



NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of Chia Hsin Cement Greater China Holding Corporation (the “Company”) will be held at Cliftons, 33rd Floor, 9 Queen’s Road Central on Thursday, 26 October 2006 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “THAT

- (a) the conditional agreement (the “Acquisition Agreement”) dated 12 September 2006 entered into between the Company as purchaser and Chia Hsin Pacific Limited (“CHPL”) as vendor, a copy of which is marked “A” and produced to the meeting and initialled by the chairman of the meeting for identification purpose, pursuant to which the Company agreed to purchase from CHPL the entire issued capital of CHPL’s wholly-owned subsidiary, Yonica (BVI) Pte. Ltd., at an aggregate consideration of approximately US\$43 million, which will be satisfied as to approximately US\$ 32.27 million by the issue of 263,496,000 shares of US\$ 0.01 each in the share capital of the Company (the “Consideration Shares”), credited as fully paid, to CHPL or its nominee at the issue price of HK\$ 0.95 per Consideration Share and the balance payable in cash of approximately US\$ 10.73 million at completion of the Acquisition Agreement from the Company’s financial resources by way of any fund raising exercise of the Company through issue of equity securities of the Company, and the transactions contemplated under the Acquisition Agreement (including but not limited to the issue of the Consideration Shares upon completion of the Acquisition Agreement), be and are hereby approved, ratified and confirmed;
- (b) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Consideration Shares, the Consideration Shares be allotted and issued to CHPL or its nominee, such Consideration Shares to rank pari passu in all respects with the existing issued shares of the Company; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Acquisition Agreement, including but not limited to the issue of the Consideration Shares.”

2. **“THAT**

- (a) the conditional agreement (the “Renewal Ganghui Sales Agreement”) dated 12 September 2006 entered into between Chia Hsin Jingyang Cement Co., Ltd. (“Jingyang Cement”) and Shanghai Chia Hsin Ganghui Co., Ltd. (“Ganghui”), a copy of which is marked “B” and produced to the meeting and initialled by the chairman of the meeting for identification purpose, pursuant to which Jingyang Cement will continue to sell certain cement products to Ganghui from time to time (the “Cement Transactions”) under the Ganghui Sales Agreement until 31 December 2007, be and is hereby approved, ratified and confirmed;
- (b) the proposed cap in relation to the Cement Transactions for the financial year ending 31 December 2007 of RMB 50 million be and is hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Renewal Ganghui Sales Agreement.”

3. **“THAT**

- (a) the conditional agreement (the “Renewal Union Cement Purchase Agreement”) dated 12 September 2006 entered into between Chia Hsin Jingyang Cement Co., Ltd. (“Jingyang Cement”) and Jiangsu Union Cement Co., Ltd. (“Union Cement”), a copy of which is marked “C” and produced to the meeting and initialled by the chairman of the meeting for identification purpose, pursuant to which Jingyang Cement will continue to purchase clinker from Union Cement from time to time (the “Clinker Transactions”) under the Union Cement Purchase Agreement until 31 December 2007, be and is hereby approved, ratified and confirmed;
- (b) the proposed cap in relation to the Clinker Transactions for the financial year ending 31 December 2007 of RMB 396 million be and is hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Renewal Union Cement Purchase Agreement.”

Yours faithfully,
By Order of the Board
Chia Hsin Cement Greater China Holding Corporation
Wang Chien Kuo, Robert
Chairman

Hong Kong, 10 October 2006

Registered office:
P.O. Box 309 GT,
Ugland House,
South Church Street,
George Town,
Grand Cayman,
Cayman Islands

Notes:

1. A form of proxy for use at the meeting is enclosed with the circular to be despatched to the members of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with the 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 lodged at the office of the Company's branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
7. The Register of Members of the Company will be closed from Tuesday, 24 October 2006 to Thursday, 26 October 2006 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged at the office of the Company's branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 23 October 2006.

As at the date of this announcement, Mr. WANG Chien Kuo, Robert, Mr. LAN Jen Kuei, Konrad, Mr. CHANG Kang Lung, Jason and Ms. WANG Li Shin, Elizabeth are the Executive Directors, Mr. CHANG Yung Ping, Johnny and Mr. CHANG An Ping, Nelson are the Non-executive Directors and Mr. Davin A. MACKENZIE, Mr. ZHUGE Pei Zhi and Mr. WU Chun Ming are the Independent Non-executive Directors.

* *for identification purpose only*

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