

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

(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 2016 AMENDED AND RESTATED OPERATIONAL PROCEDURES FOR MAKING ADVANCES TO THIRD PARTIES**
- (4) ADOPTION OF 2016 AMENDED AND RESTATED OPERATIONAL PROCEDURES FOR ACQUISITION AND DISPOSAL OF ASSETS AND**
- (5) 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 Tuesday, 24 May 2016 at 2:30 p.m. is set out on pages 18 to 22 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 meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the completed 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 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.

21 April 2016

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DEFINITIONS

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

“2013 Amended and Restated Advances Procedures”	the advance procedures in an amended and restated form, the adoption of which was considered in the annual general meeting of the Company held on 22 May 2013
“2016 Amended and Restated Advances Procedures”	the advance procedures in an amended and restated form, the adoption of which will be considered in the 2016 AGM
“2016 Amended and Restated Assets Procedures”	the assets procedure in an amended and restated form, the adoption of which will be considered at the 2016 AGM
“AGM” or “2016 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 Tuesday, 24 May 2016 at 2:30 p.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“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

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 April 2016, 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 People’s Republic of China
“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 and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the number of issued Shares 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 permit the repurchase of issued Shares of up to a maximum of 10% of the number of issued Shares 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 Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	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
Mr. HSU, Shu-ping (*Vice Chairman*)
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

21 April 2016

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
- (2) RE-ELECTION OF RETIRING DIRECTORS
- (3) ADOPTION OF 2016 AMENDED AND RESTATED OPERATIONAL PROCEDURES FOR MAKING ADVANCES TO THIRD PARTIES
- (4) ADOPTION OF 2016 AMENDED AND RESTATED OPERATIONAL PROCEDURES FOR ACQUISITION AND DISPOSAL OF ASSETS AND
- (5) NOTICE OF THE AGM

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

LETTER FROM THE BOARD

Mandate; (iii) the re-election of the retiring Directors; (iv) the adoption of amendments to operational procedures for making advances to third parties; and (v) the adoption of amendments to operational procedures for acquisition and disposals of assets, and to give you notice of the AGM relating to, among other matters, these matters.

GENERAL MANDATE TO ISSUE NEW 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 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 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.

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 the 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, representing 10% of 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, Dr. WU, Chung-lih and Mr. TSIM, Tak-lung Dominic shall retire pursuant to Article 87(1) of the Articles. Dr. WANG, Kuo-ming and Ms. WU, Ling-ling shall retire pursuant to Article 86(3) of the Articles. All retiring Directors, being eligible, will offer themselves for re-election at the forthcoming 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 AMENDED AND RESTATED 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 amendments to operational procedures at a Shareholders' general meeting for (i) making advances to third parties, and (ii) the acquisition and disposal of assets. These amended 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 these procedures.

(A) 2016 Amended and Restated Advances Procedures

References are made to the circulars of the Company dated 18 April 2012 and 17 April 2013. The operational procedures for making advances to third parties (the "Advances Procedures") are aimed at strengthening the management of loans and reducing the operational risks of the Company. Under the Advances Procedures, the Company should comply with the following requirements when making any advances to companies which conduct transactions with the Company:

- (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
- (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.

LETTER FROM THE BOARD

Pursuant to the Advances Procedures, the Company must conduct necessary financial due diligence enquiries on the following issues 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.

As disclosed in the circular of the Company dated 17 April 2013, under the 2013 Amended and Restated Advances Procedures, the major amendments from the Advances Procedures are that: (i) the cumulative balance of the Company's short-term financing cannot exceed 40% of the net worth of the parent company; (ii) the inter-company loans between foreign companies in which the public company holds, directly or indirectly, 100% of the voting shares will subject to the borrower's financial condition and the loan cannot be more than three years; and (iii) the wordings of certain procedure are to be amended to reflect the latest applicable rules and accounting standards.

Under the 2016 Amended and Restated Advances Procedures, the major amendments to the Advances Procedures are: (i) the total amount of loan extended by the Company to the transaction counterparts shall not exceed 35% of the latest net worth of the Company; and (ii) the interest rate charged on such advances should be calculated based on an agreed rate and approved by the Chairman.

(B) 2016 Amended and Restated Assets Procedures

Reference is made to the circular of the Company dated 18 April 2012, 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 equity capital of the Company as reported in the latest audited financial statements of the Company;

LETTER FROM THE BOARD

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

Under the 2016 Amended and Restated Assets Procedures, the major amendments to the Assets Procedures are: (i) to modify the definition of "real property and other fixed assets" to "real estate" and extend the category "equipment" which the Company may acquire or dispose of; (ii) to amend the wordings of certain procedures to reflect the latest applicable rules and accounting standards; and (iii) to extend the public disclosure exemption to purchase or redemption of domestic money market funds.

Ordinary resolutions will be proposed at the AGM to approve and adopt the 2016 Amended and Restated Advances Procedures and the 2016 Amended and Restated Assets Procedures. The Board considers that both the 2016 Amended and Restated Advances Procedures and the 2016 Amended and Restated Assets Procedures will assist in strengthening risk management and internal control of the Group and are in the interest of the Group and the Shareholders as a whole.

LETTER FROM THE BOARD

AGM

Set forth on pages 18 to 22 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 and the re-election of the retiring Directors, and the adoption of the 2016 Amended and Restated Advances Procedures and the 2016 Amended and Restated Assets Procedures.

VOTING BY POLL

The forthcoming 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 granting of the Share Issue Mandates and the Share Repurchase Mandate; (ii) the re-election of retiring Directors; (iii) the adoption of the 2016 Amended and Restated Advances Procedures; and (iv) the adoption of the 2016 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 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 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

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 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 number of issued Shares 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 as a whole. 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 as a whole.

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 2015 (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 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, 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 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 there will be no change in the 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 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 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>
2015		
April	5.00	4.13
May	4.53	4.02
June	4.16	3.76
July	3.87	2.98
August	3.34	2.41
September	2.60	2.13
October	2.58	2.14
November	2.45	2.00
December	2.18	1.75
2016		
January	1.94	1.40
February	1.68	1.20
March	1.71	1.51
April (up to the Latest Practicable Date)	1.82	1.50

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

Mr. HSU, Shu-tong (徐旭東), aged 74, is a non-executive Director and the 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 chairman and CEO of Far Eastern Group, one of the largest and most diversified conglomerates based in Taiwan. It comprises 249 companies extending into China with operations in countries including Japan, Hong Kong, Singapore, Malaysia, Thailand and Vietnam. Far Eastern Group has a workforce of 58,000, and in 2015, it has total assets of US\$75.8 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 Eastone 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. 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. Mr. HSU is brother of Mr. HSU, Shu-ping, executive Director of the Company. Save as disclosed herein, Mr. HSU is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

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), former Co-Chair of Nature Conservancy Asia Pacific Council, and former Consultant to Chinese Taipei Olympic Committee.

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. Since 2002 he holds an honorary doctorate of management from National Chiao Tung University in Taiwan.

Mr. HSU entered into a service contract with the Company for a term of three years commencing on 30 June 2014 which may be terminated by either party upon one month prior written notice. Under the service contract, Mr. HSU's emoluments recorded in 2015 include directors' fees, salaries and other benefits of approximately RMB378,000, which were determined with reference to his experience and qualification.

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 0.93% of the equity interests 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 73% of the issued share capital of the Company.

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

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

Mr. HSU, Shu-ping (徐旭平), aged 70, 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 Far EastTone 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. 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. 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. Save as disclosed herein, Mr. HSU is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

Mr. HSU entered into a service contract with the Company for a term of three years commencing on 13 March 2014 which may be terminated by either party upon three months' prior written notice. Under the service contract, Mr. HSU's emoluments recorded in 2015 include directors' fees, salaries and other benefits of approximately RMB192,000, which were determined with reference to his experience and qualification.

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 0.34% of the equity interests 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 73% of the issued share capital of the Company.

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

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

Dr. WU, Chung-lih (吳中立), aged 66, is an executive Director, the chief executive officer, the chief administrative officer and the compliance officer of the Group. Ever since Dr. WU has been promoted to the position of CEO on September 1, 2011, he becomes responsible for all the top management work, including the previous duty of general administrative affairs. Dr. WU is also an independent non-executive director of Arima Optoelectronic Corporation which is a company listed in Taiwan. Dr. WU has extensive work experience in Taiwan and the United States. He was a senior official of the Taiwan central government for the period from 1989 to 2000, and had been a teaching and research fellow in various universities in Taiwan and the United States for 15 years, specializing in the areas of health economics, econometrics, public finance, economics of education and analysis of economic policy. Dr. WU joined the Eastern Multimedia Group in May 2000 and served as the chief executive officer and the president of Eastern Multimedia Company from June 2001 to February 2005. Dr. WU joined the Group in August 2005 and he holds a PhD degree in economics from the State University of New York at Albany. Dr. WU is not related to any Directors, senior management, substantial or controlling Shareholders of the Company. Save as disclosed herein, Dr. WU did not hold any office of directorships in any other listed public companies in the last three years other than the Company.

Dr. WU entered into a service contract with the Company for a term of three years commencing on 30 June 2014 which may be terminated by either party upon three months' prior written notice. Under the service contract, Dr. WU's emoluments recorded in 2015 include directors' fees, salaries and other benefits of approximately RMB1,598,000, which were determined with reference to his experience and qualification.

As at the Latest Practicable Date, Dr. WU is interested in long position of 400,000 Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, the Board and Dr. WU have indicated that there is no other information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(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 69, has served as an independent non-executive Director of the Company since April 2008. Mr. TSIM is a non-executive director of Playmates Holdings Limited which is listed on the Main Board of Stock Exchange 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. 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 the Company.

The Company and Mr. TSIM have signed a letter of appointment commencing on 30 June 2014, 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 2015 was approximately RMB240,000.

Mr. TSIM does not have any interest in the shares within the meaning of Part XV of the SFO.

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 Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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

Dr. WANG, Kuo-ming (王國明), aged 72, 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 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 not related to any Directors, senior management, substantial or controlling Shareholders of the Company. Save as disclosed herein, Mr. WANG did not hold any office of directorships in other listed public companies in the last three years other than the Company.

The Company and Dr. WANG have signed a letter of appointment commencing on 1 October 2015, under which Dr. WANG is subject to retirement by rotation and re-election in accordance with the Articles. Under the letter of appointment, Dr. WANG's emoluments recorded in 2015 was approximately RMB60,000.

As at the Latest Practicable Date, Dr. WANG owns 0.0005% of the equity interests 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 73% of the issued share capital of the Company.

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

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

Ms. WU, Ling-ling (吳玲綾), aged 49, has served as an executive Director since 14 April 2016. Ms. WU is also the chief financial officer and executive vice president of Asia Cement Corporation. Ms. WU serves as a director and supervisor for more than 30 companies including being a supervisor and former member of the board of directors of Oriental Union Chemical Corporation, a company listed on the Taiwan Stock Exchange Corporation, and a supervisor of Chia Hui Power Corporation, a subsidiary of Asia Cement Corporation and Ms. WU is former executive director of China Shanshui Cement Group Limited which is listed on the Main Board of Stock Exchange from 14 October 2015 to 1 December 2015. Ms. WU has also been the Chief of Staff of the Company since September 2014. From June 2001 to July 2007, Ms. WU served as Vice President of Internal Audit Department and Corporate Controller of Far EasTone Telecommunications Co., Ltd., also a listed affiliate of the FEG. Ms. WU has more than 30 years of experience working with international public accounting, manufacturing, telecommunications and internet service provider and she has extensive experience in the cement industry in Taiwan as well as abroad.

Ms. WU has financial expertise in mergers and acquisitions, working capital management, process control, and regulatory accounting and reporting. She specializes in supporting corporate strategy including streamlining, controllership, and growth initiatives. She has been successful in leading both corporate turnarounds and rapid growth expansion through two initial public equity offerings and multiple acquisitions. In addition, with her experience in public and private companies in United States, Hong Kong and Taiwan, Ms. WU also has in-depth experience and knowledge of corporate governance and best practices.

Ms. WU is a certified public accountant registered in the United States and Taiwan. She received a Master of Business Administration degree having majored in Accounting from the California State University, Los Angeles in 1993 and a Master of Business Administration degree from National Chengchi University in Taipei, Taiwan in 2008.

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

Ms. WU entered into a service contract with the Company for a term of three years commencing on 14 April 2016 which may be terminated in accordance with the provisions of the service contract by either party upon three months' prior written notice. In addition, Ms. WU does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. WU is interested in long position of 20,000 Shares within the meaning of Part XV of the SFO.

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

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



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 1 & 2, 10/F, United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 24 May 2016 at 2:30 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 2015.
2. To approve and declare a final dividend for the year ended 31 December 2015 (if any).
3. (a) To re-elect the following retiring Directors:
 - (i) Mr. HSU, Shu-tong
 - (ii) Mr. HSU, Shu-ping
 - (iii) Dr. WU, Chung-lih
 - (iv) Mr. TSIM, Tak-lung Dominic
 - (v) Dr. WANG, Kuo-ming
 - (vi) Ms. WU, Ling-ling
- (b) to authorise the board of Directors (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 number of issued Shares 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; 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 number of issued shares 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; and
 - (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 the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 6.”

AS SPECIAL BUSINESS

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

8. “**THAT** the 2016 Amended and Restated Advances Procedures (as defined in the circular of the Company dated 21 April 2016), a copy of the said procedures having produced to the meeting as “Exhibit A” and initialed by the chairman of the meeting for identification purpose) be and are hereby approved and adopted by the Company.”
9. “**THAT** the 2016 Amended and Restated Assets Procedures (as defined in the circular of the Company dated 21 April 2016), a copy of the said procedures having produced to the meeting as “Exhibit B” and initialed 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, 21 April 2016

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) A member entitled to attend and vote at the AGM 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.
- (3) 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 certified copy of such power or authority), must be delivered 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 not less than 48 hours before the time appointed for the holding of the AGM 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 Thursday, 19 May 2016 to Tuesday, 24 May 2016 (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 Tuesday, 24 May 2016, 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 Wednesday, 18 May 2016.
- (6) 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 Friday, 3 June 2016 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 Registrar, 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, 3 June 2016.
- (7) The Board recommends the payment of a final dividend of RMB5 cents per share for the year ended 31 December 2015, totalling RMB78.3 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.