

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in China Resources Cement Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser, or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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華潤水泥控股有限公司

China Resources Cement Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1313)

**PROPOSED CHANGE OF COMPANY NAME
AND
PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION AND
ADOPTION OF THE NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice convening the extraordinary general meeting of China Resources Cement Holdings Limited to be held at Conference Room on 30/F, Tower A, Kingkey 100 Building, No. 5016 Shennan Road East, Luohu District, Shenzhen, Guangdong, PRC and in combination with electronic communication facilities on Friday, 27 October 2023 at 3:30 p.m. is set out on pages 12 to 16 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying proxy form for use at the extraordinary general meeting in accordance with the instructions printed thereon. Completion and return of the proxy form will not preclude you from attending and voting in person or online at the meeting if you so wish.

Hong Kong, 28 September 2023

ARRANGEMENTS FOR ONLINE ATTENDANCE AT THE EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting will be a hybrid meeting. In addition to the traditional attendance in person at the Extraordinary General Meeting, Shareholders have the option of attending, participating and voting at the Extraordinary General Meeting with electronic communication facilities through online access by visiting the website at <http://meetings.computershare.com/CRCement2023EGM> (the “**Online Platform**”). Shareholders participating in the Extraordinary General Meeting using the Online Platform will also be counted towards the quorum, and they will be able to submit questions through the Online Platform. The Company reminds all Shareholders that attendance in person at the Extraordinary General Meeting is not necessary for the purpose of exercising voting rights. Shareholders may attend and vote at the Extraordinary General Meeting (i) online with electronic communication facilities (votes cast through the Online Platform are irrevocable once the voting session at the Extraordinary General Meeting ends); or (ii) by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the Extraordinary General Meeting as their proxy to vote on the relevant resolutions at the Extraordinary General Meeting instead of attending the Extraordinary General Meeting in person or online.

ATTENDING THE EXTRAORDINARY GENERAL MEETING THROUGH ONLINE PLATFORM

Only Shareholders as of the record date are entitled to attend and vote at the Extraordinary General Meeting. Those who hold the Shares indirectly should contact their brokerage firm, bank or other financial institution for further information on how to attend and vote at the Extraordinary General Meeting.

Registered Shareholders (i.e., those who hold Shares directly) and non-registered Shareholders (i.e., those who hold Shares indirectly) can attend, vote and raise questions at the Extraordinary General Meeting. The Company strongly encourages Shareholders to attend, participate and vote online at the Extraordinary General Meeting through the Online Platform, and there will be a live webcast on the Online Platform for Shareholders to view and listen to the Extraordinary General Meeting. The Online Platform is able to be connected through the internet by a smartphone, tablet device or computer, and will be open for log in 30 minutes before the commencement of the Extraordinary General Meeting.

Login details for registered Shareholders

Login details for access to the Online Platform will be set out in the notification letter, which will be dispatched to the registered Shareholders together with the notice of Extraordinary General Meeting and related documents by Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company.

Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend, participate and vote at the Extraordinary General Meeting using the Online Platform should:

- (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (together, the “**Intermediary(ies)**”) to appoint themselves as proxies or corporate representatives to attend the Extraordinary General Meeting; and
- (2) provide their email addresses to their Intermediaries before the time limit required by the relevant Intermediary.

Details regarding the Extraordinary General Meeting arrangements including login details for access to the Online Platform will be sent by Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, to the email address of the relevant non-registered Shareholder provided by the Intermediary one day prior to the Extraordinary General Meeting.

Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by 3:30 p.m. on Thursday, 26 October 2023 should contact Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediaries in respect of both (1) and (2) above.

Shareholders should note that only one device is allowed per login. Shareholders shall be responsible for keeping the login details in safe custody for use at the Extraordinary General Meeting and should not disclose such details to anyone else. Neither the Company nor any of its directors, senior management or agents accepts any responsibility or bears any liability whatsoever in connection with the loss or transmission of the login details or any use of the login details for attending, participating or voting at the Extraordinary General Meeting or otherwise.

Login details for proxies

In the event that any Shareholder appoints any person other than the representatives of the Company as set forth in the proxy form to be their proxy, login details for access to the Online Platform will be sent by Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, to the email address of such proxy provided in the returned proxy form.

Raising questions at the Extraordinary General Meeting

Shareholders may submit questions relevant to the resolutions proposed for approval at the Extraordinary General Meeting in advance before 5:00 p.m. on Friday, 20 October 2023 to the Board by email, telephone, letter or fax. Details of contact information are set out on page 4 of the Interim Report 2023 of the Company. The Board and/or the Company will endeavour to address questions relevant to the resolutions proposed for approval at the Extraordinary General Meeting and may, at their discretion, respond to substantial and relevant questions.

Shareholders attending the Extraordinary General Meeting using the Online Platform will be able to submit questions relevant to the resolutions proposed for approval at the Extraordinary General Meeting online in writing during the Extraordinary General Meeting. Whilst the Company will endeavour to respond to the questions at the Extraordinary General Meeting, due to time constraints, unanswered questions may be responded to in writing after the Extraordinary General Meeting as appropriate.

Voting

The Online Platform permits a split vote on a resolution. A Shareholder (both registered and non-registered) entitled to more than one vote need not cast all votes or does not have to vote in the same way. In the case of a proxy, the proxy can vote such number of Shares and in a way in respect of which he/she has been appointed as a proxy.

Where there are joint registered holders of the Shares, any one of such persons may vote at the Extraordinary General Meeting, either in person or through the Online Platform 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 in person or through the Online Platform or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall 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. Only one device is allowed per login or per proxy on the Online Platform.

The proxy form is attached to this circular for Shareholders who opt to receive circulars in printed form. Alternatively, the proxy form can be downloaded from the Company's website at www.crcement.com. If you are not a registered Shareholder (whose Shares are held via banks, brokers, custodians, nominees or HKSCC Nominees Limited), please consult directly with your banks, brokers, custodians, nominees or HKSCC Nominees Limited (as the case may be) to assist you in the appointment of proxy.

Technical Support

If Shareholders have any enquiries pertaining to the arrangements or the registration process for the hybrid meeting mode of the Extraordinary General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Telephone: +852 2862 8555
Facsimile: +852 2865 0990
Website: www.computershare.com/hk/contact

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

| | |
|---|---|
| “Board” | board of Directors |
| “Cayman Companies Registrar” | Registrar of Companies in the Cayman Islands |
| “Company” | China Resources Cement Holdings Limited, a company incorporated in the Cayman Islands with limited liability, with its shares listed and traded on the main board of the Stock Exchange |
| “Director(s)” | director(s) of the Company |
| “EGM” or “Extraordinary General Meeting” | the extraordinary general meeting of the Company to be held at Conference Room on 30/F, Tower A, Kingkey 100 Building, No. 5016 Shennan Road East, Luohu District, Shenzhen, Guangdong, PRC and in combination with electronic communication facilities on Friday, 27 October 2023 at 3:30 p.m., the notice of which is set out on pages 12 to 16 of this circular, and any adjournment thereof |
| “Existing Memorandum and Articles of Association” | the second amended and restated memorandum and articles of association of the Company currently in force |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of PRC |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “New Memorandum and Articles of Association” | the third amended and restated memorandum and articles of association of the Company incorporating and consolidating the Proposed Amendments |
| “PRC” and “China” | the People’s Republic of China |
| “Proposed Amendments” | the proposed amendments to the Existing Memorandum and Articles of Association as set out in the Appendix to this circular |
| “Proposed Change of Company Name” | the proposed change of the English name of the Company from “China Resources Cement Holdings Limited” to “China Resources Building Materials Technology Holdings Limited” and the dual foreign name of the Company in Chinese from “華潤水泥控股有限公司” to “華潤建材科技控股有限公司” |

DEFINITIONS

| | |
|------------------|---|
| “Share(s)” | share(s) of HK\$0.10 each in the share capital of the Company |
| “Shareholder(s)” | shareholders of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |



華潤水泥控股有限公司

China Resources Cement Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1313)

Executive Directors:

Mr. JI Youhong (*Chairman*)

Mr. JING Shiqing (*Chief Executive Officer*)

Non-Executive Directors:

Mr. ZHU Ping

Mr. YU Shutian

Mr. ZHOU Bo

Mr. YANG Changyi

Independent Non-Executive Directors:

Mr. IP Shu Kwan Stephen

Mr. SHEK Lai Him Abraham

Madam ZENG Xuemin

Mr. NG Kam Wah Webster

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Room 3001-05

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

28 September 2023

To the Shareholders,

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION AND
ADOPTION OF THE NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 22 September 2023 relating to (i) the Proposed Change of Company Name and (ii) the Proposed Amendments to the Existing Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association.

LETTER FROM THE CHAIRMAN

The Proposed Change of Company Name, and the Proposed Amendments to the Existing Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association are subject to, amongst other things, the approval by the Shareholders by way of special resolutions and by poll at the EGM. The purpose of this circular is to provide you with further details regarding the Proposed Change of Company Name and the Proposed Amendments to the Existing Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association, and a notice convening the EGM.

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China Resources Cement Holdings Limited” to “China Resources Building Materials Technology Holdings Limited” and the dual foreign name of the Company in Chinese from “華潤水泥控股有限公司” to “華潤建材科技控股有限公司”.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to (1) the approval of the Shareholders by way of special resolution at the EGM; and (2) the approval of the Cayman Companies Registrar by issuing a certificate of incorporation on change of name to the Company.

The special resolution to be passed by the Shareholders at the EGM approving the Proposed Change of Company Name shall be filed with the Cayman Companies Registrar, and the Cayman Companies Registrar will then (1) enter the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Cayman Companies Registrar in place of the former English name and the dual foreign name in Chinese of the Company; and (2) issue a certificate of incorporation on change of name to the Company. The Proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Cayman Companies Registrar. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

In response to the Group’s “Fourteenth Five-Year” strategic development plan, during 2021, the Group reorganized its businesses into four business segments, namely, basic building materials, structural building materials, functional building materials and new materials. The basic building materials business mainly includes cement and aggregates. The structural building materials business mainly includes concrete and prefabricated construction. The functional building materials business mainly includes engineered stone, tile adhesive and white cement. The new materials business currently mainly explores the development opportunities of new materials such as silicon-based, calcium-based and basalt materials. Since 2022, the Group had actively seized opportunities and achieved breakthroughs in the abovementioned four business segments, and the proportion of non-cement business had been increasing in the past few years. The Board considers that “cement” can no longer fully cover

LETTER FROM THE CHAIRMAN

all business types of the Group and, through the Proposed Change of Company Name, the company name and the scope of business of the Company will be aligned for the accurate interpretation of the Company's positioning and better reflection of its corporate vision.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the existing holders of the securities of the Company nor the Company's daily business operation and its financial position.

All the existing certificates of the securities of the Company in issue bearing the existing company name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities of the Company and will continue to be valid for trading, settlement, registration and delivery of the same number of securities of the Company in the new English name and dual foreign name in Chinese of the Company. As soon as the Proposed Change of Company Name has become effective, any new certificates of the securities of the Company will be issued in the new English name and dual foreign name in Chinese of the Company. There will not be any arrangements for free exchange of the existing certificates of the securities of the Company for new certificates bearing the new English name and dual foreign name in Chinese of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English stock short name and the Chinese stock short name for trading of the shares of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name has become effective. Subject to the Proposed Change of Company Name becoming effective, the Company will also change its company logo and company website.

3. PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board also proposes to (i) make the Proposed Amendments to the Existing Memorandum and Articles of Association to reflect the Proposed Change of Company Name and to conform to certain amendments to the Listing Rules regarding the mandatory electronic dissemination of corporate communications by listed issuers which will take effect from 31 December 2023, and (ii) to adopt the New Memorandum and Articles of Association incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.

The Board proposes to put forward to the Shareholders for approval at the EGM a special resolution to consider and, if thought fit, approve the Proposed Amendments to the Existing Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association. For details of the Proposed Amendments, please refer to the Appendix to this circular.

LETTER FROM THE CHAIRMAN

The Proposed Amendments to the Existing Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association shall take effect at the same time as the Proposed Change of Company Name becoming effective, subject to (1) the approval of the Shareholders by way of special resolution at the EGM; and (2) the Proposed Change of Company Name becoming effective.

The Proposed Amendments are prepared in the English language and its Chinese language translation is for reference only. In the event of any inconsistencies between the English language version and the Chinese language version of the Proposed Amendments, the English language version shall prevail.

4. EGM

The EGM will be convened by the Company at Conference Room on 30/F, Tower A, Kingkey 100 Building, No. 5016 Shennan Road East, Luohu District, Shenzhen, Guangdong, PRC and in combination with electronic communication facilities on Friday, 27 October 2023 at 3:30 p.m. for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name, and the Proposed Amendments to the Existing Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association, by way of special resolution and by poll pursuant to Rule 13.39(4) of the Listing Rules and Article 13.7 of the Existing Memorandum and Articles of Association.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the Proposed Change of Company Name, and the Proposed Amendments to the Existing Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association and accordingly, no Shareholders is required to abstain from voting on the resolutions to be proposed at the EGM.

The notice of the EGM is set out on pages 12 to 16 of this circular. A proxy form for use at the EGM is also enclosed with this circular. Whether or not you intend to attend the EGM, you are advised to read the notice and complete the accompanying proxy form in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person or online at the EGM or any adjournment thereof should you so wish.

5. GENERAL MATTERS

Further announcement(s) will be made by the Company to inform the Shareholders of (i) the poll results of the EGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules, (ii) the effective date of the Proposed Change of Company Name and the Proposed Amendments to the Existing Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association, (iii) the new English

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and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange, and (iv) the new company logo and the new company website of the Company, as and when appropriate.

6. RECOMMENDATIONS

The Board considers that the Proposed Change of Company Name, and the Proposed Amendments to the Existing Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of such special resolutions to be proposed at the EGM.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 24 October 2023 to Friday, 27 October 2023 (both dates inclusive), for the purpose of determining the Shareholders' eligibility to attend and vote at the EGM, and during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 20 October 2023.

9. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in the case of inconsistency.

Yours faithfully,
for and on behalf of
China Resources Cement Holdings Limited
JI Youhong
Chairman

Details of the Proposed Amendments to the Existing Memorandum and Articles of Association are set out as follows:

| Existing Provision | Proposed Amendments |
|---|---|
| Memorandum of Association | |
| <p>Title</p> <p style="text-align: center;">CAYMAN ISLANDS The Companies Act (As Revised) Company Limited by Shares</p> <p style="text-align: center;">MEMORANDUM OF ASSOCIATION OF CHINA RESOURCES CEMENT HOLDINGS LIMITED 華潤水泥控股有限公司 (adopted by special resolution passed on 27 May 2022)</p> | <p>Title</p> <p style="text-align: center;">CAYMAN ISLANDS The Companies Act (As Revised) Company Limited by Shares</p> <p style="text-align: center;">MEMORANDUM OF ASSOCIATION OF CHINA RESOURCES CEMENT <u>BUILDING</u> <u>MATERIALS TECHNOLOGY</u> HOLDINGS LIMITED 華潤水泥<u>建材</u>科技控股有限公司 (adopted by special resolution passed on 27 May 2022 27 October 2023)</p> |
| <p>Clause 1</p> <p>The name of the Company is China Resources Cement Holdings Limited 華潤水泥控股有限公司.</p> | <p>Clause 1</p> <p>The name of the Company is China Resources Cement <u>Building Materials Technology</u> Holdings Limited 華潤水泥<u>建材</u>科技控股有限公司.</p> |
| Articles of Association | |
| <p>Title</p> <p style="text-align: center;">THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p style="text-align: center;">ARTICLES OF ASSOCIATION OF CHINA RESOURCES CEMENT HOLDINGS LIMITED 華潤水泥控股有限公司 (adopted by special resolution passed on 27 May 2022)</p> | <p>Title</p> <p style="text-align: center;">THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p style="text-align: center;">ARTICLES OF ASSOCIATION OF CHINA RESOURCES CEMENT <u>BUILDING</u> <u>MATERIALS TECHNOLOGY</u> HOLDINGS LIMITED 華潤水泥<u>建材</u>科技控股有限公司 (adopted by special resolution passed on 27 May 2022 27 October 2023)</p> |
| <p>Article 2.2</p> <p>“Company” shall mean China Resources Cement Holdings Limited 華潤水泥控股有限公司.</p> | <p>Article 2.2</p> <p>“Company” shall mean China Resources Cement <u>Building Materials Technology</u> Holdings Limited 華潤水泥<u>建材</u>科技控股有限公司.</p> |

| Existing Provision | Proposed Amendments |
|---|--|
| <p>Article 30.1</p> <p>Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules, to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p> | <p>Article 30.1</p> <p>30.1 Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either <u>in any of the following manner which complies with the requirements of the Listing Rules:</u></p> <p>(a) personally or <u>by leaving it at the registered address of such member as appearing in the register;</u></p> <p>(b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register <u>(which shall be sent by airmail where the notice or document is posted from one country to another);</u> or, to the extent permitted by the Listing Rules and all applicable laws and regulations,</p> <p>(c) by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company; or</p> <p>(d) by placing it on <u>the Exchange's website and</u> the Company's Website; provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules, to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or</p> <p>(e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p> |

| Existing Provision | Proposed Amendments |
|---|--|
| <p>Article 30.4</p> <p>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p> | <p>Article 30.4</p> <p><i>[intentionally left blank]</i> A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p> |
| <p>Article 30.6</p> <p>Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p> | <p>Article 30.6</p> <p>Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p> |

| Existing Provision | Proposed Amendments |
|---|---|
| <p>Article 30.8</p> <p>Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</p> | <p>Article 30.8</p> <p>Any notice <u>or document</u> given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, <u>and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient.</u></p> |
| <p>Nil</p> | <p>Insert a new Article 30.9</p> <p><u>Any notice or document served by being placed on the Company's Website or the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules.</u></p> |
| <p>When a new article is added to the articles of association of the Company, the numbering of the other articles shall be increased accordingly.</p> | |



華潤水泥控股有限公司

China Resources Cement Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1313)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Resources Cement Holdings Limited (the “**Company**”) will be held at Conference Room on 30/F, Tower A, Kingkey 100 Building, No. 5016 Shennan Road East, Luohu District, Shenzhen, Guangdong, PRC and in combination with electronic communication facilities on Friday, 27 October 2023 at 3:30 p.m. (the “**Extraordinary General Meeting**”) for the following purposes:

SPECIAL RESOLUTIONS

To consider and, if thought fit, approve the following resolutions as special resolutions:

1. “**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “China Resources Cement Holdings Limited” to “China Resources Building Materials Technology Holdings Limited” and its dual foreign name in Chinese be changed from “華潤水泥控股有限公司” to “華潤建材科技控股有限公司” (the “**Proposed Change of Company Name**”), with effect from the date of issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands; and any one director (“**Director**”) or the company secretary (the “**Company Secretary**”) of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
2. “**THAT:**
 - (A) the proposed amendments (the “**Proposed Amendments**”) to the existing second amended and restated memorandum and articles of association of the Company (the “**Second Amended and Restated Memorandum and Articles of Association**”), the details of which are set out in the appendix to the circular of the Company dated 28 September 2023, be and are hereby approved;

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- (B) the third amended and restated memorandum and articles of association of the Company (the “**Third Amended and Restated Memorandum and Articles of Association**”) incorporating and consolidating all the Proposed Amendments (copy of which has been produced to the Extraordinary General Meeting marked “A” and signed by the chairman of the Extraordinary General Meeting for identification purpose) be and is hereby approved and adopted in substitution for and to the exclusion of the Second Amended and Restated Memorandum and Articles of Association with effect from the Proposed Change of Company Name becoming effective; and
- (C) any one Director or the Company Secretary be and is hereby authorised to do all such deeds, acts, matters and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Third Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong, respectively.”

ATTENDING THE EXTRAORDINARY GENERAL MEETING THROUGH ONLINE PLATFORM

Only shareholders of the Company (the “**Shareholders**”) as of the record date are entitled to attend and vote at the Extraordinary General Meeting. Those who hold the shares of the Company (“**Shares**”) indirectly should contact their brokerage firm, bank or other financial institution for further information on how to attend and vote at the Extraordinary General Meeting.

Registered Shareholders (i.e., those who hold Shares directly) and non-registered Shareholders (i.e., those who hold Shares indirectly) can attend, vote and raise questions at the Extraordinary General Meeting. The Company strongly encourages Shareholders to attend, participate and vote online at the Extraordinary General Meeting by visiting the website at <http://meetings.computershare.com/CRCement2023EGM> (the “**Online Platform**”), and there will be a live webcast on the Online Platform for Shareholders to view and listen to the Extraordinary General Meeting. The Online Platform is able to be connected through the internet by a smartphone, tablet device or computer, and will be open for log in 30 minutes before the commencement of the Extraordinary General Meeting.

Login details for registered Shareholders

Login details for access to the Online Platform will be set out in the notification letter, which will be dispatched to the registered Shareholders together with the notice of Extraordinary General Meeting and related documents by Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company.

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Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend, participate and vote at the Extraordinary General Meeting using the Online Platform should:

- (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (together, the “**Intermediary(ies)**”) to appoint themselves as proxies or corporate representatives to attend the Extraordinary General Meeting; and
- (2) provide their email addresses to their Intermediaries before the time limit required by the relevant Intermediary.

Details regarding the Extraordinary General Meeting arrangements including login details for access to the Online Platform will be sent by Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, to the email address of the relevant non-registered Shareholder provided by the Intermediary one day prior to the Extraordinary General Meeting.

Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by at 3:30 p.m. on Thursday, 26 October 2023 should contact Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediaries in respect of both (1) and (2) above.

Shareholders should note that only one device is allowed per login. Shareholders shall bear responsible for keeping the login details in safe custody for use at the Extraordinary General Meeting and should not disclose such details to anyone else. Neither the Company nor any of its directors, senior management or agents accepts any responsibility or bears any liability whatsoever in connection with the loss or transmission of the login details or any use of the login details for attending, participating or voting at the Extraordinary General Meeting or otherwise.

Login details for proxies

In the event that any Shareholders appoints any person other than the representatives of the Company as set forth in the proxy form to be their proxy, login details for access to the Online Platform will be sent by Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, to the email address of such proxy provided in the returned proxy form.

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Voting

The Online Platform permits a split vote on a resolution. A Shareholder (both registered and non-registered) entitled to more than one vote need not cast all votes or does not have to vote in the same way. In the case of a proxy, the proxy can vote such number of Shares and in a way in respect of which he/she has been appointed as a proxy.

The proxy form is attached to the circular of the Extraordinary General Meeting for Shareholders who opt to receive circulars in printed form. Alternatively, the proxy form can be downloaded from the Company's website at www.crcement.com. If you are not a registered Shareholder (whose Shares are held via banks, brokers, custodians, nominees or HKSCC Nominees Limited), please consult directly with your banks, brokers, custodians, nominees or HKSCC Nominees Limited (as the case may be) to assist you in the appointment of proxy.

Technical Support

If Shareholders have any enquiries pertaining to the arrangements or the registration process for the hybrid meeting mode of the Extraordinary General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Telephone: +852 2862 8555
Facsimile: +852 2865 0990
Website: www.computershare.com/hk/contact

By Order of the Board
China Resources Cement Holdings Limited
SO Yiu Fung
Company Secretary

Hong Kong, 28 September 2023

Notes:

1. The Extraordinary General Meeting will be conducted in Mandarin.
2. Any member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies (who must be an individual) to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.
3. The register of members of the Company will be closed from Tuesday, 24 October 2023 to Friday, 27 October 2023, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the Extraordinary General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged not later than 4:30 p.m. on Friday, 20 October 2023 with Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong.

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4. Where there are joint registered holders of the Shares, any one of such persons may vote at the Extraordinary General Meeting, either in person or through the Online Platform 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 in person or through the Online Platform or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall 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. Only one device is allowed per login or per proxy on the Online Platform.
5. To be valid, the proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged with Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude a member from attending and voting in person or online at the Extraordinary General Meeting if he so wishes.
6. The Company reminds all Shareholders that attendance in person at the Extraordinary General Meeting is not necessary for the purpose of exercising voting rights. Shareholders may attend and vote at the Extraordinary General Meeting (i) online with electronic communication facilities through the Online Platform (votes cast through the Online Platform are irrevocable once the voting session at the Extraordinary General Meeting ends); or (ii) by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the Extraordinary General Meeting as their proxy to vote on the relevant resolutions at the Extraordinary General Meeting instead of attending the Extraordinary General Meeting in person or online.

Shareholders have the option of attending, participating and voting at the Extraordinary General Meeting by visiting the Online Platform. Shareholders attending the Extraordinary General Meeting using the Online Platform will also be counted towards the quorum and they will be able to cast their votes and submit questions through the Online Platform. Shareholders may submit questions relevant to the resolutions proposed for approval at the Extraordinary General Meeting in advance before 5:00 p.m. on Friday, 20 October 2023 to the Board by email, telephone, letter or fax. Details of contact information are set out on page 4 of the Interim Report 2023 of the Company. The Board and/or the Company will endeavour to address questions relevant to the resolutions proposed for approval at the Extraordinary General Meeting and may, at their discretion, respond to substantial and relevant questions.

Shareholders attending the Extraordinary General Meeting using the Online Platform will be able to submit questions relevant to the resolutions proposed for approval at the Extraordinary General Meeting online in writing during the Extraordinary General Meeting. Whilst the Company will endeavour to respond to the questions at the Extraordinary General Meeting, due to time constraints, unanswered questions may be responded to in writing after the Extraordinary General Meeting as appropriate.

7. As at the date of this notice, the executive Directors are Mr. JI Youhong (*Chairman*) and Mr. JING Shiqing (*Chief Executive Officer*); the non-executive Directors are Mr. ZHU Ping, Mr. YU Shutian, Mr. ZHOU Bo and Mr. YANG Changyi; and the independent non-executive Directors are Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham, Madam ZENG Xuemin and Mr. NG Kam Wah Webster.