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Asia Cement (China) Holdings Corporation

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 743)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Asia Cement (China) Holdings Corporation (the “**Company**”) will be held at Room 1 & 2, 10/F, United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 24 May 2016 at 3:00 p.m. (or as soon thereafter as the annual general meeting of the Company convened for the same day and place shall have concluded or adjourned) for the purpose of considering and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the 2016 Sale and Purchase Agreement (as defined in the circular of the Company dated 6 May 2016 (the “**Circular**”)) (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) as supplemented and revised by the Addendum (as defined in the Circular) (a copy of which has been produced to the meeting and marked “B” and initiated by the chairman of the meeting for the purpose of identification), and all the transactions contemplated thereunder, be and is hereby approved;
- (b) the Revised Annual Cap (as defined in the Circular) be and is hereby approved; and
- (c) any one of the directors of the Company (the “**Director**”) be and is hereby authorized to do all such acts and things and sign, agree, ratify, execute, perfect or deliver all such documents or instrument under hand (or where required, under the common seal of the Company together with another Director or any person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the 2016 Sale and Purchase Agreement as supplemented and revised by the Addendum and any of the

transactions contemplated thereunder (save and except for the purpose of effecting any material variation to the terms of the 2016 Sale and Purchase Agreement as supplemented and revised by the Addendum).”

By Order of the Board
Asia Cement (China) Holdings Corporation
Mr. HSU, Shu-tong
Chairman

Hong Kong, 6 May 2016

Notes:

1. All resolution at the EGM (except for procedural and administrative matters, which should be taken by a show of hands as the chairman of the meeting may decide, in good faith) will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish and in such event, the form of proxy shall be deemed to be revoked.
4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 19 May 2016 to Tuesday, 24 May 2016, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant shares certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 18 May 2016.
6. If a black rainstorm warning signal is in force or a tropical cyclone warning signal number 8 or above remains hoisted at 8:00 a.m. on 24 May 2016, the EGM will be postponed. Members are requested to read the website of the Company at www.achc.com.cn for details of alternative meeting arrangements. If members have any queries concerning the alternative meeting arrangements, please call the Company at 28393705 during business hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday, excluding public holidays.

7. The above EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
8. Members should make their own decision as to whether they would attend the above meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

As at the date of this announcement, the executive Directors are Mr. CHANG Tsai-hsiung, Mr. HSU Shu-ping, Dr. WU Chung-lih, Mr. CHANG Chen-kuen, Mr. LIN Seng-chang and Ms. WU Ling-ling and the non-executive Director and Chairman is Mr. HSU Shu-tong, the independent non-executive Directors are Mr. TSIM Tak-lung Dominic, Mr. LEE Kao-chao, Mr. WANG Wei and Dr. WANG Kuo-ming.