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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)

NOTICE OF COURT MEETING

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

Cause No. FSD 202 of 2024 (DDJ)

**IN THE MATTER OF SECTIONS 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
NOTICE OF COURT MEETING**

NOTICE IS HEREBY GIVEN that, by an order (the “**Order**”) dated 24 July 2024 (Cayman time) made in the above matter, Grand Court of the Cayman Islands (the “**Grand Court**”) has directed a meeting (the “**Court Meeting**”) of the Scheme Shareholders (as defined in the Scheme mentioned below) to be convened and held for the purpose of considering and, if thought fit, approving (with or without modifications) a scheme of arrangement (the “**Scheme**”) proposed to be made between Asia Cement (China) Holdings Corporation (the “**Company**”) and the Scheme Shareholders and that the Court Meeting will 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 at which all Scheme Shareholders are invited to attend.

A copy of the Scheme and a copy of the explanatory memorandum explaining the effect of the Scheme are incorporated in the composite scheme document of which this notice forms part (the “**Scheme Document**”), which has been despatched to the Scheme Shareholders. A copy of the Scheme Document can be obtained by the Scheme Shareholders from the Company’s Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person (who must be an individual), whether a member of the Company or not, as their proxy to attend and vote in their stead. A **PINK** form of proxy for use at the Court Meeting is enclosed with the Scheme Document. The completion and return of the **PINK** form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting, or any adjournment thereof, if he/she so wishes and in such event, the **PINK** form of proxy previously submitted will be revoked by operation of law.

In the case of joint registered holders of a Scheme Share (as defined in the Scheme), the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding. In the case of a Scheme Shareholder which is a corporation, the Scheme Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at the Court Meeting and exercise the same powers on behalf of the corporate Scheme Shareholder as if the corporate Scheme Shareholder was an individual Scheme Shareholder of the Company.

The **PINK** form of proxy for use at the Court Meeting, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be lodged 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, but in any event no later than 48 hours before the time appointed for holding the Court Meeting or any adjournment thereof. Alternatively, the **PINK** form of proxy may be handed to the chairman of the Court Meeting at the Court Meeting (who shall have absolute discretion as to whether or not to accept it).

The Company wishes to advise all of the Scheme Shareholders that the only ways to vote for the proposed resolution in the Court Meeting are (i) to attend the physical Court Meeting at Conference Room, 39/F, Taipei Metro Tower, No. 207, Tun Hwa South Road, Section 2, Taipei, Taiwan or (ii) to appoint any person or the chairman of the Court Meeting as a proxy to attend and vote on the resolution by completing and lodging the PINK form of proxy in accordance with the instructions contained therein. Scheme Shareholders are reminded to mark their voting decision (for or against, as the case may be) on the relevant proxy form(s).

By the Order, the Court has appointed any one of the independent non-executive Directors, or failing whom, any other person who is an officer of the Company as at the date of the Court Meeting to act as chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Grand Court.

The Scheme is subject to the subsequent sanction of the Grand Court as set out in the Explanatory Memorandum contained in the Scheme Document.

By order of the Board
ASIA CEMENT (CHINA) HOLDINGS CORPORATION
TSIM Tak-lung Dominic
Director

Dated: 2 August 2024

Registered office:
Cricket Square
Hutchins Drive
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Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Portion of Unit B, 11th Floor
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Note

1. Voting at the Court Meeting will be taken by poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and The Hong Kong Code on Takeovers and Mergers.
2. For the purpose of determining the entitlements of the Shareholders to attend and vote at the Court Meeting, the register of members of the Company will be closed from Tuesday, 20 August 2024 to Monday, 26 August 2024 (both days inclusive) and during such period, no transfer of Shares will be effected. In order to qualify to vote at the Court Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Monday, 19 August 2024.
3. 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 the Offeror, and the Company will publish an announcement on the website of the Hong Kong Stock Exchange (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.

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. HSU Shu-ping, Mr. CHANG Chen-kuen and Mr. LIN Seng-chang; four non-executive Directors, namely Mr. HSU Shu-tong (Chairman), Mr. LEE Kun-yen, Mr. CHEN Ruey-long and Ms. WU Ling-ling; and four independent non-executive Directors, namely Mr. TSIM Tak-lung Dominic, Mr. WANG Wei, Mr. LEE Kao-chao and Dr. WANG Kuo-ming.