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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 form of proxy 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)

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES
AND ISSUE SHARES AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of China Resources Cement Holdings Limited to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 12 May 2017 at 3:30 p.m. is set out on pages 16 to 20 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the annual general meeting in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

Hong Kong, 23 March 2017

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 12 May 2017 at 3:30 p.m., the notice of which is set out on pages 16 to 20 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“China Resources Group”	CRH and its subsidiaries
“Company”	China Resources Cement Holdings Limited, a company incorporated in the Cayman Islands with limited liability, with its shares listed on the Stock Exchange
“CR Holdings”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, a substantial shareholder of the Company
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“Latest Practicable Date”	17 March 2017, being the latest practicable date prior to the printing of this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China

DEFINITIONS

“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued Shares as at the date of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution number 5 of the notice of the Annual General Meeting
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar
“%”	per cent

LETTER FROM THE CHAIRMAN



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. ZHOU Longshan (*Chairman*)
Mr. JI Youhong (*Chief Executive Officer*)
Mr. LAU Chung Kwok Robert (*Chief Financial Officer*)

Non-executive Directors:

Mr. DU Wenmin
Mr. WEI Bin
Mr. CHEN Ying
Mr. WANG Yan

Independent Non-Executive Directors:

Mr. IP Shu Kwan Stephen
Mr. SHEK Lai Him Abraham
Madam ZENG Xuemin
Mr. LAM Chi Yuen Nelson

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 4606-08
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

23 March 2017

To the shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES
AND ISSUE SHARES AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed general mandates to repurchase Shares and to issue Shares, and to seek the approval from the shareholders of the Company at the Annual General Meeting in connection with the grant of the relevant general mandates.

LETTER FROM THE CHAIRMAN

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 13 May 2016, a general mandate was given to the Directors to exercise the powers of the Company to repurchase shares of the Company. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting. The Repurchase Resolution will therefore be proposed at the Annual General Meeting to give a fresh general mandate to the Directors to exercise the powers of the Company to repurchase Shares. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I hereto.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 13 May 2016, a general mandate was given to the Directors to issue Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting. Therefore, it will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued Shares at the date of the resolution (i.e. not exceeding 1,306,587,563 Shares based on the issued Shares of 6,532,937,817 Shares as at the Latest Practicable Date and assuming that such issued Shares remain the same at the date of passing the resolution) and adding to such general mandate so granted to the Directors any Shares representing the total number of the Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued Shares at the date of the Repurchase Resolution.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. ZHOU Longshan, Mr. JI Youhong and Mr. LAU Chung Kwok Robert; the non-executive Directors are Mr. DU Wenmin, Mr. WEI Bin, Mr. CHEN Ying and Mr. WANG Yan; and the independent non-executive Directors are Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham, Madam ZENG Xuemin and Mr. LAM Chi Yuen Nelson.

Mr. JI Youhong was appointed as an executive Director by the board of Directors on 22 September 2016. Pursuant to Article 16.2 of the Articles of Association, he shall hold office only until the Annual General Meeting and shall be eligible for re-election.

Pursuant to Article 16.18 of the Articles of Association, Mr. ZHOU Longshan, Mr. LAU Chung Kwok Robert, Mr. WANG Yan and Madam ZENG Xuemin shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election.

LETTER FROM THE CHAIRMAN

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

Madam ZENG Xuemin, being independent non-executive Director eligible for re-election at the Annual General Meeting, has provided the annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules.

Madam ZENG Xuemin has served as an independent non-executive Director of the Company almost 9 years. Notwithstanding her years of service as an independent non-executive Director, the board of Directors is satisfied that, as well proven by the independent judgement and valuable advice given by Madam ZENG over the years, Madam ZENG has the required integrity, independence and experience to fulfill her role as an independent non-executive Director.

The Company is of the view that Madam ZENG Xuemin meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

ANNUAL GENERAL MEETING

Set out on pages 16 to 20 of this circular is the notice convening the Annual General Meeting.

At the Annual General Meeting, resolutions will be proposed to the shareholders of the Company in respect of ordinary business to be considered at the Annual General Meeting, including re-election of Directors, the Repurchase Proposal, the general mandate for Directors to issue new Shares and the extension of the general mandate to issue new Shares.

ACTION TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed herewith. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of a form of proxy will not prevent you from attending and voting in person at the Annual General Meeting if you so wish.

LETTER FROM THE CHAIRMAN

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.6 of the Articles of Association, all votes at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the Repurchase Proposal, the proposed general mandate for Directors to issue new Shares, the proposed extension of the general mandate to issue new Shares and the proposed re-election of retiring Directors are all in the best interest of the Company and its shareholders as a whole. Accordingly, the Directors recommend that all shareholders of the Company should vote in favour of such resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
for and on behalf of
China Resources Cement Holdings Limited
ZHOU Longshan
Chairman

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Repurchase Proposal.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,532,937,817 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 653,293,781 Shares, representing not more than 10% of the issued Shares as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles of Association and the laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2016 in the event that the Repurchase Proposal was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:–

	Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
March 2016	2.52	1.90
April 2016	2.99	2.30
May 2016	2.59	2.22
June 2016	2.58	2.20
July 2016	2.87	2.39
August 2016	3.28	2.76
September 2016	3.24	2.88
October 2016	3.38	2.98
November 2016	3.56	3.09
December 2016	3.39	2.99
January 2017	3.64	2.90
February 2017	4.27	3.49
March 2017 (up to the Latest Practicable Date)	4.59	3.82

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the shareholders of the Company.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the shareholders of the Company.

6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, China Resources National Corporation, the ultimate holding company of the Company, is interested in 4,792,189,749 Shares (representing approximately 73.35% of the total issued Shares as at the Latest Practicable Date). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Proposal, then (assuming the present shareholdings remains the same) the attributable interest of China Resources National Corporation would be increased from 73.35% to approximately 81.50% of the issued Shares. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Proposal. The Company has no present intention to repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

MR. ZHOU LONGSHAN (*executive Director*)

Mr. ZHOU Longshan, aged 56, has been an executive Director since March 2003, was the Chief Executive Officer of the Company from August 2008 to October 2011 and has been appointed the Chairman of the Board since October 2011. He is the Chairman of the Executive Committee and a member of the Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company. Mr. ZHOU obtained a bachelor's degree in economics from the Jilin Finance and Trade Institute, China in 1983. He joined China Resources Group in 1984 and has over 30 years' experience in international trade and corporate management. He is the Vice Chairman of the China Building Materials Federation, the Vice Chairman of the China Cement Association, the Vice President of the eighth Session Council of the China Concrete and Cement Products Association and the President of China Cement Net Council. Save as disclosed above, Mr. ZHOU did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Under the service contract with the Company, Mr. ZHOU has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirements at annual general meeting pursuant to Article 16.18 of the Articles of Association. The emoluments payable to Mr. ZHOU are determined by the board of Directors under the authority granted by the shareholders of the Company at annual general meeting and with reference to the recommendation made by the Remuneration Committee of the Company, his duties and responsibility with the Company, the Company's performance and market situation. For the year ended 31 December 2016, Mr. ZHOU received a Director's fee of HK\$80,000 and emoluments of HK\$9,074,653.62 (including salaries and allowances, pension costs and mandatory provident fund contributions, discretionary bonus and long term award scheme). Save as disclosed above, Mr. ZHOU is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. ZHOU is taken to be interested in 1,000,000 Shares held by his spouse within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. ZHOU has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with his re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

MR. JI YOHONG (*executive Director*)

Mr. JI, aged 52, has been appointed an executive Director and the Chief Executive Officer of the Company since September 2016. He is a member of the Executive Committee of the Company. He joined the Group in October 2003 and had served various managerial positions of the Company including the general manager of various cement and concrete subsidiaries, the Marketing Controller from November 2008 to December 2012 and the Regional General Manager (Guangxi) from April 2012 to September 2016. He currently serves as the director of various subsidiaries of the Company. Mr. JI is a senior engineer of building materials accredited by the Private Enterprise Senior Engineer Panel of Guangxi Zhuang Autonomous Region. He graduated from the Nanjing Industrial College (currently known as Southeast University), China with a bachelor's degree in engineering in 1985 and a master's degree in inorganic and non-metallic materials in 1988. He has over 28 years of experience in construction materials engineering and marketing. He is currently the Chairman of the Guangxi Cement Association. Save as disclosed above, Mr. JI did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Under the service contract with the Company, Mr. JI has no fixed term of service with the Company but will hold office only until the Annual General Meeting and will be eligible for re-election pursuant to Article 16.2 of the Articles of Association. Thereafter, he will be subject to rotational retirement and re-election requirements at annual general meeting pursuant to Article 16.18 of the Articles of Association. The emoluments payable to Mr. JI are determined by the board of Directors under the authority granted by the shareholders of the Company at annual general meeting and with reference to the recommendation made by the Remuneration Committee of the Company, his duties and responsibility with the Company, the Company's performance and market situation. For the year ended 31 December 2016, Mr. JI received a Director's fee of HK\$21,858.00 and emoluments of HK\$434,306.47 (including salaries and allowances and mandatory provident fund). Save as disclosed above, Mr. JI is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. JI has beneficial interests in 60,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. JI has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with his re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

MR. LAU CHUNG KWOK ROBERT (*executive Director*)

Mr. LAU Chung Kwok Robert, aged 60, joined the Company in May 2003 as the Chief Financial Officer and has been an executive Director since April 2008. He is a member of the Executive Committee, Remuneration Committee and Corporate Governance Committee of the Company. He has been appointed as a director of Hong Kong Construction Materials Association Limited since April 2016. Mr. LAU obtained a bachelor's degree in social sciences from the University of Hong Kong in 1979 and has over 30 years' experience in reorganization, assurance and advisory services with international accounting firms and in serving as financial controllers and chief financial officers of listed companies. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and a member of Chartered Professional Accountants of Canada (formerly the Canadian Institute of Chartered Accountants). Save as disclosed above, Mr. LAU did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Under the service contract with the Company, Mr. LAU has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirements at annual general meeting pursuant to Article 16.18 of the Articles of Association. The emoluments payable to Mr. LAU are determined by the board of Directors under the authority granted by the shareholders of the Company at annual general meeting and with reference to the recommendation made by the Remuneration Committee of the Company, his duties and responsibility with the Company, the Company's performance and market situation. For the year ended 31 December 2016, Mr. LAU received a Director's fee of HK\$80,000 and emoluments of HK\$6,428,399.76 (including salaries and allowance, pension costs and mandatory provident fund contributions, discretionary bonus and long term award scheme). Save as disclosed above, Mr. LAU is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. LAU did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. LAU has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with his re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

MR. WANG YAN (*non-executive Director*)

Mr. WANG Yan, aged 45, was appointed a non-executive Director in August 2014. He is a member of the Audit Committee of the Company. Mr. WANG joined China Resources National Corporation in July 1994. Mr. WANG worked for China Resources Petrochems (Group) Company Limited (currently known as Sinopec (Hong Kong) Petroleum Holding Company Limited) from 2000 to 2006. Mr. WANG was appointed as a director of China Resources Gas Limited in November 2005. He was a Deputy General Manager of China Resources Gas (Holdings) Limited from September 2007 to April 2012. He was a Deputy General Manager of the Internal Audit Department of CR Holdings from April 2012 to January 2016 and was appointed as the General Manager in February 2016. He was a non-executive director of China Resources Beer (Holdings) Company Limited (formerly known as China Resources Enterprise, Limited, listed on the main board of the Stock Exchange) from August 2014 to April 2016. He has been a non-executive director of China Resources Power Holdings Company Limited, China Resources Land Limited and China Resources Gas Group Limited since August 2014 and has been a non-executive director of China Resources Phoenix Healthcare Holdings Company Limited (all listed on the main board of the Stock Exchange) since November 2016. Mr. WANG holds a bachelor's degree in economics from the Finance and Accounting Department, Capital University of Economics and Business, and a master of business administration degree from the University of South Australia, and is a qualified PRC Certified Accountant. Save as disclosed above, Mr. WANG did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Under the service contract with the Company, Mr. WANG has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirements at annual general meeting pursuant to Article 16.18 of the Articles of Association. Mr. WANG did not receive Directors' fee and any other emolument for the year ended 31 December 2016. Save as disclosed above, Mr. WANG is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. WANG did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. WANG has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with his re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

MADAM ZENG XUEMIN (*independent non-executive Director*)

Madam ZENG Xuemin, aged 72, has been an independent non-executive Director since August 2008. She is a member of the Audit Committee and Remuneration Committee of the Company. She was also an independent non-executive director of Inner Mongolia Mengxi Cement Co., Ltd., which is an associate of the Company from May 2009 to May 2015. Madam ZENG was an independent director of Dalian East New Energy Development Co., Ltd. (listed on the GEM board of the Shenzhen Stock Exchange) from November 2009 to February 2015, and of Xinjiang Tianshan Cement Co., Ltd. (listed on the Shenzhen Stock Exchange) from December 2011 to October 2014, and was appointed as an independent non-executive Director of China Shanshui Cement Group Limited (listed on the main board of the Stock Exchange) from June 2015 and was removed at the Extraordinary General Meeting held on 1 December 2015. Madam ZENG is a senior engineer at professor level accredited by the State Economic and Trade Commission and a registered consulting engineer (investment) accredited by the National Development and Reform Commission of China. She studied at the Beijing Architecture and Industrial Institute from 1963 to 1968 and started her career and served at Benxi Gongyuan Cement Factory as a technician and director of the laboratory between 1969 and 1983. From 1984 to March 2001, she worked at the Production Division and the Planning Division of the State Building Materials Bureau and served as the deputy director and the director of the various departments and divisions. She was the Vice President of the China Cement Association from April 2001 to April 2014 and has been appointed as a distinguished expert since July 2014. She has been the branch officer of China Association for Engineering Construction Standardization from July 2002 to date. Madam ZENG is specialized on managing the development and planning for, and the scientific advancement, policies and laws and regulations, construction investment as well as setting up the relevant standards and quotas applicable to the building materials industry. She took the lead in formulating the relevant building materials industry development plans for the Seventh Five-Year Plan, Eighth Five-Year Plan, Ninth Five-Year Plan and Tenth Five-Year Plan and in setting up a wide spectrum of construction standards and quotas for the building materials industry, including the standards of design for a cement factory. In the area of engineering and construction management, she was awarded with a number of Grade 1 and Grade 2 prizes at the provincial level. Save as disclosed above, Madam ZENG did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Under the service contract with the Company, Madam ZENG has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirements at annual general meeting pursuant to Article 16.18 of the Articles of Association. The emoluments payable to Madam ZENG are determined by the board of Directors under the authority granted by the shareholders of the Company at annual general meeting and with reference to the recommendation made by the Remuneration Committee of the Company, her duties and responsibility with the Company, the Company's performance and market situation. For the year ended 31 December 2016, Madam ZENG received a Director's fee of HK\$230,000. Madam ZENG did not receive any other emolument for the year ended 31 December 2016. Madam ZENG is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Madam ZENG did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Madam ZENG has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with her re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Resources Cement Holdings Limited (the “Company”) will be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 12 May 2017 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2016.
2. To declare a final dividend.
3.
 - (1) To re-elect Mr. ZHOU Longshan as director;
 - (2) To re-elect Mr. JI Youhong as director;
 - (3) To re-elect Mr. LAU Chung Kwok Robert as director;
 - (4) To re-elect Mr. WANG Yan as director;
 - (5) To re-elect Madam ZENG Xuemin as director; and
 - (6) To authorise the board of directors to fix the remuneration of the directors of the Company.
4. To re-appoint auditor and to authorise the board of directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT**:–

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which the directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:–

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any securities of the Company which are convertible into shares of the Company; or (iv) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be allotted and issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the Resolution nos.5 and 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Resolution no.6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of the number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution no.5 set out in the notice convening this meeting, provided that such number of shares so repurchased shall not exceed 10% of the total number of the issued shares of the Company as at the date of the said Resolution.”

By Order of the Board

China Resources Cement Holdings Limited

Lo Chi Lik Peter

Company Secretary

Hong Kong, 23 March 2017

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notes:

1. Any member of the Company entitled to attend and vote at the 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.
2. The register of members of the Company will be closed from Monday, 8 May 2017 to Friday, 12 May 2017, 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 meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 5 May 2017.

Subject to the approval of shareholders at the meeting, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Thursday, 18 May 2017 and the register of members of the Company will be closed on Thursday, 18 May 2017, during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all share transfer documents, accompanied by the relevant share certificates lodged with the Company's share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 17 May 2017.
3. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally 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 in respect of the relevant joint holding.
4. To be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged with the Company's share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting.
5. With regard to item no.3 of this notice, details of retiring directors of the Company proposed for re-election are set out in Appendix II of the circular to shareholders dated 23 March 2017.
6. As at the date of this notice, the executive directors of the Company are Mr. ZHOU Longshan, Mr. JI Youhong and Mr. LAU Chung Kwok Robert; the non-executive directors of the Company are Mr. DU Wenmin, Mr. WEI Bin, Mr. CHEN Ying and Mr. WANG Yan; and the independent non-executive directors of the Company are Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham, Madam ZENG Xuemin and Mr. LAM Chi Yuen Nelson.