

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON FRIDAY 10 JUNE 2022
AND
DECLARATION OF FINAL DIVIDEND
AND
CHANGE OF EXECUTIVE DIRECTORS**

The Board announced that:

- (1) all the Resolutions were duly passed by the Shareholders by way of poll at the AGM as ordinary resolutions of the Company;
- (2) the declaration of the Final Dividend for the year ended 31 December 2021 was approved by the Shareholders at the AGM;
- (3) Dr. WU Chung-lih has retired as an executive Director with effect from the conclusion of the AGM held on 10 June 2022; and
- (4) Mr. LEE Kun-yen has been appointed as an executive Director with effect from the conclusion of the AGM held on 10 June 2022.

Reference is made to the circular (the “**Circular**”) incorporating a notice of annual general meeting (the “**AGM**”) (the “**AGM Notice**”) both dated 26 April 2022 of Asia Cement (China) Holdings Corporation (the “**Company**”). Unless otherwise defined, capitalized terms used herein shall have the same meaning as those defined in the Circular.

POLL RESULTS OF AGM

The Board is pleased to announce that as more than 50% of the votes were cast in favour of each of the proposed resolutions (the “**Resolutions**”) as set out in the AGM Notice, all the proposed Resolutions were duly passed by the Shareholders by way of poll at the AGM as ordinary resolutions of the Company.

As at the date of the AGM, the total number of Shares in issue was 1,566,851,000, being the total number of Shares entitling the holders to attend and vote for or against the Resolutions at the AGM. There were no Shareholders who were materially interested in any of the Resolutions, and therefore none of the Shareholders were required under the Listing Rules to abstain from voting in respect of the Resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. In addition, no Shareholders have stated their intention in the Circular to vote against or abstain from voting on any of the Resolutions at the AGM.

The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer for the vote-taking at the AGM.

All directors of the Company attended the AGM.

The poll results taken at the AGM are as follows:

Ordinary Resolutions ^(Note)		Number of Votes (%)		Total number of Shares voted
		For	Against	
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 auditor (the “ Auditor ”) for the year ended 31 December 2021.	1,331,541,710 (99.57%)	5,755,011 (0.43%)	1,337,296,721
2.	To declare a final dividend for the year ended 31 December 2021 of RMB0.45 per share.	1,337,296,721 (100.00%)	0 (0.00%)	1,337,296,721
3(a).	To re-elect Mr. HSU, Shu-ping as an executive Director.	1,316,280,159 (98.43%)	21,017,062 (1.57%)	1,337,297,221
3(b).	To re-elect Mr. HSU, Shu-tong as a non-executive Director.	1,188,552,501 (88.88%)	148,744,220 (11.12%)	1,337,296,721
3(c).	To re-elect Dr. WANG, Kuo-ming as an independent non-executive Director.	1,332,854,221 (99.67%)	4,442,500 (0.33%)	1,337,296,721
3(d).	To elect Mr. LEE, Kun-yen as an executive Director.	1,322,876,488 (98.92%)	14,420,233 (1.08%)	1,337,296,721
3(e).	To authorise the board of Directors of the Company (the “ Board ”) to determine the Directors’ remuneration.	1,335,548,966 (99.87%)	1,747,755 (0.13%)	1,337,296,721

Ordinary Resolutions ^(Note)		Number of Votes (%)		Total number of Shares voted
		For	Against	
4.	To re-appoint Deloitte Touche Tohmatsu as the Auditors and to authorise the Board to fix its remuneration.	1,337,296,721 (100.00%)	0 (0.00%)	1,337,296,721
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,181,582,565 (88.36%)	155,714,156 (11.64%)	1,337,296,721
6.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of total number of issued shares of the Company as at the date of passing of this resolution.	1,335,794,091 (99.89%)	1,502,630 (0.11%)	1,337,296,721
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company pursuant to the mandate by resolution No. 6.	1,182,742,365 (88.44%)	154,554,356 (11.56%)	1,337,296,721
8.	To approve and adopt the 2022 Amended and Restated Operational Procedures for Acquisition and Disposal of Assets.	1,337,296,721 (100.00%)	0 (0.00%)	1,337,296,721
9.	To approve and adopt the 2022 Amended and Restated Operational Procedures for Making Advances to Third Parties.	1,337,296,721 (100.00%)	0 (0.00%)	1,337,296,721
10.	To approve and adopt the 2022 Amended and Restated Operational Procedures for the Provision of Guarantees by Way of Endorsement.	1,337,296,721 (100.00%)	0 (0.00%)	1,337,296,721

Note:

The full text of the Resolutions is set out in the AGM Notice.

PAYMENT OF FINAL DIVIDEND

The Board is also pleased to announce that the payment of a final dividend of RMB0.45 per Share (equivalent to approximately HK\$0.527 per Share) (the “**Final Dividend**”), for the year ended 31 December 2021 was approved by the Shareholders at the AGM. The Final Dividend will be paid to the Shareholders whose names appear on the register of members of the Company at close of business on Thursday, 7 July 2022, being the record date for determination to qualify for the Final Dividend. In order to qualify for the Final Dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no later than 4:30 p.m. on Monday, 4 July 2022. The relevant exchange rate will be the middle exchange rate of RMB to Hong Kong dollars as announced by the State Administration of Foreign Exchange on the date of the AGM (RMB0.85355 equivalent to HK\$1.00). The Company would like to advise that the payment of the Final Dividend of the Company is expected to be made on Friday, 22 July 2022.

RETIREMENT OF EXECUTIVE DIRECTOR

As disclosed in the Circular, Dr. WU Chung-lih would retire as an executive Director at the AGM and did not offer himself for re-election as he would like to devote more time to his other endeavours. Accordingly, Dr. WU Chung-lih retired as executive Director with effect from the conclusion of the AGM.

Dr. WU Chung-lih confirmed that he has no disagreement with the Board and there are no matters with respect to his retirement that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Dr. WU Chung-lih also confirmed that he does not have any action or claim, existing or pending, against the Company.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board of Directors is pleased to announce that, pursuant to the Resolution number 3(d), Mr. LEE Kun-yen, aged 82, has been appointed as an executive Director with effect from the conclusion of the AGM. The biographical detail of Mr. LEE Kun-yen is set out in Appendix II to the Circular, and remain accurate as at the date of this announcement.

Mr. LEE Kun-yen has entered into a service contract with the Company for a term of three years commencing on the date of the AGM. The service contract may be terminated by not less than one month’s notice in writing served by either party. His directorship will be subject to retirement by rotation and re-election in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and articles of association of the Company. Mr. LEE Kun-yen is entitled to receive a director’s fee of HK\$240,000 per annum which is subject to review/a salary, currently being HK\$20,000 per month, determined by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions.

The Board would like to take this opportunity to express its sincere gratitude to Dr. WU Chung-lih for his valuable contributions to the Company during his tenure of services, and welcome Mr. LEE Kun-yen for joining as a member of the Board.

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

Hong Kong, 10 June 2022

As at the date of this announcement, the executive Directors are Mr. HSU Shu-ping, Mr. CHANG Tsai-hsiung, Mr. CHANG Chen-kuen, Mr. LIN Seng-chang, Ms. WU Ling-ling and Mr. LEE Kun-yen; 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.