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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)**

## **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;

- (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.

## **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.

## **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](http://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](http://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.
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.