



shareholders of RMC approved the acquisition of RMC by CEMEX UK Limited, a wholly-owned subsidiary of CEMEX (attached hereto as exhibit 1).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, CEMEX, S.A. de C.V. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CEMEX, S.A. de C.V.

-----  
(Registrant)

Date: November 17, 2004  
-----

By: /s/ Rafael Garza  
-----

Name: Rafael Garza  
Title: Chief Comptroller

EXHIBIT INDEX

EXHIBIT NO.  
-----

DESCRIPTION  
-----

1	Press release issued by CEMEX, S.A. de C.V. ("CEMEX") and RMC Group p.l.c. ("RMC"), dated November 17, 2004, announcing that the shareholders of RMC approved the acquisition of RMC by CEMEX UK Limited, a wholly-owned subsidiary of CEMEX (attached hereto as exhibit 1).
---	--

RMC Group p.l.c. and CEMEX, S.A. de C.V.

17 November 2004

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN, INTO OR FROM  
AUSTRALIA, CANADA OR JAPAN

RMC GROUP p.l.c.

RECOMMENDED ACQUISITION BY CEMEX UK LIMITED, A SUBSIDIARY OF  
CEMEX, S.A. de C.V.

RECEIPT OF SHAREHOLDER APPROVALS

RMC and CEMEX announced today that at a Court Meeting and an Extraordinary General Meeting of RMC Shareholders held earlier today in connection with the recommended Acquisition by CEMEX of RMC all the resolutions proposed received overwhelming support from shareholders.

At the Court Meeting a majority in number of RMC Shareholders who voted (either in person or by proxy), representing 99.98% by value, voted in favor of the resolution to approve the Scheme. The resolution was accordingly passed.

At the Extraordinary General Meeting the resolution proposed to approve the Scheme and provide for its implementation was also passed by the requisite majority.

The final results were as follows:

Court Meeting: 113,711,936 voted in favor, and 24,912 voted against.

Extraordinary General Meeting: 114,937,886 voted in favor, and 94,640 voted against.

CEMEX UK acquired 50,000,000 RMC Shares, representing approximately 18.8% of the issued share capital of RMC, on 27 September 2004 as announced on that day. The voting rights conferred by these RMC Shares were not exercised at the Meetings.

Regulatory reviews by the E.U. and U.S. anti-trust authorities are underway. RMC and CEMEX expect to receive regulatory clearances in due course and it is expected that the Scheme will become effective on 12 January 2005. If this position changes, a further announcement will be made.

Terms used in this announcement shall have the same meanings as set out in the Scheme document dated 25 October 2004.

In light of the Acquisition, RMC will now no longer be releasing a Trading Review on 16 December 2004, as had previously been planned prior to the announcement of the Acquisition.

ENQUIRIES:

RMC  
Gary Rawlinson (Investor Relations)  
Tim Stokes (Media Relations)

Tel: +44 (0) 1932 568 833

CAZENOVE  
(Financial Adviser and Corporate Broker to RMC)  
Tel: +44 (0) 20 7588 2828  
Nick Wiles  
Piers Coombs  
Roger Clarke

JPMORGAN  
(Financial Adviser to RMC)  
Tel: +44 (0) 20 7742 4000  
Robert McGuire  
Henry Lloyd  
Eamon Brabazon  
Tel: +44 (0) 20 7601 0101

HOARE GOVETT  
(Corporate Broker to RMC)  
Peter Meinertzhagen  
Chris Zeal

CITIGATE DEWE ROGERSON  
(PR Adviser to RMC)  
Jonathan Clare  
Michael Berkeley

Tel: +44 (0) 20 7638 9571

CEMEX  
Javier Trevino (Media Relations)  
Maher Al-Haffar (Investor Relations)

Tel: +44 (0) 20 7379 5151  
Tel: +1 212 317 6006

CITIGROUP  
(Financial Adviser and Corporate Broker  
to CEMEX and CEMEX UK)  
Tel: +44 (0) 20 7986 4000  
Philip Robert-Tissot  
Cyrus Shabi  
Jan Skarbek

GOLDMAN SACHS INTERNATIONAL  
(Financial Adviser and  
Corporate Broker to CEMEX  
and CEMEX UK)  
Tel: +44 (0) 20 7774 1000  
Simon Dingemans  
Basil Geoghegan

THE MAITLAND CONSULTANCY  
(PR Adviser to CEMEX and CEMEX UK)  
Angus Maitland  
Philip Gawith

Tel: +44 (0) 20 7379 5151

The directors of RMC accept responsibility for the information contained in this announcement and confirm that, to the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this announcement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The directors of CEMEX UK and the directors of CEMEX accept responsibility for the information contained in this announcement relating to CEMEX UK and CEMEX. To the best of the knowledge and belief of the directors of CEMEX UK and the directors of CEMEX (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

Cazenove, which is regulated by the Financial Services Authority, is acting as financial adviser and corporate broker to RMC in connection with the Acquisition and no one else and will not be responsible to anyone other than RMC for providing the protections afforded to customers of Cazenove or for providing advice in relation to the Acquisition, or the contents of this announcement.

JPMorgan, which is regulated by the Financial Services Authority, is acting as financial adviser to RMC in connection with the Acquisition and no one else and will not be responsible to anyone other than RMC for providing the protections afforded to customers of JPMorgan or for providing advice in relation to the Acquisition, or the contents of this announcement.

Hoare Govett, which is regulated by the Financial Services Authority, is acting as corporate broker to RMC in connection with the Acquisition and no one else and will not be responsible to anyone other than RMC for providing the protections afforded to customers of Hoare Govett or for providing advice in relation to the Acquisition, or the contents of this announcement.

Citigroup and Goldman Sachs International, which are regulated by the Financial Services Authority, are acting as financial advisers and corporate brokers to CEMEX and CEMEX UK in connection with the Acquisition and no one else and will not be responsible to anyone other than CEMEX and CEMEX UK for providing the protections afforded to their respective customers or for providing advice in relation to the Acquisition, or the contents of this

announcement.