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ASIA CEMENT (CHINA) HOLDINGS CORPORATION

亞洲水泥(中國)控股公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 743)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Asia Cement (China) Holdings Corporation (the “**Company**”) will be held at 3:30 p.m. on Monday, 26 August 2024 at Conference Room, 39/F, Taipei Metro Tower, No. 207, Tun Hwa South Road, Section 2, Taipei, Taiwan (or, if later, as soon as practicable after the conclusion or the adjournment of the Court Meeting (as defined in the Scheme Document (as defined below)) for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the scheme document of the Company dated 2 August 2024 (the “**Scheme Document**”) of which this notice forms part.

SPECIAL RESOLUTION

1. “**THAT**, for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (the “**Scheme**”) as set out in the Scheme Document and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting, on the Effective Date, (i) any reduction of the issued share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares, and (ii) contemporaneously with (i) above, the issuance to the Offeror of such number of new Shares as is equal to the number of Scheme Shares cancelled and the application of the reserve created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such new Shares, be and are hereby approved.”

ORDINARY RESOLUTION

2. “**THAT** any one of the directors of the Company be and is hereby authorised to do all such acts and things considered by any of them to be necessary or desirable in connection with the implementation of the Proposal and the Scheme, including (without limitation) (i) the making of an application to the Hong Kong Stock Exchange for the withdrawal of the listing of the Shares from the Hong Kong Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of the issued share capital of the Company; (iii) the allotment and issue of the Shares referred to in Resolution No. 1 of this notice;

and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose and to do all other acts and things and/or sign such documents considered by them to be necessary for or desirable in connection with the implementation of the Proposal and the Scheme and in relation to the proposed privatisation of the Company by the Offeror by way of the Scheme as a whole.”

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

Hong Kong, 2 August 2024

Registered office:

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

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. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules and the articles of association of the Company.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him or her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him or her.
3. In order to be valid, the **WHITE** form of proxy for use at the EGM, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be lodged at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible, but in any event no later than 48 hours before the time appointed for holding the EGM (i.e., 3:30 p.m. on Saturday, 24 August 2024) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining the entitlements of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 20 August 2024 to Monday, 26 August 2024 (both days inclusive) and during such period, no transfer of Shares will be effected. In order to qualify to vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, before 4:30 p.m. on Monday, 19 August 2024.
5. All resolutions put to vote at the EGM will be decided by way of poll as required by the Listing Rules and the Takeovers Code.

6. If the EGM is seriously affected by a typhoon or a bad weather condition in Taipei, the Company may postpone the EGM to a later date as agreed between the Company and the Offeror, and the Company will publish an announcement on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the new date, time and place of the rescheduled EGM. For the avoidance of doubt, the EGM may still be held as scheduled during a typhoon or a bad weather condition in Taipei. Shareholders should decide on their own whether they would attend the EGM under bad weather condition bearing in mind their own situations.
7. References to time and dates in this notice are to Hong Kong time and dates.

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