



**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 on Monday, 11 April 2005 at 4:00 p.m. at 49th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT** a supplemental agreement (“Supplemental JV Agreement”) to be entered into between Tricot Limited, a wholly owned subsidiary of the Company, and Guangxi Yufeng Group Cement Company Limited (a copy of which is produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) relating to the contribution of additional registered capital of a total of RMB419,220,000 in cash, equivalent to approximately HK\$393,773,000, by Tricot Limited to Guangxi Pingnan China Resources Yufeng Cement Company Limited, the terms and conditions of the Supplemental JV Agreement, the documents incidental to and the transactions contemplated under the Supplemental JV Agreement and the performance of Tricot Limited thereof be and are hereby approved, and that any one or more of the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect and deliver any documents and to do all such acts, matters and things as he or she or they may consider necessary or desirable for the purpose of giving effect to the Supplemental JV Agreement and completing the transactions contemplated by the Supplemental JV Agreement with such changes as such director(s) may consider necessary, desirable or expedient.”

By Order of the Board

**Shi Shanbo**

*Director*

Hong Kong, 24 March 2005

*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) 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 Standard Registrars Limited, the share registrar of the Company, 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 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.*

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