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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)**

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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The board (“**Board**”) of directors (the “**Directors**”) of Asia Cement (China) Holdings Corporation (the “**Company**”) proposes to amend the Articles of Association of the Company (the “**Articles**”) to facilitate and enhance the flexibility in holding of general meetings (the “**GMs**”) by the Company. Details of the proposed amendments to the Articles are as follows:

#### **Article 57**

##### **which originally read as:**

“Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board.”

##### **is proposed to be amended as follows:**

“Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held at such time, place and by such means as may be determined by the Board in its absolute discretion thinks fit in accordance with the following provisions:

- (1) The Board may issue a notice to provide for and enable Members to attend and participate in a general meeting by way of physical attendance or by telephone conference or other means of electronic facilities through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously, and make any relevant and necessary arrangements in relation thereto. Participation of a Member in a general meeting in such manner is treated as presence in person at that general meeting.

- (2) The Members present in person or by proxy or by means of electronic facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question.
- (3) If a general meeting is held, whether wholly or partly, by means of electronic facilities, the Board and the chairman of such meeting may make any arrangement and impose any requirement or restriction that in its or his opinion is:
  - (a) necessary to ensure the identification of those taking part by way of such electronic facility or facilities and the security of the electronic communication; and
  - (b) incidental to or desirable for achieving those objectives.

In this respect, the Board may authorise any voting application, system or facility for attendance and participation as it sees fit.

- (4) The Board shall be entitled in its absolute discretion to authorise one or more persons (including, without limitation, the Directors, the Secretary or the chairman of the meeting) to refuse physical or electronic entry to, or eject (physically or electronically) from, any meeting any person who fails to provide such evidence of identity or to submit to such searches or to otherwise comply with such security or any other arrangements or restrictions as are required pursuant to this Article 57.

The Board also proposes to adopt the amended and restated Articles which consolidates all amendments as approved by the Shareholders.

The proposed amendments to the Articles and the adoption of a new set of Articles is subject to the passing of a special resolution by the Shareholders at the annual general meeting to be held by the Company (the “AGM”).

## **DESPATCH OF AGM CIRCULAR**

A circular containing, among other things, details of the proposed amendments to the Articles and a notice convening the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 24 April 2020

*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, and the independent non-executive Directors are Mr. TSIM Tak-lung Dominic, Mr. WANG Wei, Mr. LEE Kao-chao and Dr. WANG Kuo-ming.*