



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

(Incorporated in Hong Kong with limited liability)

CONVERTIBLE BOND OFFER FORM

THIS CONVERTIBLE BOND OFFER FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of this Convertible Bond Offer Form or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

The making of the Convertible Bond Offer to persons with a registered address in jurisdictions outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdictions. If you are a citizen or resident or national of a jurisdiction outside Hong Kong, you should inform yourself about and observe any applicable legal requirements. It is your responsibility if you wish to accept the Convertible Bond Offer to satisfy yourself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consent which may be required or the compliance with other necessary formalities or legal requirements and the payment of any taxes due in respect of such jurisdiction.

Unless the context otherwise requires, terms used herein shall bear the same meanings as defined in the Composite Document dated 22 May 2006 (the “**Composite Document**”) issued by China Resources (Holdings) Company Limited (“**CRH**”), Smooth Concept Investments Limited (“**Smooth Concept**”) and China Resources Cement Holdings Limited (“**CRC**”). This Convertible Bond Offer Form should be read in conjunction with the accompanying Composite Document. The provisions of the Composite Document are incorporated into and form part of this Convertible Bond Offer Form.

To accept the Convertible Bond Offer made by Smooth Concept, you should complete and sign this Convertible Bond Offer Form and forward this form, together with the relevant certificate(s) or document(s) certifying the number of Convertible Bonds in respect of which you intend to accept the Convertible Bond Offer, by post or by hand to Standard Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, marked “CRC Convertible Bond Offer” on the envelope, as soon as possible and in any event no later than 4:00 p.m. on Friday, 21 July 2006 (or such later time and/or date as the Smooth Concept may determine and announce as permitted under the Takeovers Code).

TO: CRH, Smooth Concept and CRC

I _____ of _____

_____;

hereby accept the Convertible Bond Offer made by Smooth Concept and agree to the acquisition of my entire holding of the Convertible Bonds by Smooth Concept in consideration of, in respect of any HK\$4,000, principal amount of the Convertible Bonds held by me, HK\$4,900 in cash or a proportionate amount for any lesser or greater principal amount of the Convertible Bonds held by me. The certificate(s) relating to such Convertible Bonds is/are enclosed herewith for the Smooth Concept’s handling.

I understand and agree that HK\$5.0 on every HK\$4,000 principal amount of the Convertible Bonds or so in proportion for any lesser or greater principal amount of the Convertible Bonds, being stamp duty payable will be deducted from the consideration payable to me and hereby authorise Smooth Concept or CRH to execute any instrument of transfer and, or bought and sold notes as agent on my behalf and to pay such stamp duty on my behalf.

My execution of this Convertible Bond Offer Form shall constitute:

- (a) my acceptance of the Convertible Bond Offer made by Smooth Concept, as contained in the Composite Document, for the consideration and on and subject to the terms and conditions therein and herein mentioned, in respect of my entire holding of the Convertible Bonds;
- (b) my undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to surrender my entire holding of the Convertible Bonds under the Convertible Bond Offer to Smooth Concept;
- (c) my irrevocable instruction and authority to Smooth Concept and, or CRH or such person or persons as they may direct to complete and execute any document on my behalf and to do any other act that may be necessary or expedient for the purposes of acquiring the Convertible Bond(s) under the Convertible Bond Offer; and
- (d) my agreement to ratify each and every act or thing which may be done or effected by Smooth Concept or CRH or their respective agents or such person or persons as they may direct on the exercise of any of the authorities contained herein.

I understand that my acceptance of the Convertible Bond Offer will constitute a warranty by me to Smooth Concept that the Convertible Bond(s) specified in this Convertible Bond Offer Form is/are free from all third party rights, liens, charges, equities and encumbrances and is/are to be cancelled and renounced together with all rights attaching thereto as at the date of the Announcement or subsequently becoming attached to them.

In the event that my acceptance is not valid, or is treated as invalid, in accordance with the terms of the Convertible Bond Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I authorise and request you to return this Convertible Bond Offer Form duly cancelled to the company secretary of CRC.

If this Convertible Bond Offer Form has not been fully completed or has been completed incorrectly, CRC may at its absolute discretion nevertheless treat the Convertible Bond Offer Form as having been validly completed if it considers the omissions or mistakes to be immaterial.

I enclose the relevant certificate(s) for Convertible Bond(s) for my entire holding of outstanding Convertible Bond(s) which is/are to be held by you on the terms and conditions of the Convertible Bond Offer. I understand that no acknowledgement of receipt of any form(s) of acceptance and certificate(s) of Convertible Bond(s) will be given.

Dated this _____ day of _____ 2006

Signature of the
abovementioned Convertible Bondholder

Contact Telephone Numbers

Note: Please insert full name and address in **BLOCK CAPITALS**.