

**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, 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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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 AND (3) NOTICE OF THE AGM**

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A notice convening an annual general meeting of Asia Cement (China) Holdings Corporation to be held at Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 7 May 2010 at 3:00 p.m. is set out on pages 12 to 16 of this circular.

A proxy form for use at the annual general meeting is enclosed with the notice of the AGM. 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 same to the Company's share registrar, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, 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.

30 March 2010

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 7 May 2010 at 3:00 p.m.
“Articles”	the articles of association of the Company as amended from time to time
“Associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Company”	Asia Cement (China) Holdings Corporation, an exempted company incorporated in the Cayman Islands with limited liability, the share 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 March 2010, 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 PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

## DEFINITIONS

“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 mandate to be granted to the Directors to allot, issue and deal with the Shares with an aggregate nominal value not exceeding 20% of the share capital of the Company in issue as at the date of the passing of the relevant resolution granting such mandate
“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue 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 Repurchases
“%”	per cent.



## Asia Cement (China) Holdings Corporation

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 743)**

*Executive Director:*

Mr. CHANG, Tsai-hsiung  
Madam CHIANG SHAO, Ruey-huey  
Mr. CHANG, Chen-kuen  
Mr. LIN, Seng-chang  
Dr. WU, Chung Li

*Non-executive Directors:*

Mr. HSU, Shu-tong (Chairman)

*Independent Non-executive Directors:*

Mr. LIU, Zhen-tao  
Mr. LEI, Qian-zhi  
Mr. TSIM, Tak-lung Dominic  
Dr. WONG, Ying-ho Kennedy

*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

30 March 2010

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF RETIRING DIRECTORS AND**  
**(3) NOTICE OF THE AGM**

### INTRODUCTION

The purpose of this circular is to provide you with the relevant information in respect of (i) the Share Issue Mandate; (ii) the Share Repurchase Mandate and (iii) the re-election of the retiring Directors, and to seek your approval of the resolutions relating to these matters at the AGM.

## LETTER FROM THE BOARD

### GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,556,250,000 Shares. Assuming that there is no change in the issued share capital of the Company 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 on the date of passing the resolution approving the Share Issue Mandate will be 311,250,000 Shares, representing 20% of the issued share capital of the Company.

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 issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased 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 all 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 aggregate nominal amount of the issued share capital of the Company 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 issued share capital of the Company comprised 1,556,250,000 Shares. Assuming that there is no change in the issued share capital of the Company 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 155,625,000 Shares, representing 10% of the issue share capital of the Company.

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Share Repurchase Mandate, is set forth in Appendix I to this circular.

## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

Madam CHIANG SHAO, Ruey-huey, Mr. CHANG, Chen-kuen, Mr. LIU, Zhen-tao and Mr. LEI, Qian-zhi shall retire pursuant to Article 87(1) of the Articles. All retiring directors, being eligible, would offer themselves for re-election at the forth coming AGM. Details of the retiring Directors who are proposed to be re-elected at the AGM are set forth in Appendix II to this circular.

### AGM

Set forth on pages 12 to 16 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 Directors.

### VOTING BY POLL

The forthcoming AGM will be held by voting of shareholders.

### RECOMMENDATION

The Directors consider that the granting of the General Mandates and the Repurchase Mandate and the re-election of Directors are in the best interests of the Company, the Group and the Shareholders as a whole and so recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

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 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 issued capital as to 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 1,556,250,000 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 155,625,000 Shares representing 10% of the issued share capital of the Company 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. 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.

## **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 2009 (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 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 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 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") was beneficially interested in 10% or more of issued share capital of the Company:

Name	Number of Shares held	Approximately percentage of the issued share capital of the Company as at the Latest Practicable Date
Asia Cement	1,136,074,000	73%

If the Directors exercise in full the power to repurchase Shares pursuant to the Share Repurchase Mandate and assuming that there are no alterations to the existing shareholdings of Asia Cement, the shareholdings of Asia Cement would be increased to 81.11% respectively. This may give rise to an obligation for Asia Cement to make a mandatory offer under Rule 26 of the Takeovers Code as the percentage shareholding of Asia Cement has increased by more than 2% of the voting rights of the Company. However, the Directors do not have any intention for the Company to exercise its power to repurchase the Shares to the extent that would trigger a mandatory offer by Asia Cement under Rule 26 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 per cent of the Shares then in issue.

#### 9. SHARE REPURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company during the period from 17 June 2009 (date of last annual general meeting) to the Latest Practicable Date.

#### 10. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2009</b>		
March	4.33	3.10
April	6.45	3.96
May	6.96	5.57
June	6.34	5.18
July	6.10	5.21
August	5.79	4.27
September	5.27	4.51
October	5.21	4.73
November	5.04	4.03
December	4.92	4.07
<b>2010</b>		
January	4.77	3.72
February	4.28	3.76
March (up to the Latest Practicable Date)	4.60	3.65

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

**Madam CHIANG SHAO, Ruey-huey (邵瑞蕙)**, aged 62, is the executive Director and chief financial officer of the Group. Madam SHAO has more than 40 years of experience in financial management, planning and information system management of cement business. Madam SHAO is also a director of China Hi-Ment Corporation and Far Eastern Department Stores Ltd and a supervisor of U-Ming Marine Transport Corporation, all of which are listed in Taiwan. Madam SHAO joined Asia Cement Group in 1970 and joined the Group in October 1997. Madam SHAO graduated from the Soochow University, Taiwan in 1970 with a bachelor degree in accountancy. Madam SHAO is not related to any Directors, senior management, substantial or Controlling Shareholders of the Company. Madam SHAO also holds directorships in certain wholly owned subsidiaries of the Company. Madam SHAO did not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

Madam SHAO has entered into a service contract with the Company for an initial term of three years commencing from 20 May 2008 and thereafter may be terminated by either party upon a three-month prior written notice. Under the service contract, Madam SHAO's emoluments recorded in 2009 include (i) directors' fees, salaries and other benefits of approximately RMB375,000 and (ii) share option benefits amortised of approximately RMB302,000, with reference to her experience and qualification.

On 27 April 2008, Madam SHAO had accepted a share option to subscribe for 400,000 Shares subject to certain vesting conditions, representing approximately 0.03% of the issued shares of the Company, pursuant to the Company's pre-IPO share option scheme adopted on 27 April 2008. She was interested in these Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Madam SHAO has not exercised the share option. Save as aforementioned, Madam SHAO was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

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

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

**Mr. CHANG, Chen-kuen (張振崑)**, aged 62, is an executive Director, deputy chief executive officer and chief technical officer of the Group. Mr. CHANG is responsible for the production technology and research and development activities of the Group. Mr. CHANG has more than 40 years of experience in engineering and management in the cement industry. Mr. CHANG joined Asia Cement Group in 1968 and joined the Group in December 1997. Mr. CHANG graduated from Taipei Technical Institute majoring in mechanical engineering. Mr. CHANG is not related to any Directors, senior management, substantial or Controlling Shareholders of the Company. Mr. CHANG also holds directorships in certain wholly owned subsidiaries of the Company. Save as disclosed herein, Mr. CHANG had not held any directorship in any other listed companies during the three years preceding the Latest Practicable Date.

Mr. CHANG has entered into a service contract with the Company for an initial term of three years commencing from 20 May 2008 and thereafter may be terminated by either party upon a three-month prior written notice. Under the service contract, Mr. CHANG's emoluments recorded in 2009 include (i) directors' fees, salaries and other benefits of approximately RMB1,621,000 and (ii) share option benefits amortised of approximately RMB302,000, with reference to his experience and qualification.

On 27 April 2008, Mr. CHANG had accepted a share option to subscribe for 400,000 Shares subject to certain vesting conditions, representing approximately 0.03% of the issued shares of the Company, pursuant to the Company's pre-IPO share option scheme adopted on 27 April 2008. He was interested in these Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. CHANG has not exercised the share option. Save as aforementioned, Mr. CHANG was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

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

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

**Mr. LIU, Zhen-tao (劉震濤)**, aged 72, took office as an Independent non-executive Director of the Company in April 2008. Mr. LIU is also an independent non-executive director of Hanbell Precise Machinery Co. Ltd., a company listed in the PRC. Mr. LIU is a director of the Institute of Taiwan Studies of the Tsinghua University, China, a council member of Taiwan Affairs Office of the State Council, and vice-president of the China Industrial Overseas Development & Planning Association. Mr. LIU has had over 15 years of experience in teaching and research while serving as the deputy director of the Automatisation Department and the Technology Development of the Tsinghua University from September 1960 to June 1986. He then served as the deputy secretary of the Foreign Loans Bureau and the Department of Foreign Capital Utilization of the former State Planning Commission, currently known as the NDRC, from June 1986 to April 1989, and as the secretary of the Economy Bureau of the State Council's Taiwan Affairs Office and head of the Taiwan Affairs Office of the State Planning Commission from April 1989 to April 1998. From October 1998 to October 2003, Mr. LIU was the vice president of the Association for Relations across the Taiwan Strait. Mr. LIU graduated from the power mechanical engineering department of the Tsinghua University, China in July 1960. Mr. LIU is not related to any Directors, senior management, substantial or Controlling Shareholders of the Company. Save as disclosed herein, Mr. LIU had not held any directorship in any other listed companies during the three years preceding the Latest Practicable Date.

Mr. LIU has entered into a service contract with the Company and is subject to retirement by rotation and re-election in accordance with the Articles. Under the service contract, Mr. LIU's emoluments recorded in 2009 was approximately RMB211,000.

Mr. LIU is a member of Independence Committee of the Company.

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

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

**Mr. LEI, Qian-zhi (雷前治)**, aged 68, took office as an Independent non-executive Director of the Company in April 2008. Mr. LEI is a professor engineer. He is the president of the China Cement Association Council and the vice-president of the China Building Material Industry Association Council. Mr. LEI has over 16 years of experience in engineering and cement enterprise management. He served as a technician, engineer, workshop head and factory director of Guizhou Shuicheng Cement Plant from January 1970 to April 1986. He also has over 22 years of experience in the administrative management of local and national governments relating to the building materials industry. Mr. LEI was the president of Guizhou Province Building Materials Bureau from March 1986 to January 1991, and he served as a deputy department manager of the National Building Materials Industry Bureau from January 1991 to February 2001. Mr. LEI was the vice president of China Building Material Industry Association from February 2001 to June 2004. Mr. LEI obtained a bachelor degree in Portland cement from Nanjing Chemistry Institution in 1968. Mr. LEI is not related to any Directors, senior management, substantial or Controlling Shareholders of the Company. Save as disclosed herein, Mr. LEI had not held any directorship in any other listed companies during the three years preceding the Latest Practicable Date.

Mr. LEI has entered into a service contract with the Company and is subject to retirement by rotation and re-election in accordance with the Articles. Under the service contract, Mr. LEI emoluments recorded in 2009 was approximately RMB211,000.

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

There are no other matters that need to be brought to the attention to 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 Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 7 May 2010 at 3:00 p.m. for the following purposes:

### **AS ORDINARY BUSINESS**

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the "Director(s)") of the Company and the auditors (the "Auditors") of the Company for the year ended 31 December 2009.
2. To approve and declare a final dividend for the year ended 31 December 2009.
3. To re-elect retiring Directors and to authorise the board of Directors (the "Board") to determine their remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as the Auditors and to authorise the Board to fix their remuneration.

### **AS SPECIAL BUSINESS**

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 (the "Listing Rules") Governing the Listing of Securities 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 aggregate nominal amount of the share capital 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; or
    - (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 aggregate nominal amount of the share capital 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; or
  - (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 of an amount representing the aggregate nominal amount of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 6.”

By order of the Board  
**Asia Cement (China) Holdings Corporation**  
**Mr. Hsu, Shu-tong**  
*Chairman*

Hong Kong, 30 March 2010

*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

*Notes:*

- (1) A member entitled to attend and vote at the Meeting 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.
- (2) 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 notarially certified copy of such power or authority), must be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- (3) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (4) The register of members of the Company will be closed from Friday, 30 April 2010 to Friday, 7 May 2010 (both days inclusive), during which period no transfer of Shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 29 April 2010.
- (5) A circular containing, inter alia, details of the proposed general mandates to issue and repurchase shares of the Company and information of the retiring directors of the Company who are proposed to be re-elected at the annual general meeting, will be despatched to the shareholders of the Company on Tuesday, 30 March 2010.
- (6) The Board recommends the payment of a final dividend of RMB0.10 per share for the year ended 31 December 2009, totalling RMB155.625 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.