



# Asia Cement (China) Holdings Corporation 亞洲水泥(中國)控股公司

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

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION CAUSE NO. FSD 202 of 2024 (DDJ)  
IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (AS REVISED) AND  
IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 2023 (AS REVISED)  
AND IN THE MATTER OF ASIA CEMENT (CHINA) HOLDINGS CORPORATION  
PINK FORM OF PROXY FOR USE AT THE COURT MEETING CONVENED AT THE  
DIRECTION OF THE GRAND COURT TO BE HELD ON MONDAY, 26 AUGUST 2024  
AT 3:00 P.M. HONG KONG TIME  
(OR AT ANY ADJOURNMENT THEREOF)

PINK form of proxy for use at the court meeting (or at any adjournment thereof) (the "Court Meeting") of the Scheme Shareholders (as defined in the scheme document dated 2 August 2024 (the "Scheme Document")) of Asia Cement (China) Holdings Corporation (the "Company").

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(note b)</sup> shares of HK\$0.1 each of the Company,  
HEREBY APPOINT THE CHAIRMAN OF THE COURT MEETING or \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy <sup>(note c)</sup> at the Court Meeting convened at the direction of the Grand Court of the Cayman Islands to be held at 3:00 p.m. on Monday, 26 August 2024 (Hong Kong time) at Conference Room, 39/F, Taipei Metro Tower, No. 207, Tun Hwa South Road, Section 2, Taipei, Taiwan (or any adjournment thereof) for the purpose of considering and, if thought fit, voting for me/us and in my/our name(s) in respect of a scheme of arrangement (with or without modifications) (the "Scheme") proposed to be made between the Company and the Scheme Shareholders as referred to in the notice dated 2 August 2024 convening the Court Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and in respect of any other resolution(s) that may properly come before the Court Meeting (or any adjournment thereof).

FOR the Scheme <sup>(notes d and h)</sup>	AGAINST the Scheme <sup>(notes d and h)</sup>

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2024

Shareholder's signature: \_\_\_\_\_ <sup>(note e)</sup>

Contact Phone Number: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the total number of shares registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- If any proxy other than the chairman of the Court Meeting is preferred, please strike out the words "THE CHAIRMAN OF THE COURT MEETING or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Court Meeting will act as your proxy. Your proxy need not be a member of the Company, but must attend the Court Meeting in person to represent you. Every member present in person or by proxy shall be entitled to one vote for each share held by him/her/it. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE TICK ("✓") THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE TICK ("✓") THE BOX MARKED "AGAINST the Scheme".** Failure to complete either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any other resolution or motion properly put to the Court Meeting (or any adjournment thereof).
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorised.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, should be deposited at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the Court Meeting (i.e. no later than 3:00 p.m. on Saturday, 24 August 2024 (Hong Kong time)) or any adjournment thereof. However, if this form of proxy is not so lodged, it may be handed to the chairman of the Court Meeting at the Court Meeting who will have absolute discretion on whether or not to accept it. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Court Meeting in person if you so wish, but in the event you attend and vote at the Court Meeting after having lodged this form of proxy, this form of proxy will be revoked by operation of law.
- Where there are joint registered holders of any share, any one of such joint holders may vote at the Court Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Court Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The full text of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme appears in the Scheme Document.
- References to time and dates in this instrument are to Hong Kong time and dates.
- If the Court Meeting is seriously affected by a typhoon or a bad weather condition in Taipei, the Company may postpone the Court Meeting to a later date as agreed between the Company and Asia Cement Corporation, and the Company will publish an announcement on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify the Shareholders of the new date, time and place of the rescheduled Court Meeting. For the avoidance of doubt, the Court Meeting may still be held as scheduled during a typhoon or a bad weather condition in Taipei. Shareholders should decide on their own whether they would attend the Court Meeting under bad weather condition bearing in mind their own situations.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Court Meeting of the Company (the "Purposes"). We/the Company may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data may be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.