



嘉新水泥（中國）控股股份有限公司*

Chia Hsin Cement Greater China Holding Corporation

(incorporated in the Cayman Islands with limited liability)

(Stock code: 699)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of Chia Hsin Cement Greater China Holding Corporation (the “Company”) will be held at Gloucester Room, 2/F, Mandarin Oriental, Hong Kong, 5 Connaught Road Central, Hong Kong on Thursday, 10 November 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary and special resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the conditional agreement (the “Union Cement Purchase Agreement”) dated 15 September 2005 entered into between 嘉新京陽水泥有限公司 (Chia Hsin Jingyang Cement Co., Ltd.) (“Jingyang Cement”) and 江蘇聯合水泥有限公司 (Jiangsu Union Cement Co., Ltd.) (“Union Cement”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, pursuant to which Jingyang Cement will purchase clinker from Union Cement from time to time (the “Clinker Transactions”) be and is hereby approved, ratified and confirmed;
- (b) the proposed cap in relation to the Clinker Transactions for the financial year ending 31 December 2006 of RMB396 million be and is hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Union Cement Purchase Agreement.”

2. **“THAT**

- (a) the conditional agreement (the “Ganghui Sales Agreement”) dated 15 September 2005 entered into between 嘉新京陽水泥有限公司 (Chia Hsin Jingyang Cement Co., Ltd.) (“Jingyang Cement”) and 上海嘉新港輝有限公司 (Shanghai Chia Hsin Ganghui Co., Ltd.) (“Ganghui”), a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose, pursuant to which Jingyang Cement will sell certain cement products to Ganghui from time to time (the “Cement Transactions”) be and is hereby approved, ratified and confirmed;

- (b) the proposed cap in relation to the Cement Transactions for the financial year ending 31 December 2006 of RMB50 million be and is hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Ganghui Sales Agreement.”

SPECIAL RESOLUTION

3. **“THAT** the Articles of Association of the Company be and are hereby amended in the following manner:

- (a) Article 81.(a)

By deleting the existing Article 81.(a) in its entirety and substituting therefor a new Article 81.(a) as follows:

‘81.(a) “Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) or by proxy shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way.”

- (b) Article 95

By deleting the existing Article 95 in its entirety and substituting therefor a new Article 95 as follows:

‘95. “The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first general meeting of the Company after his appointment and shall be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 112.”

- (c) Article 112

By deleting the existing Article 112 in its entirety and substituting therefor a new Article 112 as follows:

‘112. “Unless and until the Company in a general meeting shall otherwise determine, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director (including those appointed for a specific term or holding office as Chairman or Managing Director) shall be subject to retirement by rotation at least once every three years or within such other period as the Exchange may from time to time prescribe or within such other period as the laws of such jurisdiction applicable to the Company. The Directors to retire in every year shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.”

(d) Article 115

By deleting the existing Article 115 in its entirety and substituting therefor a new Article 115 as follows:

‘115. “The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 112.”

Yours faithfully,
By Order of the Board
**Chia Hsin Cement Greater China
Holding Corporation**
Wang Chien Kuo, Robert
Chairman

As the date of this announcement, Mr Wang Chien Kuo, Robert, Mr Lan Jen Kuei, Konrad, Mr Chang Kang Lung, Jason and Ms Wang Li Shin, Elizabeth are the executive directors, Mr Chang Yung Ping, Johnny and Mr Chang An Ping, Nelson are the non-executive directors and Mr Mackenzie Davin A., Mr Zhuge Pei Zhi and Mr Wu Chun Ming are the independent non-executive directors.

Hong Kong, 12 October 2005

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

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
2. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
3. In order 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 of such power or authority, must be lodged at the office of the Company's share registrar, Tricor Investor Services Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

* *for identification purpose only*

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