25 February 2005 to the relevant Qualifying Shareholders at their own risk to their addresses shown on the register of members of the Company.

Dealings in the Bonds are expected to commence on Wednesday, 2 March 2005.

## **INTRODUCTION**

Reference is made to the announcement dated 2 December 2004 and the circular dated 24 December 2004 of the Company and the prospectus dated 31 January 2005 (the “Prospectus”) of the Issuer relating to, amongst other things, the Clawback Offer of the Bonds due 2010 in the aggregate principal amount of HK\$200.0 million. Unless otherwise stated, terms used herein shall have the same meaning as those defined in the Prospectus.

## **RESULTS OF THE CLAWBACK OFFER**

The Board announces that at 4:00 p.m. on Thursday, 17 February 2005, being the latest time for the acceptance, application and payment for the Clawback Offer, the Subscriber has received a total of 10 valid acceptances and applications for the Bonds with the aggregate principal amount of approximately HK\$57.1 million, representing approximately 28.6% of the Bonds with the aggregate principal amount of HK\$200.0 million offered under the Clawback Offer. All valid acceptances and applications for the Bonds were accepted and no allocation was necessary.

As Bonds in an aggregate principal amount of more than HK\$50.0 million have been accepted and, or applied for under excess application by the Qualifying Shareholders, the Clawback Offer will become unconditional upon the receipt of the listing approval from the Stock Exchange. It is expected that the Clawback Offer will become unconditional on or before Wednesday, 2 March 2005.

## **EFFECT ON THE SHARE CAPITAL OF THE COMPANY AS A RESULT OF CONVERSION**

Based on an initial conversion price of HK\$2.00 per Share and assuming full conversion of the Bonds, the Bonds are convertible into 400,000,000 Shares, representing approximately 110.3% of the number of issued Shares as at the date of this announcement and approximately 52.4% of the number of issued Shares as enlarged by the issue of the Conversion Shares.

The following table summarises the potential effects on the shareholding structure of the Company as a result of the conversion of the Bonds (by reference to current shareholdings):

<b>Shareholders</b>	<b>Before the conversion of the Bonds</b>		<b>After the conversion of the Bonds</b>	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
China Resources Holdings	270,132,647	74.5	641,568,647	84.1
Public	92,674,814	25.5	121,238,814	15.9
	<u>362,807,461</u>	<u>100.0</u>	<u>762,807,461</u>	<u>100.0</u>

China Resources Holdings has undertaken to the Company and the Stock Exchange that it will not exercise the rights to convert the Bonds held by it and/or its associates if such conversion would result in Shares of less than the specified percentage required by the then prevailing Listing Rules to be held by the public. As at the date of this announcement, this percentage is currently at 25% for the Company.

## **DESPATCH OF THE CERTIFICATES FOR THE BONDS**

The certificates for the Bonds will be despatched on Friday, 25 February 2005 to the relevant Qualifying Shareholders at their own risk to their addresses shown on the register of members of the Company.

Dealings in the Bonds are expected to commence on Wednesday, 2 March 2005.

By order of the Board

**Shi Shanbo**

*Director*

By order of the board of directors of the Issuer

**Shi Shanbo**

*Director*

Hong Kong, 22 February 2005

*As at the date of this announcement, the Board comprises eleven 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; two are non-executive Directors, namely 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.*

*As at the date of this announcement, the board of directors of the Issuer comprises four directors, namely Mr. Shi Shanbo, Ms. Zhou Junqing, Mr. Zhou Longshan and Mr. Lau Chung Kwok Robert.*

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