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**華潤(集團)有限公司**  
**China Resources (Holdings) Company Limited**

*(Incorporated in Hong Kong with limited liability)*



**順創投資有限公司**  
**Smooth Concept Investments Limited**

*(Incorporated in the British Virgin Islands with limited liability)*



**華潤水泥控股有限公司**  
**China Resources Cement Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**Stock Codes: 712 and 2512**

## **DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT**

The despatch of the Composite Document will be delayed due to the additional time required for accommodating Court Meeting arrangements and fixing court hearing dates. It is expected that the Composite Document will be sent to Shareholders, Convertible Bondholders and Optionholders on or before 22 May 2006. A detailed timetable of the Scheme of Arrangement will be set out in the Composite Document and in the announcement to be issued upon the despatch of the Composite Document.

Reference is made to the joint Announcement of CRH, Smooth Concept and CRC dated 31 March 2006 in relation to the proposed privatisation of CRC by CRH and Smooth Concept by way of a Scheme of Arrangement. Unless otherwise defined herein, capitalised terms and expressions in this announcement shall have the meanings used in the Announcement.

## **INTRODUCTION**

On 31 March 2006, CRH, Smooth Concept and CRC jointly announced that CRH, through its wholly-owned subsidiary, Smooth Concept, requested the Board to put forward to its Shareholders a Proposal which, if implemented, will result in CRC becoming a wholly-owned subsidiary of Smooth Concept. The Proposal will be implemented by way of a Scheme of Arrangement under Section 86 of the Companies Law. A description of the Proposal is set out in the Announcement.

## DESPATCH OF THE COMPOSITE DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, unless the consent of the Executive is otherwise obtained, the Composite Document should be sent to Shareholders, Convertible Bondholders and Optionholders, within 35 days of the Announcement, which would be on or before 5 May 2006.

A court hearing is required for the Court to issue its direction for convening the Court Meeting, whereupon the particulars of the Court Meeting will be finalised and specified in the Composite Document. As at the date of this announcement, it is anticipated that the earliest available time that the Court Meeting can be scheduled is 15 June 2006. As such, the Composite Document cannot be despatched to Shareholders, Convertible Bondholders and Optionholders on or before 5 May 2006. An application has been made to the Executive for an extension of the time for the despatch of the Composite Document and it is currently anticipated that the Composite Document will be despatched to Shareholders on or before 22 May 2006. A detailed timetable of the Scheme of Arrangement will be set out in the Composite Document and in the announcement to be issued upon the despatch of the Composite Document.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Announcement”	the announcement dated 31 March 2006 jointly made by CRH, Smooth Concept and CRC relating to the Proposal
“Composite Document”	the composite scheme document in relation to the Scheme of Arrangement and all relevant information to the Shareholders, Convertible Bondholders and Optionholders as well as the particulars required by the Takeovers Code

By order of  
the board of directors of  
**CHINA RESOURCES (HOLDINGS)  
COMPANY LIMITED**  
**Jiang Wei**  
*Director*

By order of  
the board of directors of  
**SMOOTH CONCEPT  
INVESTMENTS LIMITED**  
**Wong Siu Ping**  
*Director*

By order of  
the board of directors of  
**CHINA RESOURCES CEMENT  
HOLDINGS LIMITED**  
**Shi Shanbo**  
*Director*

Hong Kong, 2 May 2006

*As at the date of this announcement, the board of directors of CRH comprises Messrs. Chen Xinhua, Song Lin, Ding Yali, Chen Shulin, Qiao Shibo, Wang Yin, Jiang Wei, Yan Biao, Wang Shuaiting, Zhou Shengjian, Zhu Jinkun, Chen Lang and Wang Qun.*

*The directors of CRH jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than relating to CRC and Smooth Concept, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement, other than those expressed by CRC and Smooth Concept, have been arrived at after due and careful consideration and there are no facts, other than facts relating to CRC and Smooth Concept, not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at this date of this announcement, the board of directors of Smooth Concept comprises Messrs. Wong Siu Ping and Lin Guolong.*

*The directors of Smooth Concept jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than relating to CRH and CRC, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement, other than those expressed by CRH and CRC, have been arrived at after due and careful consideration and there are no facts, other than those relating to CRH and CRC, not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, the Board comprises Messrs. Qiao Shibo, Shi Shanbo, Zhou Junqing, Zhou Longshan, Sun Mingquan and Zheng Yi as executive directors; Messrs. Jiang Wei and Keung Chi Wang, Ralph as non-executive directors; and Messrs. Chan Mo Po, Paul, Lin Zongshou and Lui Pui Kee, Francis as independent non-executive directors.*

*The directors of CRC jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than relating to CRH and Smooth Concept, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement, other than those expressed by CRH and Smooth Concept, have been arrived at after due and careful consideration and there are no facts, other than facts relating to CRH and Smooth Concept, not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

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