



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

**PROPOSAL TO CONSTITUTE CHINA RESOURCES CEMENT HOLDINGS LIMITED
AS A WHOLLY-OWNED SUBSIDIARY OF SMOOTH CONCEPT INVESTMENTS LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF
THE COMPANIES LAW OF THE CAYMAN ISLANDS**

**PROPOSED PRIVATISATION AND WITHDRAWAL OF LISTING OF
CHINA RESOURCES CEMENT HOLDINGS LIMITED**

**PROPOSED CONDITIONAL CONVERTIBLE BOND OFFER TO
THE CONVERTIBLE BONDHOLDERS TO
ACQUIRE ALL OUTSTANDING CONVERTIBLE BONDS OF
CHINA RESOURCES CEMENT FINANCE LIMITED**

PROPOSED CONDITIONAL OPTION LAPSING PAYMENT TO THE OPTIONHOLDERS

RESULTS OF COURT MEETING AND EGM

CURRENT STATUS OF CONDITIONS OF THE PROPOSAL

CLOSURE OF REGISTER OF MEMBERS OF CRC

SUSPENSION AND RESUMPTION OF TRADING

**Financial adviser to
China Resources (Holdings) Company Limited
and
Smooth Concept Investments Limited**

ANGLO CHINESE
CORPORATE FINANCE, LIMITED

**Independent financial adviser to
the independent committee of the board of directors of
China Resources Cement Holdings Limited**

 **SOMERLEY LIMITED**

RESULTS OF COURT MEETING AND EGM

The Scheme of Arrangement and its implementation were approved at the Court Meeting and the EGM respectively.

CURRENT STATUS OF CONDITIONS OF THE PROPOSAL

Shareholders and, or potential investors in the Company should be aware that the implementation of the Proposal is still subject to conditions (c), (d), (e) and (f) (as detailed on page 64 of the Composite Document) being fulfilled, and thus the Proposal may or may not become effective. Subject to such conditions being fulfilled or waived by Smooth Concept (where appropriate), the Scheme of Arrangement is currently expected to become effective on Tuesday, 25 July 2006.

Shareholders and, or potential investors in CRC are advised to exercise caution when dealing in the Shares.

THE CONVERTIBLE BOND OFFER AND THE PAYMENT TO THE OPTIONHOLDERS

After the Scheme of Arrangement becomes effective, and if there are sufficient acceptances under the Convertible Bond Offer such that the outstanding amount is less than HK\$30 million, CRC will be able and intends to redeem mandatorily the Convertible Bonds and it intends to withdraw the listings of the Convertible Bonds on the Stock Exchange. If the Proposal lapses and if acceptances under the Convertible Bond Offer are not sufficient to redeem mandatorily the Convertible Bonds, the listing of the Convertible Bonds on the Stock Exchange will not be withdrawn.

In addition, Smooth Concept will pay the Option Lapsing Payment to all Optionholders who have not exercised their conversion right and whose Options lapse at 4:00 p.m. on Wednesday, 19 July 2006.

CLOSURE OF REGISTER OF MEMBERS OF CRC

In order to establish entitlements under the Scheme of Arrangement, the register of members of CRC will be closed on Thursday, 20 July 2006 and the latest time for dealing in the Shares on the Stock Exchange will be 4:00 p.m. on Thursday, 13 July 2006.

To qualify for entitlements under the Scheme of Arrangement, the Shareholders should ensure that the relevant transfer documentation for their Shares is lodged for registration by not later than 4:00 p.m. on Wednesday, 19 July 2006. The share registrar of CRC is Standard Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Further announcement will be made if there is any change to the above arrangement regarding the closure of register of members of CRC.

SUSPENSION AND RESUMPTION OF TRADING

At the request of CRC, trading in the shares in CRC and the Convertible Bonds on the Stock Exchange was suspended from 9:30 a.m. on 15 June 2006 pending the release of this announcement. Application has been made by CRC for the resumption of trading in the shares in CRC and the Convertible Bonds with effect from 9:30 a.m. on 16 June 2006.

Reference is made to joint announcements of CRH, Smooth Concept and CRC dated 31 March 2006, 2 May 2006 and 19 May 2006, the announcement of CRH dated 7 April 2006 and the composite document despatched to the Shareholders, the Convertible Bondholders and the Optionholders on 22 May 2006 containing, among other things, details of the Scheme of Arrangement (the "Composite Document"). Terms defined in the Composite Document shall have the same meanings when used in this announcement unless the context requires otherwise.

RESULTS OF COURT MEETING AND EGM

The respective Boards of CRH, Smooth Concept and CRC wish to announce that the results of the Court Meeting and the EGM both held on Thursday, 15 June 2006 are as follows:

Court Meeting

Approval under Rule 2.10 of the Takeovers Code and Section 86 of the Companies Law:

Total number of Shares voted by Shareholders (other than CRH and parties acting in concert with it) either in person or by proxy	Total number of Shares voted by Shareholders (other than CRH and parties acting in concert with it) either in person or by proxy for the Scheme of Arrangement	Total number of Shares voted by Shareholders (other than CRH and parties acting in concert with it) either in person or by proxy against the Scheme of Arrangement
71,658,224	71,539,461 (Note 1)	118,763 (Note 2)

Notes:

- Such number represents approximately 99.83% of the numbers of Shares held by all the Shareholders (other than CRH and parties acting in concert with it) present and voting either in person or by proxy at the Court Meeting.
- Such number represents approximately 0.11% of the number of Shares held by all the Shareholders (other than CRH and parties acting in concert with it).
- There were no Shares entitling the holders to attend and vote only against the Scheme of Arrangement.

At the Court Meeting, 18 Shareholders (other than CRH and parties acting in concert with it) voted for the Scheme of Arrangement and 3 Shareholders voted against the Scheme of Arrangement. HKSCC Nominees Limited, which holds a total of 45,342,823 Shares on behalf of beneficial owners of such Shares who voted for and against the Scheme of Arrangement, was counted as one Shareholder. Accordingly, the number of Shareholders (other than CRH and parties acting in concert with it) voting either in person or by proxy at the Court Meeting totalled 20.

The share registrar of the Company, Standard Registrars Limited, acted as the scrutineer for the purpose of taking votes at the Court Meeting.

The Scheme of Arrangement was approved (by way of a poll) in compliance with Rule 2.10 of the Takeovers Code by the Shareholders (other than CRH and parties acting in concert with it) present and voting in person or by proxy at the Court Meeting representing not less than three-fourths in value of the Shares that were voted either in person or by proxy by the Shareholders (other than CRH and parties acting in concert with it) at the Court Meeting, and the Scheme of Arrangement was not disapproved at the Court Meeting by the Shareholders (other than CRH and parties acting in concert with it) holding more than 10% in value of all the Shares held by the Shareholders (other than CRH and parties acting in concert with it).

The Scheme of Arrangement was also approved (by way of a poll) in compliance with Section 86 of the Companies Law by a majority in number of the Shareholders (other than CRH and parties acting in concert with it) present and voting either in person or by proxy at the Court Meeting representing not less than three-fourths in value of the Shares that were voted either in person or by proxy by the Shareholders (other than CRH and parties acting in concert with it) at the Court Meeting.

EGM

At the EGM, a total of 381,863,461 Shares, representing the entire issued share capital of CRC, entitled the holders to attend and vote for or against the special resolution at the EGM. A total of 345,489,370 Shares were voted either in person or by proxy, of which 345,370,607 Shares (amounting to approximately 99.97% of the Shares voted) were voted in favour of the special resolution and 118,763 Shares (amounting to approximately 0.03% of the Shares voted) were voted against the special resolution. The special resolution to approve the implementation of the Scheme of Arrangement (including the cancellation of Shares and the reduction of the issued share capital of CRC) was accordingly duly passed by a majority of at least three-fourths of the votes cast by the Shareholders present and voting, in person or by proxy (by way of a poll), at the EGM.

The share registrar of the Company, Standard Registrars Limited, acted as the scrutineer for the purpose of taking votes at the EGM.

CURRENT STATUS OF CONDITIONS OF THE PROPOSAL

Shareholders and, or potential investors in the Company should be aware that the implementation of the Proposal is still subject to conditions (c), (d), (e) and (f) (as detailed on page 64 of the Composite Document) being fulfilled, and thus the Proposal may or may not become effective. Subject to such conditions being fulfilled or waived by Smooth Concept (where appropriate), the Scheme of Arrangement is currently expected to become effective on Tuesday, 25 July 2006. The Scheme of Arrangement will lapse if it does not become effective on or before 31 October 2006 (or such date as Smooth Concept and the Company may agree and the Court may allow) and the Shareholders, the Convertible Bondholders and the Optionholders will be notified accordingly by press announcement.

The Directors intend that the listing of the Shares on the Stock Exchange will be withdrawn if the Scheme of Arrangement is approved and the Proposal is implemented and will be maintained in the event that the Scheme of Arrangement lapses and, or the Proposal is not implemented.

Shareholders and, or potential investors in CRC are advised to exercise caution when dealing in the Shares.

THE CONVERTIBLE BOND OFFER AND THE PAYMENT TO THE OPTIONHOLDERS

After the Scheme of Arrangement becomes effective, and if there are sufficient acceptances under the Convertible Bond Offer such that the outstanding amount is less than HK\$30 million, CRC will be able and intends to redeem mandatorily the Convertible Bonds and it intends to withdraw the listings of the Convertible Bonds on the Stock Exchange. If the Proposal lapses and if acceptances under the Convertible Bond Offer are not sufficient to redeem mandatorily the Convertible Bonds, the listing of the Convertible Bonds on the Stock Exchange will not be withdrawn.

In addition, Smooth Concept will pay the Option Lapsing Payment to all Optionholders who have not exercised their conversion rights and whose Options lapse at 4:00 p.m. on Wednesday, 19 July 2006.

CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY

In order to establish entitlements under the Scheme of Arrangement, the register of members of CRC will be closed on Thursday, 20 July 2006 and the latest time for dealing in the Shares on the Stock Exchange will be 4:00 p.m. on Thursday, 13 July 2006.

To qualify for entitlements under the Scheme of Arrangement, the Shareholders should ensure that the relevant transfer documentation for their Shares is lodged for registration by not later than 4:00 p.m. on Wednesday, 19 July 2006. The share registrar of CRC is Standard Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Further announcement will be made if there is any change to the above arrangement regarding the closure of register of members of CRC.

SUSPENSION AND RESUMPTION OF TRADING

At the request of CRC, trading in the shares in CRC and the Convertible Bonds on the Stock Exchange was suspended from 9:30 a.m. on 15 June 2006 pending the release of this announcement. Application has been made by CRC for the resumption of trading in the shares in CRC and the Convertible Bonds with effect from 9:30 a.m. on 16 June 2006.

EXPECTED TIMETABLE

Hearing of CRC's summons for directions in respect of the share capital reduction (<i>Note 1</i>)	Monday, 26 June 2006
Latest time for dealing in the Shares and the Convertible Bonds	4:00 p.m. on Thursday, 13 July 2006
Suspension of dealing in the Shares and the Convertible Bonds pending withdrawal of the listing of the Shares on the Stock Exchange	9:30 a.m. on Friday, 14 July 2006
Latest time for lodging transfers of Shares to qualify for entitlements under the Scheme of Arrangement	4:00 p.m. on Wednesday, 19 July 2006
Book close dates (<i>Note 2</i>)	Thursday, 20 July 2006 to Tuesday, 25 July 2006
Record Time	4:00 p.m. on Friday, 21 July 2006
Latest time for lodging the Election Form by Shareholders who are qualified for entitlements under the Scheme of Arrangement (<i>Note 3</i>)	4:00 p.m. on Friday, 21 July 2006
Latest time for lodging the Convertible Bond Offer Form by the Convertible Bondholders (<i>Note 4</i>)	4:00 p.m. on Friday, 21 July 2006
Court hearing of the petition to sanction the Scheme of Arrangement and to confirm the share capital reduction (<i>Note 1 and Note 5</i>)	Monday, 24 July 2006
Effective Date (<i>Note 5</i>)	Tuesday, 25 July 2006
Withdrawal of the listing of the Shares on the Stock Exchange becomes effective (<i>Note 5</i>)	9:30 a.m. on Wednesday, 26 July 2006
Press announcement of, inter alia, (1) the results of the court hearing of the petition to sanction the Scheme of Arrangement and to confirm the share capital reduction, (ii) the Effective Date, (iii) the results of the Convertible Bond Offer and (iv) the withdrawal of the listing of the Shares in Hong Kong Economic Times and The Standard	Wednesday, 26 July 2006

Cheques for cash entitlements to Shareholders,
Convertible Bondholders and the Option Lapsing
Payments to the Optionholders, and share
certificates to be despatched on or before (*Note 6*) Friday, 4 August 2006

Note:

1. All references in this announcement to times and dates are references to Hong Kong times and dates other than references to the expected dates for the court hearing of the petition to sanction the Scheme of Arrangement and to confirm the share capital reduction and the court hearing of CRC's summons for directions in respect of the share capital reduction, which are the relevant times and dates in the Cayman Islands. Cayman Islands time is 13 hours behind Hong Kong time.
2. The register of members of CRC will be closed during such period for the purpose of determining Shareholders who are qualified for entitlements under the Scheme of Arrangement. Entitlements under the Scheme of Arrangement will be based on the actual number of Shares held by the Shareholders as at the Record Time i.e. 4:00 p.m. on 21 July 2006.
3. The Election Forms, duly completed in accordance with the instructions on them, must be lodged with the share registrar of CRC, Standard Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong so as to reach them no later than the Record Time or such later date and time as may be notified through press announcement, failing which the Shareholders (other than CRH Group) will receive the Cash Alternative in respect of their entire holding of Shares if the Scheme of Arrangement becomes effective. If you have sold or transferred all or part of your Shares in the Company, you should at once hand the Composite Document and the Election Form to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee. Copies of the Election Form can also be obtained from the Company's share registrar, Standard Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong at any time before the Record Time.
4. Convertible Bond Offer Forms, duly completed in accordance with the instructions on them, must be lodged with the share registrar of CRC, Standard Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong so as to reach them no later than the Record Time or such later date and time as may be notified through press announcement, failing which the Convertible Bondholders (other than CRH Group) will not receive any consideration.
5. The Scheme of Arrangement shall become effective upon all the conditions set out in the paragraph headed "Conditions of the Scheme of Arrangement" in the Explanatory Statement on pages 60 to 87 of the Composite Document having been fulfilled or (to the extent permitted) waived (as the case may be).
6. A cheque for the amount in respect of cash entitlement or share certificates of Smooth Concept under the Scheme of Arrangement and the Convertible Bond Offer, and the payment of the Option Lapsing Payment to the Optionholders will be despatched by post within 10 days from the Effective Date.

It should be noted that the above expected timetable is subject to change. Further announcement will be made in the event that there is any change.

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, 15 June 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 the 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.