



# 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)

## WHITE FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 26 AUGUST 2024 AT 3:30 P.M. HONG KONG TIME (OR, IF LATER, AS SOON THEREAFTER AS THE COURT MEETING SHALL HAVE BEEN CONCLUDED OR ADJOURNED) OR AT ANY ADJOURNMENT THEREOF

WHITE form of proxy for use at the extraordinary general meeting (or at any adjournment thereof) (the "EGM") of the holders of ordinary shares of HK\$0.1 each in the share capital of Asia Cement (China) Holdings Corporation (the "Company").

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(note b)</sup> shares of HK\$0.1 each of the Company,  
HEREBY APPOINT THE CHAIRMAN OF THE EGM or \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy <sup>(note c)</sup> at the EGM of the Company to be held at 3:30 p.m. on Monday, 26 August 2024 (Hong Kong time) at Conference Room, 39/F, Taipei Metro Tower, No. 207, Tun Hwa South Road, Section 2, Taipei, Taiwan (or, if later, immediately after the conclusion or adjournment of the Court Meeting convened for the same day and place) or at any adjournment thereof for the purpose of considering and, if thought fit, voting for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated <sup>(note d)</sup>, and, if no such indication is given, as my/our proxy thinks fit.

	SPECIAL RESOLUTION	FOR	AGAINST
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	FOR	AGAINST
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; 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."		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2024

Shareholder's signature: \_\_\_\_\_ <sup>(notes e, f, g, h and i)</sup>

Contact Phone Number: \_\_\_\_\_

### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Any member entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company or at a class meeting of the Company. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the EGM as your proxy, please delete the words "THE CHAIRMAN OF THE EGM or" and insert the name and address of the person appointed as proxy in the space provided. Every member present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If the form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of such resolutions. A proxy will also be entitled to vote or abstain at his/her discretion on any other resolution or motion properly put to the EGM for which you have not indicated a vote.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member of the Company in whose name any share stands shall be deemed joint holders thereof.
- The form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of a form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such form of proxy on behalf of the corporation without further evidence of the facts.
- To be valid, this form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited 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 and in any event not less than 48 hours before the time fixed for holding the EGM (i.e. no later than 3:30 p.m. on Saturday, 24 August 2024 (Hong Kong time) or any adjournment thereof).
- ANY ALTERATION MADE TO THIS FORM OF PROXY SHOULD BE INITIALED BY THE PERSON WHO SIGNED THIS FORM OF PROXY.**
- Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting if you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked by operation of law.
- References to time and dates in this instrument are to Hong Kong time and dates.
- 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 Asia Cement Corporation, and the Company will publish an announcement on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://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.

### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the "Purposes"). We/the Company may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data may be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.