
APPENDIX VII**STATUTORY AND GENERAL INFORMATION**

1. FURTHER INFORMATION ABOUT US**A. Incorporation**

We were incorporated on March 13, 2003 in the Cayman Islands as an exempted company with limited liability under the Cayman Companies Law. We have established a place of business in Hong Kong at 44th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and have been registered as a non-Hong Kong company under Part XI of the Hong Kong Companies Ordinance. Madam ZHOU Junqing and Mr. ZHOU Longshan have been appointed as our agent for the acceptance of service of process and notices under the same address. As we were incorporated in the Cayman Islands, our corporate structure, Memorandum of Association and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of the relevant provision of our Memorandum of Association and Article of Association and certain relevant aspects of Cayman Islands Companies Law are set out in "Appendix VI — Summary of the Constitution of our Company and Cayman Islands Companies Law" to this document.

B. Changes in Our Share Capital

Since the date of incorporation of our Company, the following alterations in the share capital of our Company have taken place:

- (a) On the date of incorporation of our Company, its authorized share capital was HK\$100,000,000 divided into 1,000,000,000 Shares, of which one Share was allotted and issued to the subscriber for cash at par.
- (b) On March 20, 2003, one Share was transferred to China Resources Enterprise, Limited by the subscriber at par.
- (c) On March 25, 2003, an additional one Share was allotted and issued at HK\$100,000,000 to China Resources Enterprise, Limited, such new Share ranks pari passu in all respects with the then existing Share.
- (d) On July 15, 2003, our Company issued and allotted one Share, credited as fully paid at par, to China Resources Enterprise, Limited as consideration for the acquisition of the entire issued share capital of China Resources Cement Limited (then named Innovative Market Limited).
- (e) On July 15, 2003, our Company allotted and issued 208,052,458 Shares by way of the capitalization of HK\$20,805,246 standing to the credit of the share premium account of our Company for distribution to China Resources Enterprise, Limited.
- (f) On July 22, 2003, our Company allotted and issued 154,755,000 Shares, credited as fully paid at par, to China Resources Holdings as consideration for the acquisition of Flavour Glory, Clear Bright, Full Sincere Limited and Goodsales Investments Limited and for the settlement of the outstanding loan of HK\$208,705,000 due by our Group to China Resources Holdings.
- (g) On February 23, 2005, our Company allotted and issued 19,000,000 Shares, credited as fully paid at par, as consideration for the acquisition of the remaining 25% equity interest in China Resources Dongguan Cement Manufactory Holdings Limited. The new Shares rank pari passu with the existing Shares in all respects.
- (h) As at December 31, 2005, our Company allotted and issued a total of 56,000 Shares upon conversion of HK\$112,000 of the zero coupon convertible bonds due 2010 ("Convertible Bonds") issued by China Resources Cement Finance Limited, a wholly-owned subsidiary of our Company, and guaranteed by our Company.

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- (i) On March 29, 2006, China Resources Holdings, through Smooth Concept, put forward to the Shareholders a scheme proposing the privatization of the Company (the "Scheme of Arrangement"). Under the Scheme of Arrangement, the Shareholders would receive from Smooth Concept in consideration for the cancellation of their Shares HK\$2.45 in cash ("Cash Alternative") or one share of Smooth Concept, credited as fully paid up, for every Share they held. As at March 29, 2006, China Resources Holdings held 270,132,647 Shares, while all other Shareholders collectively held 111,730,814 Shares (being a total of 381,863,461 Shares). In consideration for the cancellation of their Shares, China Resources Holdings was issued 270,132,647 shares in Smooth Concept, Shareholders holding 111,613,277 Shares accepted the Cash Alternative and Shareholders holding 117,537 Shares were issued the same number of shares in Smooth Concept. In addition to the cancellation of 381,863,461 Shares, the 371,436,000 Shares issued by the Company upon conversion of the Convertible Bonds held by Firstsuccess Investments Limited were also cancelled. Pursuant to the Scheme of Arrangement, all 753,299,461 Shares in issue were cancelled on July 31, 2006 and were followed by the immediate re-issue of the same number of Shares to Smooth Concept.
- (j) On August 24, 2006, our Company issued 28,488,000 Shares, credited as fully paid at par, as the settlement to Smooth Concept of HK\$56,976,000 for the redemption of the Convertible Bonds held by Smooth Concept under the Scheme of Arrangement. These Shares rank pari passu with the then existing issued Shares in respect of ranking for dividends, capital and voting rights attached thereto.
- (k) On June 30, 2008, our Company issued one Share to Smooth Concept for a consideration of HK\$866,000,000.
- (l) On August 31, 2009, the authorized share capital of our Company was increased to HK\$1,000,000,000 divided into 10,000,000,000 Shares by the authorization of 9,000,000,000 Shares of HK\$0.10 par value each.
- (m) On September 2, 2009, our Company issued 4,000,000,000 Shares to Smooth Concept in exchange for HK\$1,000,000,000.

In 2008, we underwent a series of reorganization, details of which are set out in the paragraph headed "Group Reorganization" below.

Save as disclosed in this document, there has been no change in our share capital since incorporation.

C. Changes in the Share Capital of our Subsidiaries

Our subsidiaries are referred to in the Accountants' Report of the Company as set out in Appendix I to this document. The following alterations in the share capital (or registered capital, as the case may be) of our subsidiaries have taken place within the two years preceding the date of this document:

Nanning Cement

On July 15, 2008, Nanning Cement obtained an approval from the Commerce Department of Guangxi Zhuang Autonomous Region for the increase of its registered capital from US\$29,400,000 to US\$55,200,000. Nanning Cement has obtained approval on August 7, 2008 from the Commerce Department of Guangxi Zhuang Autonomous Region and the business license was obtained on December 31, 2008.

Pingnan Cement

On April 29, 2008 and September 4, 2008, Pingnan Cement obtained approvals from the Commerce Department of Guangxi Zhuang Autonomous Region for the increase of its registered capital from

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RMB636,920,000 to RMB866,420,000. This approval was extended to be effective till December 31, 2008. On May 19, 2008, Pingnan Cement obtained approval from Guangxi MOFCOM on increasing its registered capital from RMB866,420,000 to RMB1,080,780,000. Pingnan Cement has obtained approval on March 3, 2009 and the business license was obtained on March 13, 2009.

Shangsi Cement

On August 1, 2008, the registered capital of Shangsi Cement was increased from RMB16,000,000 to RMB220,440,000. The registered capital has not been paid up yet.

CRC Investments

In June 2008, CRC Investments has applied for the increase of its registered capital from US\$30,000,000 to US\$200,000,000. We are currently waiting for the approval of the application from the relevant governmental agency.

Shantou Cement

On August 20, 2008, Shantou Cement obtained the government approval for the increase of its registered capital from RMB166,440,000 to RMB210,000,000, and the business licence was obtained on March 20, 2009.

Fengkai Cement

On February 19, 2009, Fengkai Cement obtained the government approval for the increase of its registered capital from HK\$50,000,000 to US\$34,435,600, and the business licence was obtained on April 17, 2009.

Guangxi Concrete

On March 20, 2008, the registered capital of China Resources Concrete (Guangxi) Limited was increased from HK\$21,000,000 to HK\$34,000,000. The registered capital was fully paid up.

Fuzhou Cement

On August 4, 2008, the registered capital of China Resources Cement (Fuzhou) Limited (formerly Fuzhou Development Zone Shun Li Building Materials Company Limited) was increased from RMB14,000,000 to US\$14,770,000. The registered capital was fully paid up.

Heyuan Concrete

On August 10, 2007, the registered capital of Heyuan China Resources Pengyuan Concrete Limited was increased from RMB10,000,000 to RMB12,000,000. The registered capital was fully paid up.

2. GROUP REORGANIZATION

For information with regard to our Reorganization, see "History and Reorganization."

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3. FURTHER INFORMATION ABOUT THE BUSINESS**A. Summary of Material Contracts**

We or our subsidiaries have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this document that are or may be material:

- (i) an equity transfer agreement dated March 10, 2008 entered into between Hongshuihe Cement and CRC Investments, pursuant to which Hongshuihe Cement transferred its 70% equity interest in Zhanjiang Hongshuihe Cement to CRC Investments for a consideration of RMB20,348,790.82;
- (ii) an equity transfer agreement dated October 28, 2007 entered into between Xiao Qinghui and China Resources Concrete Limited, pursuant to which Xiao Qinghui transferred the entire equity interest in Heyuan China Resources Pengyuan Concrete Limited to China Resources Concrete Limited for a consideration of RMB26.98 million;
- (iii) an equity purchase agreement dated September 27, 2007 and a supplementary agreement dated September 29, 2007 entered into between China Resources Cement Limited, Zhejiang Benteng Investments Limited, Chen Renhui, Weng Chunbo and Wang Shizhong, pursuant to which Zhejiang Benteng Investments Limited, Chen Renhui and Weng Chunbo transferred the entire equity interest in China Resources Cement (Fuzhou) Limited (then known as Fuzhou Development Zone Shun Li Building Materials Company Limited) to China Resources Cement Limited for a consideration of RMB19,640,781.29;
- (iv) an equity transfer agreement dated February 22, 2008 entered into between China Resources Cement Limited and China Resources Cement (Fuzhou) Holdings Limited, pursuant to which China Resources Cement Limited transferred the entire equity interest in China Resources Cement (Fuzhou) Limited (then known as Fuzhou Development Zone Shun Li Building Materials Company Limited) to China Resources Cement (Fuzhou) Holdings Limited for a consideration of US\$2,553,300;
- (v) a sale and purchase agreement dated June 30, 2008 entered into between Smooth Concept and our Company, pursuant to which Smooth Concept agreed to sell to our Company the entire issued share capital in Top Dragon Resources Limited, Smartec Resources Limited, Rossa Resources Limited, Mingo Resources Limited, Kenetic Resources Limited, Hentex Resources Limited, Ango Resources Limited, Hongda Resources Limited, Capital Rich Resources Limited and Eurolink Resources Limited for a consideration of HK\$10,000, HK\$10,000, HK\$10,000, HK\$200, US\$2, HK\$10,000, HK\$10,000, HK\$10,000, HK\$10,000 and HK\$10,000, respectively;
- (vi) a sale and purchase agreement dated June 30, 2008 entered into between Smooth Concept and China Resources Cement Limited, pursuant to which Smooth Concept agreed to sell to China Resources Cement Limited the entire issued share capital in Flavour Glory and Clear Bright for a consideration of HK\$244,764,471 and HK\$71,007,628, respectively;
- (vii) an equity transfer agreement dated June 13, 2008 entered into between China Resources Cement Limited and China Resources Cement Holdings (Hong Kong) Limited, pursuant to which China Resources Cement Limited transferred the entire equity interest in Nanning

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- Cement to China Resources Cement Holdings (Hong Kong) Limited for a consideration of US\$29.4 million;
- (viii) an equity transfer agreement dated June 15, 2008 entered into between China Resources Cement Limited and China Resources Cement Holdings (Hong Kong) Limited, pursuant to which China Resources Cement Limited transferred the entire equity interest in Shangsi Cement to China Resources Cement Holdings (Hong Kong) Limited for a consideration of HK\$1;
 - (ix) an equity transfer agreement dated June 16, 2008 entered into between China Resources Cement Limited and China Resources Cement Holdings (Hong Kong) Limited, pursuant to which China Resources Cement Limited transferred the entire equity interest in China Resources Cement (Fengkai) Limited to China Resources Cement Holdings (Hong Kong) Limited for a consideration of HK\$50 million;
 - (x) an equity transfer agreement dated June 15, 2008 entered into between our Company and China Resources Cement Holdings (Hong Kong) Limited, pursuant to which the Company transferred the entire equity interest in CRC Investments to China Resources Cement Holdings (Hong Kong) Limited for a consideration of US\$30 million;
 - (xi) an equity transfer agreement dated June 20, 2008 entered into between our Company and China Resources Cement Holdings (Hong Kong) Limited, pursuant to which the Company transferred the entire equity interest in Guigang Cement to China Resources Cement Holdings (Hong Kong) Limited for a consideration of US\$55,104,000;
 - (xii) an equity transfer agreement dated June 16, 2008 entered into between Tricot Limited, China Resources Cement Holdings (Hong Kong) Limited and our Company, pursuant to which Tricot Limited transferred 53.59% of its equity interest in Pingnan Cement to China Resources Cement Holdings (Hong Kong) Limited for a consideration of RMB579.2 million;
 - (xiii) an equity transfer agreement dated June 17, 2008 entered into between China Resources Concrete Limited and China Resources Cement Holdings (Hong Kong) Limited, pursuant to which China Resources Concrete Limited transferred the entire equity interest in China Resources Concrete (Dongguan Fengcheng) Limited to China Resources Cement Holdings (Hong Kong) Limited for a consideration of HK\$20 million;
 - (xiv) an equity transfer agreement dated June 16, 2008 entered into between China Resources Concrete Limited and China Resources Cement Holdings (Hong Kong) Limited, pursuant to which China Resources Concrete Limited transferred the entire equity interest in Dongguan Concrete to China Resources Cement Holdings (Hong Kong) Limited for a consideration of HK\$20 million;
 - (xv) an equity transfer agreement dated June 15, 2008 entered into between China Resources Concrete Limited and China Resources Cement Holdings (Hong Kong) Limited, pursuant to which China Resources Concrete Limited transferred the entire equity interest in China Resources Concrete (Jiangmen) Limited to China Resources Cement Holdings (Hong Kong) Limited for a consideration of HK\$20 million;
 - (xvi) an equity transfer agreement dated June 15, 2008 entered into between China Resources Concrete Limited and China Resources Cement Holdings (Hong Kong) Limited, pursuant to which China Resources Concrete Limited transferred the entire equity interest in China

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- Resources Concrete (Nanning Xixiangtang) Limited to China Resources Cement Holdings (Hong Kong) Limited for a consideration of HK\$20 million;
- (xvii) an equity transfer agreement dated June 15, 2008 entered into between China Resources Concrete Limited and China Resources Cement Holdings (Hong Kong) Limited, pursuant to which China Resources Concrete Limited transferred the entire equity interest in China Resources Concrete (Guangxi) Limited to China Resources Cement Holdings (Hong Kong) Limited for a consideration of HK\$34 million;
- (xviii) an equity transfer agreement dated June 15, 2008 entered into between the Company and China Resources Cement Holdings (Hong Kong) Limited, pursuant to which the Company transferred the entire equity interest in China Resources Concrete (Nanning) Limited to China Resources Cement Holdings (Hong Kong) Limited for a consideration of HK\$20 million;
- (xix) a trademark licensing agreement dated August 18, 2008 entered into between China Resources National Corporation and our Company, pursuant to which China Resources Holdings granted to our Company a non-exclusive license to use the trademark of “華潤” (Huarun), details of which are set out in the section headed “Connected Transactions”;
- (xx) a bidding agreement dated December 17, 2008 and a confirmation letter for conclusion of auction dated December 18, 2008 entered into between CRC Investments and Hainan Hengji Fengye Auction Limited, pursuant to which CRC Investments acquired 29.3% equity interest in Hainan Cement for a consideration of RMB269 million;
- (xxi) an equity and debt transfer agreement dated June 30, 2009 entered into between Guo Tou and CRC Investments, pursuant to which Guo Tou agreed to transfer its 34.14% equity interest in Hainan Cement and a debtor’s right in relation to a debt of RMB246,985,267.67 owed by Hainan Cement to Guo Tou; and
- (xxii) a Non-Competition Deed dated September 2, 2009 entered into between our Company and China Resources Holdings and our Company, pursuant to which China Resources Holdings provided certain non-compete undertakings to our Company.

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B. Our Intellectual Property Rights

(i) As at the Latest Practicable Date, we were the registered proprietor of the following trademark(s):

<u>Trade Mark</u>	<u>Place of registration</u>	<u>Class</u>	<u>Name of proprietor</u>	<u>Expiry Date</u>
	PRC	19 ⁽¹⁾	Hongshuihe Cement	March 29, 2014
	PRC	19 ⁽¹⁾	Clear Bright	July 27, 2011

(ii) As at the latest practicable date, we have license to use the following trademark(s):

<u>Trade Mark</u>	<u>Place of registration</u>	<u>Class</u>	<u>Name of proprietor</u>	<u>Expiry Date</u>
	PRC	19 ⁽¹⁾	China Resources National Corporation	June 13, 2014
 ⁽²⁾	Hong Kong	1	China Resources Holdings	March 27, 2010
	Hong Kong	2	China Resources Holdings	March 27, 2010
	Hong Kong	3	China Resources Holdings	March 3, 2010
	Hong Kong	4	China Resources Holdings	March 3, 2010
	Hong Kong	5	China Resources Holdings	March 3, 2010
	Hong Kong	6	China Resources Holdings	March 3, 2010
	Hong Kong	7	China Resources Holdings	March 3, 2010
	Hong Kong	8	China Resources Holdings	March 3, 2010
	Hong Kong	9	China Resources Holdings	March 3, 2010
	Hong Kong	11	China Resources Holdings	March 27, 2010
	Hong Kong	12	China Resources Holdings	March 27, 2010
	Hong Kong	14	China Resources Holdings	March 3, 2010
	Hong Kong	16	China Resources Holdings	March 3, 2010
	Hong Kong	17	China Resources Holdings	March 3, 2010
	Hong Kong	18	China Resources Holdings	March 3, 2010
	Hong Kong	19	China Resources Holdings	March 3, 2010
	Hong Kong	20	China Resources Holdings	March 27, 2010
	Hong Kong	22	China Resources Holdings	March 27, 2010
	Hong Kong	23	China Resources Holdings	March 3, 2010


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<u>Trade Mark</u>	<u>Place of registration</u>	<u>Class</u>	<u>Name of proprietor</u>	<u>Expiry Date</u>
	Hong Kong	24	China Resources Holdings	March 3, 2010
	Hong Kong	25	China Resources Holdings	March 3, 2010
	Hong Kong	26	China Resources Holdings	March 3, 2010
	Hong Kong	29	China Resources Holdings	March 3, 2010
	Hong Kong	30	China Resources Holdings	March 3, 2010
	Hong Kong	31	China Resources Holdings	March 3, 2010
	Hong Kong	32	China Resources Holdings	March 3, 2010
	Hong Kong	33	China Resources Holdings	March 3, 2010
	Hong Kong	34	China Resources Holdings	March 3, 2010
	Hong Kong	35	China Resources Holdings	March 3, 2010
	Hong Kong	36	China Resources Holdings	March 3, 2010
	Hong Kong	37	China Resources Holdings	March 3, 2010
	Hong Kong	38	China Resources Holdings	March 3, 2010
	Hong Kong	39	China Resources Holdings	March 3, 2010
	Hong Kong	40	China Resources Holdings	March 3, 2010
	Hong Kong	41	China Resources Holdings	March 3, 2010
	Hong Kong	42	China Resources Holdings	March 3, 2010

Notes:

(1) *Approved commodities for the use of the trademark under Class 19 include: timber; veneer; concrete; plaster mortar; building stone; gypsum; asbestos cement; cement; cement for furnace; cement for blast furnace; magnesia cement; concrete building elements; concrete board; concrete tube; fire-resisting materials; asphalt; tomb tablet; tomb stone (end of commodities).*

(2) *The table below sets out the details of the classes of goods/services registered under .*

<u>Class</u>	<u>Specification</u>
1	Chemicals used in industry, science and photography, as well as in agriculture, horticulture and forestry; unprocessed artificial resins, unprocessed plastics; chemical substances for preserving foodstuffs.
2	Paints, varnishes, lacquers; preservatives against rust and against deterioration of wood; colorants; mordants; raw natural resins; metals in foil and powder form for painters, decorators, printers and artists.
3	Bleaching preparations and other substances for laundry use; cleaning, polishing, scouring and abrasive preparations; materials and preparations for cleaning metal; rust removers; cleaning preparations for electrical motors, electrical systems, automotive equipment, industrial equipment and electrical equipment.
4	Gasoline (petrol), unleaded gasoline; diesel oils, automotive diesel, light diesel oil, industrial light diesel oil, marine light diesel oil, boiler diesel oil, bunker diesel oil, fishing light diesel oil; kerosene, jet fuel and/or aviation fuel; fuel oils, low sulphur fuel oil, high sulphur fuel oil, bunker fuel oil, industrial fuel oil; lubricants; liquefied petroleum gas; industrial oils and greases; fuels (including motor spirit) and illuminants.

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Class	Specification
5	Pharmaceutical, veterinary and sanitary preparations and substances; nutritional preparations and substances for medical use; dietetic substances, foods and beverages adapted for medical use; food for babies; medicated drinks and beverages, dietetic drinks; Chinese herbal medicinal preparations, vitamin preparations, decoctions for pharmaceutical purposes, digestives for pharmaceutical purposes, analgesics, evacuants, medicinal tea, cod liver oil, anthelmintics, laxatives, medicinal oil, herbs, medical preparations for skin care, medical preparations for slimming purposes, medicines for skin itch, medicinal alcohol, ointments for pharmaceutical purposes, dietetic beverages adapted for medical purposes.
6	Common metals and their alloys; metal building materials; transportable buildings of metal; materials of metal for railway tracks; non-electric cables and wires of common metal; pipes and tubes of metal; safes; goods of common metal not included in other classes; ores.
7	Machines and machine tools; motors and engines (except for land vehicles); machines coupling and transmission components (except for land vehicles); agricultural implements other than hand-operated.
8	Hand tools and implements (hand operated); cutlery; side arms; razors.
9	Electric, electronic, facsimile, telex, telephone, telegram, telecommunications, data communications and data acquisition installations, apparatus and instrument; all for processing, logging, storing, transmission, displays, reception, input, output or printout of non-pictorial or graphical data; pagers; telephones; mobile telephones; apparatus for recording, transmission or reproduction of sound or images; electrical and scientific apparatus; electric connector plugs, electric terminal strips, control knobs for electric apparatus, fuses for electric apparatus, cases adapted for aligning electrical communication apparatus; telecommunication and communication switching apparatus; electronic mail apparatus; electronic computers; electronic directory apparatus; electronic devices for storage, retrieval, communication transmission, input, output and processing of information and data; electric accumulators, electric accumulators for vehicles; electrical ducts, low voltage electrical apparatus, transformers, power sources, junction boxes, medium and high voltage electrical apparatus, isolating switches, circuit breakers, surge arresters, distribution units; integrated circuits, electrical discharge devices; electrical batteries and rechargeable batteries.
11	Apparatus for lighting, heating, steam generating, ventilating.
12	Vehicles, apparatus for locomotion by land, air or water.
14	Precious metals and their alloys and goods in precious metals or coated therewith, not included in other classes; jewellery, precious stones; horological and chronometric instruments.
16	Paper, cardboard and goods made from these materials, not included in other classes; printed matter; bookbinding material; photographs; stationery; adhesives for stationary or household purposes; artists' materials; paint brushes; typewriters and office requisites (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in other classes); printers' type; printing blocks; playing cards.
17	Rubber, gutta-percha, gum, asbestos, mica and goods made from these materials and not included in other classes; plastics in extruded form for use in manufacture; packing, stopping and insulating materials; flexible pipes, not of metal.
18	Leather and imitations of leather, and goods made from these materials and not included in other classes; animal skins, hides; trunks and travelling bags; umbrellas, parasols and walking sticks; whips, harness and saddlery.
19	Building materials (non-metallic); non-metallic rigid pipes for building; asphalt, pitch and bitumen; non-metallic transportable buildings; monuments, not of metal; cement.
20	Furniture.
22	Raw fibrous textile materials.
23	Yarns and threads, for textile use.
24	Textiles and textile goods, not included in other classes; bed and table covers.
25	Clothing, footwear, headgear.
26	Lace and embroidery, ribbons and braid; buttons, hooks and eyes, pins and needles.
29	Meat, fish, poultry and game; meat extracts; preserved, dried and cooked fruits and vegetables; jellies, jams, fruit sauces; eggs, milk and milk products; edible oils and fats.
30	Coffee, tea, cocoa, sugar, rice, tapioca, sago, artificial coffee, flour and preparations made from cereals, bread, pastry and confectionery, ices, honey, treacle, yeast, baking-powder, salt, mustard, vinegar, sauces (condiments), spices, ice, peppermints sweets, golden syrup, non-medicated confectionery containing herbs in jelly form.
31	Agricultural, horticultural and forestry products and grains not included in other classes; live animals; fresh fruits and vegetables; seeds, natural plants and flowers; foodstuffs for animals, malt.
32	Beers; mineral and aerated waters and other non-alcoholic drinks; fruit drinks and fruit juices; syrups and other preparations for making beverages.
33	Alcoholic beverages (except beers).
34	Tobacco; smokers' articles; matches.

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<u>Class</u>	<u>Specification</u>
35	Professional business consultancy; business information services; business organization consultancy; import-export agency services; sales promotion services for others and marketing services, distribution of samples; arranging, conducting and organization of trade events, trade shows; arranging, conducting and organization of exhibitions for business, commercial, advertising or trade purposes; department store and supermarket wholesaling and retailing services; wholesaling and retailing of chemicals, toluene, mixed xylene, butyl glycol, isopropyl alcohol, butyl acrylate, methyl ethyl ketone, normal butanal, styrene monomer, 2-ethylhexyl acrylate, paraffin wax, white oil, aluminium sulphate, sodium silicofluoride, acetone, butyl methacrylate, cyclohexanone, toluene-2, 4-diisocyanate, vinyl acetate, ethyl acetate, chemicals used in industry, in agriculture, horticulture and forestry, chemical substances for preserving foodstuffs, tanning substances, adhesives used in industry, gasoline (petrol), unleaded gasoline, diesel oils, automotive diesel, light diesel oil, industrial light diesel oil, marine light diesel oil, boiler diesel oil, bunker diesel oil, fishing light diesel oil, kerosene, jet fuel and/or aviation fuel, fuel oils, low sulphur fuel oil, high sulphur fuel oil, bunker fuel oil, industrial fuel oil, lubricants, liquefied petroleum gas, industrial oils and greases, lubricants, fuels (including motor spirit) and illuminants, iron, steel, cement textiles and machinery, clothing, footwear and headgear, food and beverages, dietetic substances adapted for medical use, Chinese and western medicines, ginseng and tonic, herbal medicines, health products and health foods; provision of information, consultancy services and advisory services relating to all the aforesaid services; all included in Class 35.
36	Insurance services; guarantee insurance; life insurance and mutual funds; pension services; insurance underwriting; travel insurance, insurance brokerage services; real estate agency services and real estate management, real estate brokerage services; provision of information, consultancy services and advisory services relating to all the aforesaid services; all included in Class 36.
37	Construction, insulation, renovation, restoration, repair and maintenance of buildings, including car parks, shopping complexes, offices, hotels, serviced apartments, apartments, houses, swimming pools, skating rinks, installations for parking bicycles; building construction; provision of information relating to construction; building construction supervision; building insulating, building sealing, scaffolding; rental of construction equipment; cleaning of interior and exterior surface of buildings; cleaning and repair; construction of power generating plants; installation, maintenance, repair and servicing of gas supply and distribution apparatus and instruments; repair, maintenance and servicing of gas apparatus and instruments; mining extraction; provision of information, consultancy services and advisory services relating to all the aforesaid services; all included in Class 37.
38	Telecommunications services; transmission of data and of information by electronic, computers, electronic mail, telephone; all included in Class 38.
39	Packaging of goods, unloading cargo, rental of storage containers; provision of information relating to storage; storage of goods, rental of warehouses, warehousing services; transport and storage of trash and waste; gas filling services; distribution, transportation and storage of fuel, oil, petroleum, gas and lubricants; consultancy services and advisory services relating to all the aforesaid services; all included in Class 39.
40	Material processing; services for the treatment of oil, used lubricants and gas; custom assembling, manufacturing and fabrication services; custom injection molding; all relating to circuit boards and printed circuit boards, circuit breakers and closers, electronic and electric materials and instruments; refining and processing of oil and gas; processing of refinery products to produce other products relating to the chemical industry; custom assembling and manufacturing services relating to machinery and equipment for the processing of textile raw materials, textile final products, yarns and threads; provision of information, consultancy services and advisory services relating to all the aforesaid services; all included in Class 40.
41	Education services in the fields of oil, gas and petrochemical industries, science, health, safety and environment; workshops and training courses relating to business, commercial, provision of information, consultancy services and advisory services relating to all the aforesaid services; all included in Class 41.
42	Architectural advice and consultancy services; design of equipment for use in industrial processes; liaison services to facilitate the exchange of technical and technological information; technical project studies and research; product development; research and development of new chemical and petro-chemical processes; advisory and consultancy services relating to process technology; liaison services to facilitate the exchange of technical and technological information; support services in the form of technical consultancy and technical assistance to licensees; industrial design services; analytical services/analyses of substances drawn from various points in manufacturing processes; provision of information, consultancy services and advisory services relating to all the aforesaid services; all included in Class 42.

(iii) As at the Latest Practicable Date, we had registered the following domain names:

<u>Domain Name</u>	<u>Registrant</u>	<u>Registration Date</u>	<u>Expiration Date</u>
crcement.com	China Resources Cement Holdings Limited	June 2, 2003	June 2, 2013
crcement.net	China Resources Cement Holdings Limited	June 2, 2003	June 2, 2013
crcement.com.hk	China Resources Cement Holdings Limited	June 13, 2003	June 14, 2013

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4. FURTHER INFORMATION ABOUT OUR DIRECTORS, MANAGEMENT AND EMPLOYEES

[●]

C. Service Contracts

None of our Directors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the employer within one year without the payment of compensation other than the statutory compensation).

D. Directors' Remuneration

The aggregate amount of remuneration (including fees, salaries and allowances, contributions to mandatory provident funds, and Share-based payments) which was paid to our Directors for the years ended December 31, 2006, 2007 and 2008 was approximately HK\$4.1 million, HK\$5.2 million and HK\$7.3 million, respectively.

Under the arrangement currently in force, the aggregate amount of remuneration payable by our Group to and benefits in kind receivable by the Directors for the year ending December 31, 2009, are expected to be approximately HK\$8.4 million.

E. Fees or commission received

Save as disclosed in this document, none of the directors or any of the persons whose names are listed in the paragraph headed "Consents" in this Appendix VII had received any commission, discounts, agency fee, brokerages or other special terms in connection with the issue or sales of any capital of any member of our Group from our Group within the two years preceding the date of this document.

F. Related Party Transactions

During the year preceding the date of this document, our Group has engaged in related party transactions as described under the section headed "Connected Transactions."

G. Share Award Scheme***Summary***

Our Company has adopted a share award scheme ("Share Scheme"). A trust ("Trust") has been set up and BOCI-Prudential Trustee Limited has been appointed as the trustee ("Trustee"). The Shares purchased under the Share Scheme will be held in trust for the relevant employees until such Shares are vested in accordance with the provisions of the rules relating to Share Scheme ("Scheme Rules").

(i) Purpose

The purpose of the Share Scheme is to recognize the contributions of officers and employees of our Group, excluding any director of the Company ("Selected Grantees") towards the development of our Group in the past or as incentives to Selected Grantees to achieve higher-than-target profits for our Group and to align the interests of the Selected Grantees with sustainable growth and development of our Group.

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(ii) Eligible employees ("Eligible Employee")

Any officer or employee of a member of our Group, excluding (i) any directors of our Group; or (ii) any employee who is resident in a place where the settlement of the award of the Shares and/or the vesting and transfer of Shares pursuant to the terms of the Scheme Rules is not permitted under the laws and regulations of such place or where in the view of the Board or the Trustee (as the case may be) compliance with applicable laws and regulations in such place make it necessary or expedient to exclude such employee; and (iii) any employee beneficially interested in 5% or more of the issued shares of our Company or of the voting rights ((i) to (iii) collectively, "Excluded Employees").

(iii) Administration

The Share Scheme shall be subject to the administration of the Board in accordance with the Scheme Rules.

(iv) Maximum Limit

The aggregate number of Shares purchased by the Trust under the Share Scheme shall not exceed 2.5% of all issued shares of our Company. Our Board shall not make any further award which will result in the number of Shares awarded by our Board under the Share Scheme would represent in excess of 2.5% of the issued share capital of our Company, from time to time.

The aggregate maximum number of Shares which may be awarded to a Selected Grantee under the Share Scheme shall not exceed 0.1% of the issued share capital of our Company.

(v) Operation

[●]

(vi) Vesting

Our Board may, from time to time, at its absolute discretion select any Eligible Employee for participation in the Share Scheme as a Selected Grantee. The Selected Grantee shall in his/her acceptance:

- (i) confirm his/her acceptance of the grant;
- (ii) declare that he/she is not an Excluded Employee; and
- (iii) undertake that he/she shall inform our Board once he/she has changed his/her place of residence or nationality or has elected to take up share or option under the Share Scheme.

Unvested installment(s) of Shares held by the Trustee upon the Trust shall vest in that Selected Grantee in accordance with the timetable as determined by our Board at its discretion.

(vii) Total lapse and partial lapse

In the event (i) a Selected Grantee ceases to be an Eligible Employee, or (ii) the subsidiary of the Company by which a Selected Grantee is employed ceases to be a subsidiary of our Company, or (iii) an order for the winding-up of the subsidiary is made or a resolution is passed for the voluntary winding-up of the subsidiary (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and

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liabilities of the Subsidiary pass to a successor company) (each of these, an event of "Total Lapse"), the relevant portion of the award shall automatically lapse forthwith and all the awarded Shares comprised of under such award shall not vest.

In the event (i) a Selected Grantee is found to be an Excluded Employee, or (ii) a Selected Grantee is dismissed, or commits an indictable offence or is considered by the Human Resources Department of the Company at its entire discretion, to have committed serious breach of conduct or ethics or serious dereliction of duties or unbecoming conduct which adversely affects the reputation of the Group, or (iii) a Selected Grantee fails to return duly executed transfer documents prescribed by the Trustee for the relevant awarded Shares within the stipulated period (each of these, an event of "Partial Lapse"), the relevant part of an award made to such Selected Grantee shall automatically lapse forthwith and the relevant awarded Shares shall not vest.

(viii) Voting Rights

The Trustee shall not exercise the voting rights in respect of any Shares held under the Trust (including but not limited to the awarded Shares, and further Shares acquired out of the income derived therefrom).

(ix) Duration and Termination

The Share Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date. No further award shall be made on or after the 10th anniversary date of the Adoption Date.

The Share Scheme shall terminate on the earliest of: (i) on the 10th anniversary of the Adoption Date; (ii) such date of early termination as determined by our Board provided that such termination shall not affect any subsisting rights of any Selected Grantee hereunder; (iii) an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of our Company pass to a successor company; and (iv) the date when an order for the winding-up of our Company is made or a resolution is passed for the voluntary winding-up of the Company.

Upon termination, (i) no further award may be granted; (ii) all the awarded Shares shall become automatically vested on the Selected Grantee so referable on such date of termination save in respect of the Total Lapse, subject to the receipt by the Trustee of the transfer documents prescribed by the Trustee and duly executed by the Selected Grantee within the period stipulated by the Trustee; (iii) any Shares or cash remaining in the trust fund shall be transferred to and settled with China Resources Charitable Fund Limited, a charitable organization registered with the Inland Revenue Department of Hong Kong, as soon as practicable after the date of termination; where such settlement cannot be effected for any reason without default on the part of the Trustee, such properties of the Trust shall be transferred and settled with such charitable organization as the Trustee deems appropriate in its sole and absolute discretion.

Present Status of the Share Scheme

As at the date of this document, no Share has been granted or agreed to be granted pursuant to the Share Scheme. Our Company has no plan to vest any Shares held by the Trust by the end of 2009.

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5. DISCLAIMERS

Save as disclosed in this document:

- (i) [●]
- (ii) none of the Directors nor any of the persons whose names are listed in the paragraph headed "Consents" under the section headed "Other Information" in this Appendix VII is interested in our promotion, or in any assets which have within the two years immediately preceding the issue of this document been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (iii) none of our Directors nor any of the persons whose names are listed in the paragraph headed "Consents" under the section headed "Other Information" in this Appendix is materially interested in any contract or arrangement subsisting at the date of this document which is unusual in its nature or conditions or which is significant in relation to the business of our Group;
- (iv) none of the persons whose names are listed in the paragraph headed "Consents" under the section headed "Other Information" in this Appendix VII has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group;
- (v) none of our Directors are interested in any business apart from our Group's business, which competes or is likely to compete, directly or indirectly, with the business of our Group.

6. OTHER INFORMATION**Estate Duty**

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries in the Cayman Islands, British Virgin Islands, Hong Kong or the PRC.

Litigation

Neither we nor any of our subsidiaries are involved in any material litigation, arbitration or administrative proceedings of material importance. So far as we are aware, no such litigation, arbitration or administrative proceedings are pending or threatened against us, that would have a material adverse effect on our results of operations or financial condition.

Qualification of Experts

The qualifications of the experts who have given opinions or advice in this document are as follows:

<u>Name</u>	<u>Qualification</u>
Deloitte Touche Tohmatsu	Certified Public Accountants
DTZ Debenham Tie Leung Limited	Independent professional property valuer
Maples and Calder	Cayman Islands Legal Adviser
Concord	PRC Legal Adviser

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Consents

Each of Deloitte Touche Tohmatsu, DTZ Debenham Tie Leung Limited and Concord has given and has not withdrawn its written consent to the issue of this document with the inclusion of its reports, valuation certificate, letters and/or opinions and summaries of opinion (as the case may be) and/or the references to its name included herein in the form and context in which it appears.

Save as disclosed in this document, none of the experts named above has any shareholding interests in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

Binding Effect

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44E of the Hong Kong Companies Ordinance so far as applicable.

Miscellaneous

Save as disclosed in this document:

- (i) within the two years preceding the date of this document, neither we nor our subsidiaries have issued or agreed to issue any of our Shares or loan capital fully or partly paid either for cash or for a consideration other than cash;
- (ii) no Share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (iii) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (iv) within the two years preceding the date of this document, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of our company or any of our subsidiaries; and
- (v) we have no outstanding convertible debt securities or debentures.