



# 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)

## FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING ON 15 JUNE 2006 (OR AT ANY ADJOURNMENT THEREOF)

For use at the Extraordinary General Meeting (or at any adjournment thereof) of the holders of shares of HK\$0.10 each in the capital of China Resources Cement Holdings Limited (the "Company")

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of the Company

HEREBY APPOINT the Chairman of the Extraordinary General Meeting or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the Extraordinary General Meeting of the holders of shares of HK\$0.10 each in the capital of the Company (or at any adjournment thereof) to be held on 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 15 June 2006 at 10:30 a.m. (Hong Kong time) (or as soon thereafter as the meeting of certain holders of the shares of HK\$0.10 each in the capital of the Company convened at direction of the Grand Court of the Cayman Islands for the same day and place shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the Special Resolution set out in the Notice dated 22 May 2006 convening the Extraordinary General Meeting and at such Extraordinary General Meeting to vote for me/us and in my/our name(s) in respect of the Special Resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	FOR <sup>4</sup>	AGAINST <sup>4</sup>
SPECIAL RESOLUTION		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006 Signature(s)<sup>5</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of the shares of HK\$0.10 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, please strike out the words "the Chairman of the Extraordinary General Meeting or" and insert the name and address of the proxy desired in the space provided. You are entitled to appoint one or more proxies to attend and vote in your stead. Your proxy need not be a member of the Company, but must attend the Extraordinary General Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Extraordinary General Meeting other than that referred to in the Notice convening the Extraordinary General Meeting or abstain.
- This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorised.
- In order to be valid, this form of proxy together with any 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 deposited 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), as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting at which the person named in this form of proxy proposes to vote, and, in default, this form of proxy shall not be treated as valid. Completion and delivery of this form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person at the Extraordinary General Meeting if you so wish, but in the event of your attending the Extraordinary General Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
- Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto. But if more than one of such joint holders are present at the Extraordinary General Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.