

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Asia Cement (China) Holdings Corporation, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Asia Cement (China) Holdings Corporation

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 743)

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**
- (2) RE-ELECTION OF RETIRING DIRECTORS**
- (3) ADOPTION OF OPERATIONAL PROCEDURES FOR MAKING
ADVANCES TO THIRD PARTIES**
- (4) ADOPTION OF OPERATIONAL PROCEDURES FOR THE
PROVISION OF GUARANTEES BY WAY OF ENDORSEMENT**
- (5) ADOPTION OF OPERATIONAL PROCEDURES FOR
ACQUISITION AND DISPOSAL OF ASSETS
AND**
- (6) NOTICE OF THE AGM**

A notice convening an annual general meeting of Asia Cement (China) Holdings Corporation to be held at Room 3 & 4, 10/F, United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 25 May 2012 at 2:30 p.m. is set out on pages 16 to 20 of this circular.

A proxy form for use at the annual general meeting is enclosed with the notice of the annual general meeting. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

18 April 2012

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Room 3 & 4, 10/F, United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 25 May 2012 at 2:30 p.m.
“Articles”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Company”	Asia Cement (China) Holdings Corporation, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Share Issue Mandate and the Share Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with the Shares with an aggregate nominal value not exceeding 20% of the share capital of the Company in issue as at the date of the passing of the relevant resolution granting such mandate
“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution granting such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent.

LETTER FROM THE BOARD



Asia Cement (China) Holdings Corporation

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 743)

Executive Directors:

Mr. CHANG, Tsai-hsiung
Dr. WU, Chung-lih
Madam CHIANG SHAO, Ruey-huey
Mr. CHANG, Chen-kuen
Mr. LIN, Seng-chang

Non-executive Director:

Mr. HSU, Shu-tong (*Chairman*)

Independent Non-executive Directors:

Mr. LIU, Zhen-tao
Mr. LEI, Qian-zhi
Mr. TSIM, Tak-lung Dominic
Dr. WONG, Ying-ho Kennedy

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place

of Business in the PRC:
No. 6 Yadong Avenue
Ma-Tou Town, Ruichang City
Jiangxi Province, PRC

Principal Place

of Business in Hong Kong:
Portion of Unit B
11th Floor
Lippo Leighton Tower
103 Leighton Road
Causeway Bay
Hong Kong

18 April 2012

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**
- (2) RE-ELECTION OF RETIRING DIRECTORS**
- (3) ADOPTION OF OPERATIONAL PROCEDURES FOR MAKING
ADVANCES TO THIRD PARTIES**
- (4) ADOPTION OF OPERATIONAL PROCEDURES FOR THE
PROVISION OF GUARANTEES BY WAY OF ENDORSEMENT**
- (5) ADOPTION OF OPERATIONAL PROCEDURES FOR
ACQUISITION AND DISPOSAL OF ASSETS
AND**
- (6) NOTICE OF THE AGM**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the relevant information in respect of (i) the Share Issue Mandate; (ii) the Share Repurchase Mandate; (iii) the re-election of the retiring Directors; (iv) the adoption of operational procedures for making advances to third parties; (v) the adoption of operational procedures for the provision of guarantees by way of endorsement; and (vi) the adoption of operational procedures for the acquisition and disposal of assets, and to seek your approval of the resolutions relating to these matters at the AGM.

GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,556,250,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 311,250,000 Shares, representing 20% of the issued share capital of the Company.

The Share Issue Mandate will end on 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 pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

Subject to the passing of the following ordinary resolution regarding the Share Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorise the Directors to issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased pursuant to the Share Repurchase Mandate.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase issued Shares subject to the criteria set forth in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Share Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution subject to the Listing Rules. The Share Repurchase Mandate will end on 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 pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in the general meeting. As at the Latest Practicable Date,

LETTER FROM THE BOARD

the issued share capital of the Company comprised 1,556,250,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 155,625,000 Shares, representing 10% of the issue share capital of the Company.

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Share Repurchase Mandate, is set forth in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Madam CHIANG SHAO, Ruey-huey, Mr. CHANG, Chen-kuen, Mr. TSIM, Tak-lung Dominic and Dr. WONG, Ying-ho Kennedy shall retire pursuant to Article 87(1) of the Articles. All retiring directors, being eligible, will offer themselves for re-election at the forthcoming AGM. Details of the retiring Directors who are proposed to be re-elected at the AGM are set forth in Appendix II to this circular.

ADOPTION OF SEVERAL OPERATIONAL PROCEDURES PURSUANT TO THE TAIWAN SECURITIES AND EXCHANGE ACT

The Company is a subsidiary of Asia Cement Corporation which is listed on the Taiwan Stock Exchange Corporation. According to the relevant rules and regulations under the Taiwan Securities and Exchange Act, the Company is required to adopt several operational procedures at a Shareholders' general meeting for (i) making advances to third parties, (ii) the provision of guarantees by way of endorsement and (iii) the acquisition and disposal of assets. These operational procedures will be effective on the date of its adoption by the Shareholders at the AGM if so approved. The following is a summary of the key provisions of each of these procedures.

(A) Operational Procedures for Making Advances to Third Parties (the "Advances Procedures")

The Advances Procedures are aimed at strengthening the management of loans and reducing the operational risks of the Company. Pursuant to the Advances Procedures, the Company should comply with the following requirements when making any advances to companies which conduct transactions with the Company and companies having short-term financing needs:

- (1) The advances made shall be repayable within one year and such date of repayment should be agreed in advance;
- (2) The maximum amount of advances made must not exceed 50% of the net asset value as reported in the latest financial statement of the Company as audited or reviewed by its auditor; and

LETTER FROM THE BOARD

- (3) The interest rate charged on such advances should be calculated based on either the fixed or the floating rate, and the finance department of the Company should seek approval from the chief executive officer of the Company before making any adjustment to the interest rate.

Pursuant to the Advances Procedures, the Company must conduct the following necessary financial due diligence enquiries before making advances:

- (1) The necessity and reasonableness of such advance;
- (2) The credibility and the risk profile of the borrower;
- (3) The impact of such advance on the Company's business operations, financial position and the interest of the Shareholders; and
- (4) Whether any security, pledge or collateral to secure such advance and appraisal of the value thereof must be obtained.

Further, pursuant to the Advances Procedures, any advances made to third parties should be approved by the Board, and the views of the independent non-executive Directors should be fully considered when making an advance. Moreover, the Company will announce and report the required information pursuant to the relevant rules and regulations under the Taiwan Securities and Exchange Act and the Listing Rules.

The Board considers that the Advances Procedures represents good internal control measures for the Group and are in the interests of the Group and the Shareholders as a whole.

(B) Operational Procedures for the Provision of Guarantees by way of Endorsement (the "Guarantee Provision Procedures")

The Guarantee Provision Procedures are aimed at strengthening the management of guarantees provided by the Company. Under the Guarantee Provision Procedures, the Company may provide guarantees by way of endorsement to the following parties:

- (1) A company which conducts business with the Group.
- (2) A company in which the Company directly and indirectly holds more than 50% of the voting shares.
- (3) A corporate shareholder that directly and indirectly holds more than 50% percent of the voting Shares.

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- (4) For a publicly listed company which holds, directly or indirectly, 90% or more of the voting Shares, the amount of guarantee provided by way of endorsement may not exceed 10% of the net asset value of its parent company. Such guarantees are subject to board approval by the parent company of the publicly listed company.

The total maximum amount of guarantee which can be provided by the Group is limited to the net asset value of the Company at the relevant time, and the maximum amount of guarantee which can be provided to a single corporate entity is limited to 50% of the net asset value of the Company at the relevant time. Pursuant to the Guarantee Provision Procedures, the Company must conduct the following necessary financial due diligence before providing any guarantee by way of endorsements:

- (1) The necessity and reasonableness of guarantee by way of endorsement.
- (2) Credit status and risk assessment of the entity for which the guarantee is made.
- (3) The impact on the Company's business operations, financial position and the interests of the Shareholders.
- (4) Whether collateral and appraisal of the value thereof must be obtained.

Further, pursuant to the Guarantee Provision Procedures, any guarantee made to a third party should be approved by the Board, and the views of the independent non-executive Directors should be fully considered. Moreover, the Company will announce and report the required information pursuant to the relevant rules and regulations under the Taiwan Securities and Exchange Act and the Listing Rules.

The Board considers that the Guarantee Provision Procedures represent good internal control measures for the Group and are in the interest of the Group and the Shareholders as a whole.

(C) Operational procedures for acquisition and disposal of assets (the "Assets Procedures")

The Assets Procedures are aimed at strengthening the management of the investment transactions conducted by the Company involving the acquisition or disposal of assets. Under the Assets Procedures, the Company may acquire or dispose of the following assets subject to certain investment limits:

- (1) Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities. The total amount of investment by the Company for the above types of investment in securities shall not exceed 200% of the equity capital of the Company as reported in the latest audited financial statements of the Company.

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- (2) Real property and other fixed assets. The total amount of investment by the Company for real property (non-operational) and other fixed assets shall not exceed 50% of the total asset value of the Company as stated in the latest audited financial statements of the Company.
- (3) Memberships.
- (4) Patents, copyrights, trademarks, franchise rights, and other intangible assets.
- (5) Derivatives.
- (6) Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with applicable laws.
- (7) Other major assets.

Pursuant to the Assets Procedures, the finance and accounts department of the Company should conduct financial analysis and provide risk assessment of the target assets to be acquired or disposed. Further, with reference to the amount of investment involved in a transaction, valuation of the target assets to be prepared by a professional valuer or auditor should be obtained in the manner as set out in the Asset Procedures, where appropriate.

The asset acquisition or disposal transaction should be approved by the Board after seeking professional advice and considering the return on investment, necessity, fairness and reasonableness of the transaction with reference to the investment risks involved, and Shareholders' approval should also be obtained if required by the applicable laws and regulations. Moreover, the Company will announce and report the information required pursuant to the relevant rules and regulations when conducting the asset investment transactions, including but not limited to the Taiwan Securities and Exchange Act and the Listing Rules.

The Board considers that the Assets Procedures represents good internal control measures for the Group and are in the interest of the Group and the Shareholders as a whole.

AGM

Set forth on pages 16 to 20 of this circular is a notice convening the AGM at which, among other things, resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the re-election of the Directors and the adoption of operational procedures for making advances to third parties, providing guarantees by way of endorsement and the acquisition and disposal of assets.

LETTER FROM THE BOARD

VOTING BY POLL

The forthcoming AGM will be held by voting of shareholders pursuant to Rule 13.39(4) of the Listing Rules.

RECOMMENDATION

The Directors consider that (i) the granting of the General Mandates and the Repurchase Mandate; (ii) the re-election of Directors, (iii) the adoption of the Advance Procedures; (iv) the adoption of the Guarantee Provision Procedures; and (v) the adoption of the Assets Procedures are in the best interests of the Company, the Group and the Shareholders as a whole, and would recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and beliefs the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
HSU, Shu-tong
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Share Repurchase Mandate for your consideration.

1. LISTING RULES RELATING TO THE REPURCHASE MANDATE

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities subject to certain restrictions.

All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up. A maximum of 10% of the issued capital as to the date of passing the relevant resolution may be repurchased on the Stock Exchange.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 1,556,250,000 Shares in issue. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 155,625,000 Shares representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any repurchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the repurchase or out of capital provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

5. IMPACT OF REPURCHASES

On the basis of the financial position of the Company as at 31 December 2011 (being the date of its latest audited accounts), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the Share Repurchase Mandate is exercised in full during the proposed repurchase period.

However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

6. GENERAL INFORMATION

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

8. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Share Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Asia Cement Corporation ("Asia Cement") held 1,136,074,000 shares, representing approximately 73% of the issued shares.

If the Directors exercise in full the power to repurchase Shares pursuant to the Share Repurchase Mandate and assuming that will be no change in the issued share capital of the Company and no alterations to the existing shareholding of Asia Cement, the shareholding of Asia Cement will be increased to approximately 81.11% of the issued share capital of the Company. The Directors believe that such an increase of shareholding will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors do not have any present intention to exercise the Share Repurchase Mandate to the extent that the number of Shares held by the public would be reduced to less than 25% of the Shares in issue, or to the extent that would result in an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. Based on the information known to date, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Share Repurchase Mandate.

9. SHARE REPURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company during the period from 30 May 2011 (date of last annual general meeting) to the Latest Practicable Date.

10. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
March	4.95	4.10
April	6.68	4.74
May	6.45	5.40
June	6.25	5.30
July	7.34	6.20
August	7.05	5.03
September	5.72	3.06
October	4.27	2.81
November	4.11	3.26
December	3.79	3.34
2012		
January	4.00	3.46
February	4.48	3.70
March	4.36	3.81
April (up to the Latest Practicable Date)	4.12	3.83

Details of the retiring directors proposed to be re-elected at the AGM are set out as follows:

Madam CHIANG SHAO, Ruey-huey (邵瑞蕙), aged 64, is an executive Director and the chief financial officer of the Company. Madam SHAO has more than 40 years of experience of financial management, planning and information system management in the cement industry. Madam SHAO is also a director of China Hi-Ment Corporation and Far Eastern Department Stores Ltd and a supervisor of U-Ming Marine Transport Corporation, all of which are listed in Taiwan. Madam SHAO joined Asia Cement Group in 1970 and joined the Group in October 1997. Madam SHAO graduated from the Soochow University in Taiwan in 1970 with a bachelor degree in accountancy. Madam SHAO is not related to any Directors, senior management, substantial or controlling Shareholders of the Company. Madam SHAO also holds directorships in certain wholly owned subsidiaries of the Company. Save as disclosed herein, Madam SHAO did not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

Madam SHAO entered into a service contract with the Company for a term of three years commencing on 27 April 2011 which may be terminated by either party upon three months' prior written notice. Under the service contract, Madam SHAO's emoluments recorded in 2011 include (i) directors' fees, salaries and other benefits of approximately RMB406,000 and (ii) share option benefits amortised of approximately RMB26,000, with reference to his experience and qualification.

On 27 April 2008, Madam SHAO had accepted a share option to subscribe for 400,000 Shares subject to certain vesting conditions, representing approximately 0.02% of the issued shares of the Company, pursuant to the Company's pre-IPO share option scheme adopted on 27 April 2008. She was interested in these Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Madam SHAO has not exercised the share option. Madam SHAO is interested in long position of 40,000 Shares of the Company. Save as aforementioned, Madam SHAO was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, the Board and Madam SHAO have indicated that there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

There are no other matters that need to be brought to the attention of the Shareholders.

Mr. CHANG, Chen-kuen (張振崑), aged 64, is an executive Director, the deputy chief executive officer and the chief technical officer of the Company. Mr. CHANG is responsible for the production technology and research and development activities of the Group. Mr. CHANG has more than 40 years of experience of engineering and management in the cement industry. Mr. CHANG is also a director of Asia Cement Corporation, a company listed in Taiwan. Mr. CHANG joined Asia Cement Group in 1968 and joined the Group in December 1997. Mr. CHANG graduated from Taipei Technical Institute majoring in mechanical engineering. Mr. CHANG is not related to any Directors, senior

management, substantial or controlling Shareholders of the Company. Mr. CHANG also holds directorships in certain wholly owned subsidiaries of the Company. Save as disclosed herein, Mr. CHANG did not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

Mr. CHANG entered into a service contract with the Company for a term of three years commencing on 27 April 2011 which may be terminated by either party upon three months' prior written notice. Under the service contract, Mr. CHANG's emoluments recorded in 2011 include (i) directors' fees, salaries and other benefits of approximately RMB1,764,000 and (ii) share option benefits amortised of approximately RMB26,000, with reference to his experience and qualification.

On 27 April 2008, Mr. CHANG had accepted a share option to subscribe for 400,000 Shares subject to certain vesting conditions, representing approximately 0.03% of the issued shares of the Company, pursuant to the Company's pre-IPO share option scheme adopted on 27 April 2008. He was interested in these Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. CHANG has not exercised the share option. Save as aforementioned, Mr. CHANG was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, the Board and Mr. CHANG have indicated that there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

There are no other matters that need to be brought to the attention of the Shareholders.

Mr. TSIM, Tak-lung Dominic (詹德隆), JP, aged 65, has served as an independent non-executive Director since April 2008. Mr. TSIM is a director of **Playmates Holdings Limited and of the Greater China Fund, Inc. Mr. TSIM runs his own consultancy business which provides macro-level economic and political analysis to clients. Mr. TSIM served two terms on the Central Policy Unit of the Hong Kong Government in the 1990's. Mr. TSIM graduated from the University of Hong Kong in 1968 with a Bachelor of Arts degree in English. He was appointed as an independent non-executive Director on 27 April 2008. Mr. TSIM is not related to any Directors, senior management, substantial or controlling Shareholders of the Company. Save as disclosed herein, Mr. TSIM did not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

The Company and Mr. TSIM have signed a letter of appointment, under which Mr. TSIM is subject to retirement by rotation and re-election in accordance with the Articles. Under the letter of appointment, Mr. TSIM's emoluments recorded in 2011 was approximately RMB199,000.

Mr. TSIM is the Chairman of the Audit Committee and a member of the Remuneration Committee, Nomination Committee and Independence Committee of the Company.

** *companies listed on The Stock Exchange of Hong Kong Limited*

Save for the information disclosed above, the Board and Mr. TSIM have indicated that there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

There are no other matters that need to be brought to the attention of the Shareholders.

Dr. WONG, Ying-ho Kennedy (黃英豪), BBS, DCL, JP, aged 49, has served as an independent non-executive Director since April 2008. Dr. WONG is a solicitor of the High Court of Hong Kong, China Appointed Attesting Officer and a director of the China Law Society. Dr. WONG is the Managing Partner of Philip K.H. Wong, Kennedy Y.H. Wong & Co., Solicitors & Notaries. Dr. WONG is a National Committee Member of the Chinese People's Political Consultative Conference. Dr. WONG is the chairman of **Hong Kong Resources Holdings Company Limited, and also a director of Bohai Industrial Investment Fund Management Company Limited, **China Overseas Land & Investment Limited, **Goldlion Holdings Limited, **Shanghai Industrial Urban Development Group Limited, and Hong Kong Airlines Limited. Dr. Wong was the executive deputy chairman of **Raymond Industrial Ltd. and also a director of **Capinfo Company Limited, **Coastal Realty Group Limited, **Computime Group Limited, **Great Wall Cybertech Limited, **Great Wall Technology Company Limited, **Qin Jia Yuan Media Services Company Limited, **International Financial Network Holdings Ltd. and **i-Steel Asia Holdings Limited. Dr. WONG is also a member of the Election Committee of Hong Kong responsible for electing Hong Kong's Chief Executive. Dr. WONG has served on Hong Kong's legislature from 1996 to 1998 and was selected as one of the Ten Outstanding Young Persons of Hong Kong in 1998 and then one of the Ten Outstanding Young Persons of the World in 2003. Dr. WONG received an Honorary Degree of Doctor of Civil Laws from the University of Kent in July 2007. He was appointed as an independent non-executive Director on 27 April 2008. Dr. WONG is not related to any Directors, senior management, substantial or controlling Shareholders of the Company. Save as disclosed herein, Dr. WONG did not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

The Company and Dr. WONG have signed a letter of appointment under which Dr. WONG is subject to retirement by rotation and re-election in accordance with the Articles. Under the letter of appointment, Dr. WONG's emoluments recorded in 2011 was approximately RMB199,000.

Dr. WONG is the Chairman of the Remuneration Committee and a member of the Audit Committee, Nomination Committee and Independence Committee of the Company.

Save for the information disclosed above, the Board and Dr. WONG have indicated that there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

There are no other matters that need to be brought to the attention of the Shareholders.

** *companies listed on The Stock Exchange of Hong Kong Limited*



Asia Cement (China) Holdings Corporation

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 743)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "AGM") of Asia Cement (China) Holdings Corporation (the "Company") will be held at Room 3 & 4, 10/F, United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 25 May 2012 at 2:30 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the "Director(s)") of the Company and the auditors (the "Auditors") of the Company for the year ended 31 December 2011.
2. To approve and declare a final dividend for the year ended 31 December 2011.
3. To re-elect retiring Directors and to authorise the board of Directors (the "Board") to determine their remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as the Auditors and to authorise the Board to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

5. **"THAT:**
 - (i) subject to paragraph (iii) of this Resolution, and pursuant to the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the Directors during the Relevant Period (as hereinafter defined) on all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this Resolution, otherwise than by way of (a) a Rights Issue (as hereinafter defined); or (b) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval be limited accordingly; and
- (iv) for the purpose of this Resolution:
 - (a) “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 the articles of association of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.

- (b) “Rights Issue” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”;

6. “THAT:

- (i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
 - (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.”;
7. “**THAT** conditional upon Resolutions No. 5 and No. 6 above being passed, the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares pursuant to Resolution No. 5 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 6.”
8. “**THAT** the Advance Procedures, (as defined in the Circular), a copy of the said procedure being produced to the meeting as marked as “Exhibit A” and initialed by the chairman of the meeting for identification purpose) be and is hereby approved and adopted by the Company pursuant to Resolution 8.”
9. “**THAT** the Guarantee Provision Procedures (as defined in the Circular), a copy of the said procedure being produced to the meeting as marked as “Exhibit B” and initialed by the chairman of the meeting for identification purpose) be and is hereby approved and adopted by the Company pursuant to Resolution 9.”
10. “**THAT** the Assets Procedures (as defined in the Circular), a copy of the said procedures being produced to the meeting as marked as “Exhibit C” and initialed by the chairman of the meeting for identification purpose) be and is hereby approved and adopted by the Company pursuant to Resolution 10.”

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

Hong Kong, 18 April 2012

Registered Office:
Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman KY1-1111
Cayman Islands

Principal place of business in the PRC:
No. 6 Yadong Avenue
Ma-Tou Town, Ruichang City
Jiangxi Province, PRC

Principal Place of Business in Hong Kong:
Portion of Unit B
11th Floor
Lippo Leighton Tower
103 Leighton Road
Causeway Bay
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a member of the Company.
- (2) In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy of such power or authority), must be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- (3) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed from Friday, 18 May 2012 to Friday, 25 May 2012 (both days inclusive), during which period no transfer of Shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Friday, 25 May 2012, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 17 May 2012.
- (5) Subject to the approval of shareholders at the AGM, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Thursday, 31 May 2012 being the record date for determination of entitlement to the final dividend. The register of members of the Company will be closed on Thursday, 31 May 2012, during which 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 must be lodged with the Company's Registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 30 May 2012.
- (6) A circular containing, inter alia, details of the proposed general mandates to issue and repurchase shares of the Company and information of the retiring directors of the Company who are proposed to be re-elected at the annual general meeting, will be despatched to the shareholders of the Company on Wednesday, 18 April 2012.
- (7) The Board recommends the payment of a final dividend of RMB17 cents per share for the year ended 31 December 2011, totalling RMB264.6 million. The dividend will be denominated and declared in Renminbi and will be paid in Hong Kong dollars. The relevant exchange rate will be the rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China on the date of declaration of dividends.