



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)

IN THE GRAND COURT OF THE CAYMAN ISLANDS
CAUSE NO. 172 OF 2006

IN THE MATTER OF
CHINA RESOURCES CEMENT HOLDINGS LIMITED
AND
IN THE MATTER OF
SECTION 86 OF THE COMPANIES LAW, CAP.22 (LAW 3 OF 1961)
AS CONSOLIDATED AND REVISED OF THE CAYMAN ISLANDS

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 18 May 2006 (the “Order”) made in the above matter, the Grand Court of the Cayman Islands (the “Court”) has directed a meeting (the “Meeting”) to be convened of the holders of shares of HK\$0.10 each in capital of China Resources Cement Holdings Limited (the “Company”) for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement proposed to be made between the Company and the holders of the Scheme Shares (as defined in the scheme of arrangement hereinafter mentioned (the “Scheme”)), and that the Meeting will be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 15 June 2006 at 10:00 a.m. (Hong Kong time) at which place and time all such holders of shares of HK\$0.10 each in capital of the Company are requested to attend.

A copy of the Scheme and a copy of an explanatory statement explaining the effect of the Scheme are incorporated in the composite document of which this Notice forms part. A copy of the said composite document can also be obtained by the above-mentioned holders of shares of HK\$0.10 each in the capital of the Company from the Company’s share registrar in Hong Kong, being Standard Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong.

The above-mentioned holders of shares of HK\$0.10 each in the capital of the Company may vote in person at the Meeting or they may appoint one or more proxies, whether a member of the Company or not, to attend and vote in their stead. A pink form of proxy for use at the Meeting is enclosed with the composite document.

In the case of joint holders of a share, the vote of the most senior holder who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and, for this purpose, seniority will be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the relevant joint holding.

It is requested that forms appointing proxies be lodged, by hand or by post, with Standard Registrars Limited, the share registrar of the Company, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong or by facsimile at (852) 3118 6830 (marked for the attention of "the Company Secretary") not less than 48 hours before the time appointed for the Meeting, but if forms are not so lodged they may be handed to the chairman of the Meeting at the Meeting.

By the Order, the Court has appointed Zhou Longshan, a director of the Company, or, failing him, Sun Mingquan also a director of the Company or, failing her, any other person who is a director of the Company as at the date of the Order to act as the chairman of the Meeting, and has directed the chairman of the Meeting to report the results thereof to the Court.

The Scheme will be subject to a subsequent application seeking the sanction of the Court.

Dated 22 May 2006.

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Grand Cayman, Cayman Islands
Attorneys-at-Law for the Company

As at the date of this notice, 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.