

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 亞洲水泥(中國)控股公司, 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 亞洲水泥(中國)控股公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 743)

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) ADOPTION OF 2019 AMENDED AND RESTATED OPERATIONAL
PROCEDURES FOR ACQUISITION AND DISPOSAL OF ASSETS
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Asia Cement (China) Holdings Corporation to be held at Room 1 & 2, 10/F, United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 23 May 2019 at 3:00 p.m. is set out on pages 15 to 19 of this circular. A proxy form for use at the annual general meeting is enclosed with the notice of the annual general meeting.

Such proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.achc.com.cn). Whether or not you are able to attend the annual general meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the completed and signed proxy form to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting (i.e. not later than 3:00 p.m. on Tuesday, 21 May 2019) 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 and in such event, the proxy form shall be deemed to be revoked.

2 April 2019

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DEFINITIONS

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

“2019 Amended and Restated Assets Procedures”	The operational procedure in an amended and restated form, the adoption of which will be considered at the 2019 AGM
“AGM” or “2019 AGM”	an annual general meeting of the Company to be convened and held at Room 1 & 2, 10/F, United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 23 May 2019 at 3:00 p.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Asia Cement (China) Holdings Corporation 亞洲水泥(中國)控股公司, 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”	27 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary 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 and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of the passing of the relevant resolution granting such mandate
“Share Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares of the Company 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 Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	per cent



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)

Executive Directors:

Mr. HSU, Shu-ping (*Vice Chairman*)
Mr. CHANG, Tsai-hsiung
Dr. WU, Chung-lih (*Chief Executive Officer*)
Mr. CHANG, Chen-kuen
Mr. LIN, Seng-chang
Ms. WU, Ling-ling

Non-executive Director:

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

Independent Non-executive Directors:

Mr. TSIM, Tak-lung Dominic
Mr. WANG, Wei
Mr. LEE, Kao-chao
Dr. WANG, Kuo-ming

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

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) ADOPTION OF 2019 AMENDED AND RESTATED OPERATIONAL
PROCEDURES FOR ACQUISITION AND DISPOSAL OF ASSETS
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the relevant information in respect of, among other matters, (i) the Share Issue Mandate; (ii) the Share Repurchase Mandate; (iii) the re-election of the retiring Directors; (iv) the adoption of 2019 amended and restated operational procedures for acquisition and disposals of assets, and (v) to give you notice of the AGM relating to, among other matters, these matters.

LETTER FROM THE BOARD

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 exercise the power of the Company to allot, issue and deal with additional Shares representing up to 20% of the total number of the issued Shares as at the date of passing of the resolution. As at the Latest Practicable Date, the total number of issued Shares was 1,566,851,000. Assuming that there is no change in the total number of issued Shares 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 313,370,200 Shares, representing 20% of the total number of issued Shares.

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 exercise the power of the Company to issue new Shares in an amount not exceeding the total number of the Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Share Issue 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 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 total number of issued Shares 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 general meeting. As at the Latest Practicable Date, the total number of issued Shares was 1,566,851,000. Assuming that there is no change in the total number of issued Shares 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 156,685,100 Shares, representing 10% of the total number of issued Shares.

LETTER FROM THE BOARD

An explanatory statement, as required under Rule 10.06(1)(b) of 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

Mr. HSU, Shu-tong, Mr. HSU, Shu-ping, Mr. CHANG, Chen-kuen and Dr. WANG, Kuo-ming shall retire pursuant to Article 87(1) of the Articles. All retiring Directors, being eligible, will offer themselves for re-election at the AGM. Biographical 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 2019 AMENDED AND RESTATED OPERATIONAL PROCEDURES FOR ACQUISITION AND DISPOSAL OF ASSETS 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 amendments to operational procedures at a Shareholders' general meeting for the acquisition and disposal of assets. These amended operational procedures will be effective from the date of its adoption by the Shareholders at the AGM if so approved. The following is a summary of the key provisions of these procedures.

2019 Amended and Restated Assets Procedures

References are made to the circular of the Company dated 21 April 2016. The operational procedures for acquisition and disposal of assets (the "Assets Procedures") are aimed at strengthening the management of the investment transactions conducted by the Company involving 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 shareholder's equity of the Company as reported in the latest audited financial statements of the Company;
- (2) Real estate (including land, properties and buildings, investment properties, and land-use rights) and equipment. The total amount of investment by the Company for non-operational real estate and equipment 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;

LETTER FROM THE BOARD

- (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; and
- (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 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 in accordance with the Listing Rules.

Under the 2019 Amended and Restated Assets Procedures, the major amendments to the Assets Procedures are: (i) to only allow the securities investment trust enterprise to undertake the issuance of onshore money market funds; (ii) to amend the wordings of certain procedures to reflect the latest applicable rules and accounting standards; and (iii) to exempt appointment of experts to provide opinion on the reasonableness of share conversion ratio regarding the mergers between the Company and its wholly-owned subsidiaries or the mergers between its wholly-owned subsidiaries.

Ordinary resolutions will be proposed at the AGM to approve and adopt the 2019 Amended and Restated Assets Procedures. The Board considers that the 2019 Amended and Restated Assets Procedures will assist in strengthening risk management and internal control of the Group and is in the interest of the Group and the Shareholders as a whole.

AGM

Set forth on pages 15 to 19 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 retiring Directors and adoption of 2019 amended and restated operational procedures for acquisition and disposal of assets.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.achc.com.cn>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority at 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 as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on Tuesday, 21 May 2019). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

VOTING BY POLL

The AGM will be held by voting of Shareholders taken by poll pursuant to Rule 13.39(4) of the Listing Rules.

RECOMMENDATION

The Directors consider that (i) the grant of the Share Issue Mandate and the Share Repurchase Mandate; (ii) the re-election of retiring Directors and (iii) the adoption of 2019 Amended and Restated 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 belief, the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other material 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

2 April 2019

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 SHARE 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 total number of issued shares as at 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 1,566,851,000 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 156,685,100 Shares representing 10% of the total number of issued Shares as at the date of the AGM.

3. REASONS FOR SHARE REPURCHASES

The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase 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 as a whole.

4. FUNDING OF SHARE 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 SHARE REPURCHASES

On the basis of the financial position of the Company as at 31 December 2018 (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 and having made all reasonable enquiries, any of their close 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 core 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 and the applicable laws of Hong Kong, 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 (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 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 72.51% of the issued Shares.

If the Directors exercise in full the power to repurchase Shares pursuant to the Share Repurchase Mandate and assuming there will be no change in the total issued share capital of the Company or alterations to the existing shareholding of Asia Cement, the shareholding of Asia Cement will be increased to approximately 80.56% of the total 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 Rule 26 of the Takeovers Code but would reduce the issued capital in the public to less than 25% (or the prescribed minimum percentage required by the Stock Exchange).

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 Rule 26 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 repurchase of Shares had been made by the Company during the six months prior to the Latest Practicable Date.

10. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
March	3.50	2.94
April	4.25	3.40
May	4.98	4.17
June	5.41	4.24
July	6.18	4.46
August	8.50	6.05
September	8.53	7.00
October	8.43	6.35
November	7.26	5.63
December	6.49	5.43
2019		
January	6.00	4.73
February	7.17	5.27
March (up to the Latest Practicable Date)	8.07	6.09

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

(1) **Mr. HSU Shu-ping** 徐旭平

Mr. Hsu Shu-ping (徐旭平), aged 73, is an executive Director and the vice chairman of the Group. Mr. Hsu's principal responsibilities involve formulating the overall business strategy of the Group in China. Mr. Hsu is also the vice chairman of Far Eastern New Century Corporation, and a director of Asia Cement Corporation and the vice chairman of Far Eastone Telecommunications Co. Ltd. and a supervisor of U-Ming Marine Transport Corporation, all of which are listed in Taiwan. Mr. Hsu is also the chairman of Air Liquide Far Eastern. Mr. Hsu graduated from Stanford University with a master degree in Operation Research. Mr. Hsu is brother of Mr. Hsu Shu-tong, Chairman and non-executive Director of the Company.

Mr. Hsu entered into a service contract with the Company for a term of three years commencing on 13 March 2017 which may be terminated by either party upon three months' prior written notice. Under the service contract, Mr. Hsu's emolument is approximately RMB209,000 in 2018, which were determined with reference to his experience and qualification. Mr. Hsu is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles.

As at the Latest Practicable Date, Mr. Hsu is interested in long position of 200,000 Shares within the meaning of Part XV of the SFO. Mr. Hsu also owns 13,454,981 shares in Asia Cement Corporation, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Asia Cement Corporation owns 1,136,074,000 shares or approximately 72.51% of the issued share capital of the Company.

Save as disclosed herein, Mr. Hsu did not hold any office of directorships in any other listed public companies in the last three years other than the Company.

Save as disclosed herein, Mr. Hsu is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

There is no information which is disclosable nor is/was Mr. Hsu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Hsu that need to be brought to the attention of the Shareholders.

(2) **Mr. CHANG Chen-kuen** 張振崑

Mr. Chang Chen-kuen (張振崑), aged 72, is an executive Director of the Company and also the deputy chief executive officer and the chief technical officer of the Group. Mr. Chang is responsible for the production technology and research and development activities of the Group. Mr. Chang has more than 48 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 entered into a service contract with the Company for a term of three years commencing on 27 April 2017 which may be terminated by either party upon three month prior written notice. Under the service contract, Mr. Chang's emoluments recorded in 2018 include director's fees, salaries and other benefits of approximately RMB1,373,000, which were determined with reference to his experience and qualification. Mr. Chang is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles.

As at the Latest Practicable Date, Mr. Chang is interested in long position of 341,500 Shares within the meaning of Part XV of the SFO. Mr. Chang also owns 35,103 shares in Asia Cement Corporation, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Asia Cement Corporation owns 1,136,074,000 shares or approximately 72.51% of the issued share capital of the Company.

Save as disclosed herein, Mr. Chang did not hold any office of directorships in any other listed public companies in the last three years other than the Company.

Mr. Chang is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

There is no information which is disclosable nor is/was Mr. Chang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chang that need to be brought to the attention of the Shareholders.

(3) Mr. HSU Shu-tong 徐旭東

Mr. HSU Shu-tong (徐旭東), aged 77, is the chairman of the Group, a non-executive Director, chairman of the nominee committee and member of the audit committee and remuneration committee of the Company. Mr. Hsu's principal responsibilities involve formulating the overall business strategy of the Group in China. Mr. Hsu is also the chairman and CEO of Far Eastern Group, one of the largest and most diversified conglomerates based in Taiwan. It comprises 246 companies extending into China with operations in countries including Japan, Hong Kong, Singapore, Malaysia, Thailand and Vietnam. Far Eastern Group has a workforce of over 60,000, and in 2016, it has total assets of US\$74.9 billion and annual revenues of US\$18.7 billion.

The Group has nine public companies, which are leaders in their respective fields including Petrochemicals & Energy; Textile & Polyester Fiber; Cement/Building Material; Sea/Land Transportation; Financial Services; Construction; Telecommunications; Retail/Department Stores and Hotels. Group Foundations are committed to social responsibilities and include the establishment of Taiwan's leading private university, technical institute, and medical center/hospital. Mr. Hsu is also the chairman of Far Eastern New Century Corporation, U-Ming Marine Transport Corporation, Far Eastern Department Stores Ltd., Oriental Union Chemical Corporation, Far EastTone Telecommunications Co., Ltd. and Asia Cement Corporation, the vice chairman of Far Eastern International Bank and a director of Everest Textile Co., Ltd., which are listed in Taiwan.

Outside Far Eastern Group, Mr. Hsu's professional and other affiliations in prominent organizations include: Director of MasterCard Asia/Pacific Regional Advisory Board, Prudential/Asia Pacific Fund, Chung-Hua Institution for Economic Research, the Straits Exchange Foundation, Chiang Ching-kuo Foundation for International Scholarly Exchange; Member of Asia Business Council, Asian Cultural Council; Board Member of National Cultural & Arts Foundation, Chairman of Asian Cultural Council Taipei, Trustees Emeritus of University of Notre Dame, former President of International Textile Manufacturers Federation (ITMF) and former Co-Chair of Nature Conservancy Asia Pacific Council. Mr. Hsu graduated from the University of Notre Dame, IN (BA, MA) with post-graduate studies in economics at Columbia University, NY in the US. He was awarded an honorary doctorate of management from National Chiao Tung University in Taiwan in 2002. Mr. Hsu is brother of Mr. Hsu Shu-ping, executive Director of the Company.

Mr. Hsu entered into a service contract with the Company for a term of three years commencing on 27 April 2017 which may be terminated by either party upon one month prior written notice. Under the service contract, Mr. Hsu's emolument is approximately RMB389,000 in 2018, which were determined with reference to his experience and qualification. Mr. Hsu is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles.

As at the Latest Practicable Date, Mr. Hsu is interested in long position of 3,000,000 Shares within the meaning of Part XV of the SFO. Mr. Hsu also owns 29,630,801 shares in Asia Cement Corporation, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Asia Cement Corporation owns 1,136,074,000 shares or approximately 72.51% of the issued share capital of the Company.

Save as disclosed herein, Mr. Hsu did not hold any office of directorships in any other listed public companies in the last three years other than the Company.

Save as disclosed herein, Mr. Hsu is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

There is no information which is disclosable nor is/was Mr. Hsu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Hsu that need to be brought to the attention of the Shareholders.

(4) Dr. WANG Kuo-ming 王國明

Dr. Wang Kuo-ming (王國明), aged 75, has served as an independent non-executive Director since October 2015. Dr. Wang graduated from the Kansas State University with a master degree and PhD degree in Industrial Engineering. Following graduation, he returned to Taiwan and joined Nation Tsing Hua University, where he was an associate professor, professor, head of the department of industrial engineering, and secretary general. In 1989, Dr. Wang was appointed as the founding president of Yuan Ze University.

Under his 10-year leadership from 1989 to 1999, Yuan Ze University developed into the best private university in Taiwan. Dr. Wang then returned to National Tsing Hua University and served as the dean and professor of Technology Management College from 2000 to 2003.

With regards to government service, Dr. Wang served as chief consultant to the Minister of Education from 1986 to 1988. He also had one year of experience with the central government of Taiwan as director of the Control Department and the Managing Information Systems Division of Research and Development, Control and Evaluation Commission. Being the first PhD in industrial engineering in Taiwan, Dr. Wang was the founding convenor of the Industrial Engineering Division of the National Science Council. He was also the first recipient of the Industrial Engineering Medal awarded by the Chinese Institute of Industrial Engineers.

In 2004, Dr. Wang was elected president of Nan Kai University of Technology. During his 6-year tenure there, Dr. Wang devoted himself in gerontechnology and service management and built Nan Kai University of Technology into the first university in Taiwan focusing on this area. He also found the Chinese Society of Gerontechnology and Service Management in 2009, and served as the president of the society for four years. Dr. Wang is currently the University Emeritus Professor of Yuan Ze University and he keeps leading the promotion and development in gerontechnology in Taiwan.

Dr. Wang is the chairman of the remuneration committee and a member of the Independent Committee of the Company.

The Company and Dr. Wang have signed a letter of appointment commencing on 1 October 2018, under which Dr. Wang is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles. Under the letter of appointment, Dr. Wang's emolument is approximately RMB254,000 in 2018.

As at the Latest Practicable Date, Dr. Wang owns 1,841 shares in Asia Cement Corporation, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Asia Cement Corporation owns 1,136,074,000 shares or approximately 72.51% of the issued share capital of the Company.

Save as disclosed herein, Dr. Wang did not hold any office of directorships in other listed public companies in the last three years other than the Company.

Save as disclosed herein, Dr. Wang is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

There is no information which is disclosable nor is/was Dr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Wang that need to be brought to the attention of the Shareholders.



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 IS HEREBY GIVEN that the annual general meeting (the “AGM”) 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 Thursday, 23 May 2019 at 3:00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Director(s)”) and the independent auditors (the “Auditors”) for the year ended 31 December 2018.
2. To approve and declare a final dividend for the year ended 31 December 2018 (if any).
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. HSU, Shu-ping as an executive Director;
 - (b) to re-elect Mr. CHANG, Chen-kuen as an executive Director;
 - (c) to re-elect Mr. HSU, Shu-tong as a non-executive Director;
 - (d) to re-elect Dr. WANG, Kuo-ming as an independent non-executive Director;
 - (e) to authorise the board of Directors of the Company (the “Board”) to determine the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as the Auditors and to authorise the Board to fix their remuneration.

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 Governing the Listing of Securities (the “Listing Rules”) 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 total number of issued Shares of the Company 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; and

- (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 total number of issued shares of the Company 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; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting."

AS SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass with or without amendments, the following as ordinary resolutions of the Company:

- 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 the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 6."
- 8. "THAT the 2019 Amended and Restated Assets Procedures (as defined in the circular of the Company dated 2 April 2019), a copy of the said procedures having produced to the meeting as "Exhibit" and initial by the chairman of the meeting for identification purpose be and are hereby approved and adopted by the Company."

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

Hong Kong, 2 April 2019

Notes:

- (1) All resolution (except for procedural and administrative matters) at the AGM will be taken by poll pursuant to 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) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- (3) In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at 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, not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on Tuesday, 21 May 2019) or any adjournment thereof.
- (4) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) The register of members of the Company will be closed from Saturday, 18 May 2019 to Thursday, 23 May 2019 (both days inclusive), during which period no transfer of shares will be registered. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Thursday, 23 May 2019, all transfer documents accompanied by the relevant share 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 not later than 4:30 p.m. on Friday, 17 May 2019.

In the event that the AGM is adjourned to a date later than 23 May 2019 because of bad weather or other reasons, the record date for determination of entitlement to attend and vote at the AGM will remain as the aforesaid date.

- (6) Subject to the approval of shareholders at the AGM, the register of members of the Company will be closed from Wednesday, 29 May 2019 to Saturday, 1 June 2019, both days inclusive, during which period, no transfer of Shares will be registered. 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 Tuesday, 28 May 2019 being the record date for determination of entitlement to the final dividend. 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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 28 May 2019.
- (7) The Board recommends the payment of a final dividend of RMB62 cents per share for the year ended 31 December 2018, totalling RMB971,448,000. 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.
- (8) If a tropical cyclone warning signal number 8 or above is hoisted or is expected to be hoisted or a Black Rainstorm Warning Signal is in force or expected to be in force in Hong Kong at any time between 1:00 p.m. to 3:00 p.m. on the date of the AGM, the meeting will be automatically postponed to a later date. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and location of the rescheduled meeting. The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the meeting in adverse weather conditions.
- (9) The translation into Chinese language of this notice is for the reference only. In case of any inconsistency, the English version shall prevail.
- (10) References to time and dates in this notice are to Hong Kong time and dates.

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