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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual 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 Thursday, 25 May 2023 at 3:30 p.m. (the “Annual General Meeting”) 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 2022.
2. To declare a final dividend of HK\$0.009 per share for the year ended 31 December 2022.
3.
 - (1) To re-elect Mr. JING Shiqing as director;
 - (2) To re-elect Mr. ZHU Ping as director;
 - (3) To re-elect Mr. CHEN Kangren as director;
 - (4) To re-elect Mr. IP Shu Kwan Stephen as director;
 - (5) To re-elect Mr. NG Kam Wah Webster as director;
 - (6) To authorise the board of directors to fix the remuneration of the directors of the Company.
4. To appoint KPMG as the independent auditor of the Company and to authorise the board of directors to fix their remuneration.

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 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.”

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
- (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.”

ATTENDING THE ANNUAL GENERAL MEETING THROUGH ONLINE PLATFORM

Only Shareholders as of the Record Date are entitled to attend and vote at the Annual General Meeting. Those who hold the Shares indirectly should contact their brokerage firm, bank or other financial institution for further information on how to attend and vote at the Annual 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 Annual General Meeting. The Company strongly encourages Shareholders to attend, participate and vote at the Annual General Meeting through online access by visiting the website <http://meetings.computershare.com/CRCement2023AGM> (the “Online Platform”). There will be a live webcast on the Online Platform for shareholders to view and listen to the Annual 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 Annual General Meeting.

Login details for registered Shareholders

Login details to access the Online Platform will be set out in the notification letter dispatched to the registered Shareholders together with this meeting notice 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 and vote at the Annual General Meeting using the Online Platform should:

- (1) contact and instruct their intermediary through which their Shares are held to appoint themselves as proxies or corporate representatives to attend the Annual General Meeting; and
- (2) provide their email addresses to their intermediaries before the time limit required by the relevant intermediary.

Login details to access 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 non-registered holders of Shares provided by the intermediary one day prior to the Annual 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 email by 3:30 p.m. on Wednesday, 24 May 2023 should contact Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their intermediaries in respect of both (1) and (2) above.

Shareholders should note that only one device is allowed per login. Shareholders shall be responsible for keeping the login details in safe custody for use at the Annual General Meeting and should not disclose 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 Annual General Meeting or otherwise.

Login details for proxies

In the event that any Shareholder appoints any person other than the representatives of the Company as set forth in the proxy form to be their proxy, login details to access 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 Annual General Meeting for Shareholders who opt to receive circulars in printed form. Alternatively, the proxy form can be downloaded from the Company's website at www.crcement.com. If you are not a registered Shareholder (if you hold Shares through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), please consult directly with your banks or brokers or custodians (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 registration process for the hybrid meeting during the Annual General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, as follows:

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

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

Hong Kong, 28 April 2023

Notes:

1. The Annual General Meeting will be conducted in Mandarin.
2. Any member of the Company entitled to attend and vote at the Annual 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 Monday, 22 May 2023 to Thursday, 25 May 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 Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged not later than 4:30 p.m. on Friday, 19 May 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.

Subject to the approval of shareholders at the Annual General Meeting, the final dividend will be distributed on or about Wednesday, 19 July 2023 to shareholders whose names appear on the register of members of the Company after the close of business of the Company at 4:30 p.m. on Friday, 9 June 2023 and the register of members of the Company will be closed from Monday, 5 June 2023 to Friday, 9 June 2023, both days inclusive, during which period 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 shall be lodged not later than 4:30 p.m. on Friday, 2 June 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 any share, any one of such persons may vote at any meeting, either personally 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 any meeting personally 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 by 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 Annual 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 Annual General Meeting if he so wishes.
6. The Company reminds all shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. Instead of attending the Annual General Meeting physically, (i) shareholders may attend and vote at the Annual General Meeting online with electronic communication facilities through the Online Platform (votes cast through the Online Platform are irrevocable once the voting session at the Annual General Meeting ends); or (ii) by using proxy forms with voting instructions inserted, shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person or online.

Shareholders have the option of attending, participating and voting at the Annual General Meeting by visiting the Online Platform. Shareholders attending the above Annual 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 Annual General Meeting in advance before 5:00 p.m. on Thursday, 18 May 2023 to the Board by email, telephone, letter or fax. Details of contact information are set out on page 4 of the Annual Report 2022 of the Company. The Board and/or the Company will endeavour to address questions relevant to the resolutions proposed for approval at the Annual General Meeting and may, at their discretion, respond to substantial and relevant questions.

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

7. 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 28 April 2023.
8. As at the date of this notice, the executive directors of the Company are Mr. JI Youhong (*Chairman*) and Mr. JING Shiqing (*Chief Executive Officer*); the non-executive directors of the Company are Mr. ZHU Ping, Mr. CHEN Kangren and Mr. YANG Changyi; 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. NG Kam Wah Webster.