

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 **亞洲水泥(中國)控股公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 743)

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
AND
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(3) PROPOSED ADOPTION OF 2020 AMENDED AND RESTATED OPERATIONAL
PROCEDURES FOR ACQUISITION AND DISPOSAL OF ASSETS
AND
(4) PROPOSED ADOPTION OF 2020 AMENDED AND RESTATED OPERATIONAL
PROCEDURES FOR MAKING ADVANCES TO THIRD PARTIES
AND
(5) PROPOSED ADOPTION OF 2020 AMENDED AND RESTATED OPERATIONAL
PROCEDURES FOR THE PROVISION OF GUARANTEES BY WAY OF
ENDORSEMENT
AND
(6) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(7) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Asia Cement (China) Holdings Corporation to be held at Conference Room, 39/F., Taipei Metro Tower, No. 207, Tun Hwa South Road, Section 2, Taipei, Taiwan on Friday, 5 June 2020 at 3:00 p.m. is set out on page 21 to 26 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 annual general meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the completed and signed proxy form to the Company's Hong Kong branch registrar, Tricor Investor Services Limited at Level 54, 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 (i.e. not later than 3:00 p.m. on Wednesday, 3 June 2020) 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.

References to time and dates in this circular are to Hong Kong time and dates.

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

29 April 2020

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DEFINITIONS

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

“2020 Amended and Restated Assets Procedures”	The assets procedure in an amended and restated form, the adoption of which will be considered at the 2020 AGM
“2020 Amended and Restated Advances Procedures”	The advances procedure in an amended and restated form, the adoption of which will be considered at the 2020 AGM
“2020 Amended and Restated Guarantee Provisional Procedures”	The guarantee provisional procedure in an amended and restated form, the adoption of which will be considered at the 2020 AGM
“AGM” or “2020 AGM”	an annual general meeting of the Company to be convened and held at Conference Room, 39/F., Taipei Metro Tower, No. 207, Tun Hwa South Road, Section 2, Taipei, Taiwan on Friday, 5 June 2020 at 3:00 p.m. or any adjournment thereof
“Articles”	the articles of association of the Company currently in force
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“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”	24 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“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), as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity 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 of not exceeding 20% of the total number of issued Shares of the Company 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 repurchase Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares of the Company as at the date of the passing of the relevant resolution granting such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

"Takeovers Code"	the Code on Takeovers and Mergers 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
亞洲水泥(中國)控股公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 743)

Executive Directors:

Mr. HSU, Shu-ping (*Vice Chairman*)
Mr. CHANG, Tsai-hsiung
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
People's Republic of China

Principal Place

of Business in Hong Kong:
Portion of Unit B
11th Floor
Lippo Leighton Tower
103 Leighton Road
Causeway Bay
Hong Kong

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
AND
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(3) PROPOSED ADOPTION OF 2020 AMENDED AND RESTATED OPERATIONAL
PROCEDURES FOR ACQUISITION AND DISPOSAL OF ASSETS
AND
(4) PROPOSED ADOPTION OF 2020 AMENDED AND RESTATED OPERATIONAL
PROCEDURES FOR MAKING ADVANCES TO THIRD PARTIES
AND
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PROCEDURES FOR THE PROVISION OF GUARANTEES BY WAY OF
ENDORSEMENT
AND
(6) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(7) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

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 Mandate; (iii) the re-election of the retiring Directors; (iv) the adoption of 2020 amended and restated operational procedures for acquisition and disposals of assets; (v) the adoption of 2020 amended and restated operational procedures for making advances to third parties; (vi) the adoption of 2020 amended and restated operational procedures for the provision of guarantees by way of endorsement; (vii) the proposed amendments to the Articles; and (viii) to give you notice of the AGM relating to, among other matters, these matters.

PROPOSED GRANTING OF 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 exercise the power of the Company to allot, issue and deal with additional Shares representing up to 20% of the total 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 on the date of passing the resolution approving 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.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Share Issue Mandate.

PROPOSED GRANTING OF 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

LETTER FROM THE BOARD

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 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 Shares, representing 10% of the total number of issued Shares.

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.

PROPOSED RE-ELECTION OF DIRECTORS

Dr. WU, Chung-lih, Mr. LIN, Seng-chang, Mr. WANG, Wei and Mr. LEE, Kao-chao, shall retire at the AGM pursuant to Article 87(1) of the Articles. All retiring Directors, being eligible, will offer themselves for re-election at the 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.

PROPOSED ADOPTION OF 2020 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) the acquisition and disposal of assets; (ii) making advances to third parties; and (iii) the provision of guarantees by way of endorsement. These amended operational procedures will be effective from 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) 2020 Amended and Restated Assets Procedures

References are made to the circular of the Company dated 2 April 2019. 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)

LETTER FROM THE BOARD

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 shareholder's equity of the Company as reported in the latest audited financial statements of the Company;

- (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 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 2020 Amended and Restated Assets Procedures, the major amendments to the Assets Procedures are: (i) to eliminate the requirements for assessing the cost of transactions between the Company and its subsidiaries, or companies 100% directly or indirectly held by the Company as well as to relax the requirements for acquisition or disposal of equipment and right-of-use assets between these companies; (ii) to loosen the requirement for assessing the cost of right-of-use assets obtained from related parties; and (iii) to amend the wordings of certain procedures to reflect the latest applicable rules and accounting standards and provisions in Asia Cement Corporation.

LETTER FROM THE BOARD

(B) 2020 Amended and Restated Advances Procedures

References are made to the circulars of the Company dated 21 April 2016. 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.

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.

Under the 2020 Amended and Restated Advances Procedures, the major amendments to the Advances Procedures are to amend the wordings of certain procedures to reflect the latest applicable rules and accounting standards and provisions of Asia Cement Corporation.

LETTER FROM THE BOARD

(C) 2020 Amended and Restated Guarantee Provisional Procedures

Reference is made to the circular dated 17 April 2013, the Operational Procedures for the Provision of Guarantees by way of Endorsement (the "Guarantee Provisional Procedures") are aimed at strengthening the management of guarantees provided by the Company. Under the Guarantee Provisional Procedures, the Company may provide guarantees by way of endorsement to the following parties:

- (1) A company which conducts business with the Group.
- (2) A company in which the Company directly and indirectly holds more than 50% of the voting shares.
- (3) A corporate shareholder that directly and indirectly holds more than 50% of the voting Shares.
- (4) For a publicly listed company which holds, directly or indirectly, 90% or more of the voting Shares, the amount of guarantee provided by way of endorsement may not exceed 10% of the net asset value of its parent company. Such guarantees are subject to board approval by the parent company of the publicly listed company.

The total maximum amount of guarantee which can be provided by the Group is limited to the net asset value of the Company at the relevant time, and the maximum amount of guarantee which can be provided to a single corporate entity is limited to 50% of the net asset value of the Company at the relevant time. Pursuant to the Guarantee Provisional Procedures, the Company must conduct necessary financial due diligence enquiries on the following issues before providing any guarantee by way of endorsements:

- (1) The necessity and reasonableness of guarantee by way of endorsement;
- (2) credit status and risk assessment of the entity for which the guarantee is made;
- (3) the impact on the Company's business operations, financial position and the interests of the Shareholders; and
- (4) whether collateral and appraisal of the value thereof must be obtained.

Under the 2020 Amended and Restated Guarantee Provisional Procedures, the major amendments from the Guarantee Provisional Procedures are to amend wordings of certain procedures to reflect the latest applicable rules and accounting standards and provisions of Asia Cement Corporation.

LETTER FROM THE BOARD

Ordinary resolutions will be proposed at the AGM to approve and adopt the 2020 Amended and Restated Assets Procedures, 2020 Amended and Restated Advances Procedures and 2020 Amended and Restated Guarantee Provisional Procedures. The Board considers that these Procedures will assist in strengthening risk management and internal control of the Group and they are in the interest of the Group and the Shareholders as a whole and would recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

PROPOSED AMENDMENTS TO THE ARTICLES

Reference is made to the announcement of the Company dated 24 April 2020 in relation to the proposed amendments to the Articles.

In order to facilitate and enhance the flexibility in holding of general meetings by the Company, the Board proposed certain amendments to the Articles, details of which are set forth in the Appendix III to this circular.

The proposed amendments to the Articles will be proposed at the AGM for the Shareholders to approve by way of special resolution.

AGM

Set forth on pages 21 to 26 of this circular is a notice convening the AGM at which, among other things, resolutions will be proposed to approve (i) the granting of the Share Issue Mandate and the Share Repurchase Mandate; (ii) the re-election of retiring Directors; (iii) the adoption of 2020 Amended and Restated Assets Procedures; (iv) the adoption of 2020 Amended and Restated Advance Procedures; (v) the adoption of 2020 Amended and Restated Guarantee Provisional Procedures; (vi) the amendments to the Articles; and (vii) the adoption of the amended and restated Articles.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.achc.com.cn>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on Wednesday, 3 June 2020). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

LETTER FROM THE BOARD

VOTING BY POLL

The AGM will be held by voting of Shareholders taken by poll pursuant to Rule 13.39(4) of the Listing Rules, except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manners prescribed under Rule 13.59(3) of the Listing Rules.

RECOMMENDATION

The Directors consider that (i) the granting of the Share Issue Mandate and the Share Repurchase Mandate; (ii) the re-election of retiring Directors; (iii) the adoption of 2020 Amended and Restated Assets Procedures; (iv) the adoption of 2020 Amended and Restated Advance Procedures; (v) the adoption of 2020 Amended and Restated Guarantee Provisional Procedures; (vi) the amendments to the Articles; and (vii) the adoption of the amended and restated Articles 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, 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

29 April 2020

This Appendix serves as an explanatory statements, 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 total 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 total number of issued Shares as at the date of the AGM.

3. REASONS FOR SHARE REPURCHASES

The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase 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 SHARE 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 SHARE REPURCHASES

On the basis of the financial position of the Company as at 31 December 2019 (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 close 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 and the applicable laws of Hong Kong, 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 Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Asia Cement Corporation ("Asia Cement") held 1,143,822,000 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 total 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 81% of the total 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 Rule 26 of the Takeovers Code but would reduce the issued capital in the public to less than 25% (or the prescribed minimum percentage required by the Stock Exchange).

The Directors do not 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 Rule 26 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:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	9.84	7.71
May	10.72	8.47
June	13.04	10.44
July	14.04	10.92
August	11.02	8.82
September	10.40	9.07
October	11.00	9.02
November	11.74	9.50
December	12.06	9.95
2020		
January	12.32	9.85
February	11.54	9.44
March	11.32	7.10
April (up to the Latest Practicable Date)	9.45	7.50

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) **Dr. WU Chung-lih (吳中立)**

Dr. WU, Chung-lih (吳中立), aged 70, is an executive Director, the chief executive officer. 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. 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 entered into a letter of appointment with the Company on 27 April 2017, for a term of three years. Under the letter of appointment, Dr. WU's emoluments recorded in 2019 was HK\$240,000, which was determined with reference to his experience and qualification. He shall retire from office by rotation and is subject to re-election at annual general meeting of the Company at least once every three years according to the provisions of the Articles.

As at the Latest Practicable Date, Dr. WU is interested in long position of 258,000 Shares within the meaning of Part XV of the SFO.

Dr. WU has no 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.

(2) Mr. LIN Seng-chang 林昇章

Mr. LIN, Seng-chang (林昇章), aged 76, is an executive Director, sales consultant. Mr. LIN is primarily responsible for formulating and implementing the sales and marketing strategies of the Group as well as overseeing its sales and marketing activities. Mr. LIN has more than 50 years of experience of sales and management in the cement industry. Mr. LIN joined Asia Cement Group in 1962 and joined the Group in October 1999. Mr. LIN graduated from National Taipei College of Business in October 1962.

Mr. LIN entered into a service contract with the Company for a term of three years commencing on 27 April 2017 which may be terminated by either party upon three months' prior written notice. Under the service contract, Mr. LIN's emoluments recorded in 2019 was HK\$240,000, which were determined with reference to his experience and qualification. Mr. LIN is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. LIN is interested in long position of 290,000 Shares within the meaning of Part XV of the SFO. Mr. LIN also owns 17,368 shares 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 1,143,822,000 shares or approximately 73% of the issued share capital of the Company.

Save as disclosed herein, Mr. LIN is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

There is no information which is disclosable nor is/was Mr. LIN involved in any of the matters required 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 of the Shareholders.

(3) Mr. WANG Wei 王偉

Mr. WANG Wei (王偉), aged 63, has served as an independent non-executive Director of the Company since April 2015. Mr. WANG was the vice president of China National Materials Company Limited (“Sinoma”) which is listed on the Main Board of Stock Exchange and retired in 2016. Mr. WANG was the director and managing director of Xuzhou Kerong Environment Resources Co., Ltd. (formerly known as Xiongan Kerong Environment Technology Co., Ltd. Since July 2019), which is listed on Shenzhen Stock Exchange GEM board, from August 2019 to November 2018. Mr. WANG served as a director and the president of Sinoma International Engineering Co., Ltd from December 2001 to December 2009 and as the chairman of the board of Sinoma International Engineering Co., Ltd from December 2009 to September 2014. Mr. WANG served as the supervisor of Sinoma from July 2007 to March 2010 and was appointed as the vice president of Sinoma in March 2010. Mr. WANG joined the Sinoma group in 1984 and held various positions, such as deputy head of Nanjing Cement Industry Design and Research Institute. Mr. WANG served as the deputy general manager and general manager of China National Non-Metallic Materials Corporation from June 2001 to March 2002. As a nationwide outstanding entrepreneur in the building materials industry entitled to a special government allowance provided by the State Council, Mr. WANG has extensive knowledge of the industry. Before he retired, he also serves as the vice chairman of China Chamber of Commerce for Import and Export of Machinery and Electronic Products, an executive member of the Mergers and Acquisitions Financing Committee of the China Association for Public Companies, the China director of the BRICS Business Council, the vice president of China Building Materials Federation and the vice president of China Cement Association. Mr. WANG graduated from Nanjing University of Technology in January 1982, majoring in cement engineering. He is currently a professorate senior engineer. Mr. 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 Mr. WANG have signed a letter of appointment commencing on 13 April 2018, under which Mr. WANG is subject to retirement by rotation and re-election in accordance with the Articles. Under the letter of appointment, Mr. WANG’s emoluments recorded in 2019 was HK\$300,000.

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

Save for the information disclosed above, the Board and Mr. 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.

(4) Mr. LEE Kao-chao 李高朝

Mr. LEE, Kao-chao (李高朝), aged 82, has served as an independent non-executive Director of the Company since April 2015. Mr. LEE completed his M.A. from Agricultural Economics Graduate School of Taiwan University in 1960. In 1973, Mr. LEE went to Vanderbilt University, Tennessee, USA, for his second M.A. in Economic Development, before returning to his position as the Director of Economic Research Department in Council for Economic Planning and Development (“CEPD”), Executive Yuan, Taiwan. Later on, Mr. LEE was promoted as Vice Chairman, or Deputy Minister of CEPD, which position he had stayed for eight years and he was responsible for coordination of economic policies. Mr. LEE has been a director of the board of Taipei City Bank, now privatized Taipei-Fubon Bank, for eight years, and a director of the board of Chang Hwa Bank for three years, well contributing his knowledge on economic and financial development at home and abroad. Mr. LEE has long been the ad joint professor in Taiwan University, teaching Inter-industry relationship, or Input-output Study, which area he has well practicing the interactions of industries. He had been teaching managerial economics in the Business School of Yuan Ze University after retiring from government sector. Mr. LEE served as an independent director of Asia Cement Corporations from June 2005 to June 2014. Mr. LEE is not related to any Directors, senior management, substantial or controlling Shareholders of the Company. Save as disclosed herein, Mr. LEE 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. LEE have signed a letter of appointment commencing on 13 April 2018, under which Mr. LEE is subject to retirement by rotation and re-election in accordance with the Articles. Under the letter of appointment, Mr. LEE’s emoluments recorded in 2019 was HK\$300,000.

Mr. LEE 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. LEE 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.

Details of the proposed amendments to the Articles are set forth below:

Article No.	Article before the Amendment	Article after the Amendment
Article 57	<p>“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.”</p>	<p>“Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held <u>at such time, place and by such means</u> as may be determined by the Board <u>in its absolute discretion thinks fit in accordance with the following provisions:</u></p> <p>(1) <u>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.</u></p> <p>(2) <u>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.</u></p>

Article No.	Article before the Amendment	Article after the Amendment
		<p data-bbox="810 353 1347 608"><u>(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:</u></p> <p data-bbox="863 651 1347 868"><u>(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</u></p> <p data-bbox="863 910 1347 981"><u>(b) incidental to or desirable for achieving those objectives.</u></p> <p data-bbox="863 1023 1347 1166"><u>In this respect, the Board may authorise any voting application, system or facility for attendance and participation as it sees fit.</u></p> <p data-bbox="810 1208 1347 1761"><u>(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."</u></p>



Asia Cement (China) Holdings Corporation
亞洲水泥(中國)控股公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 743)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“the AGM”) of Asia Cement (China) Holdings Corporation (the “Company”) will be held at Conference Room, 39/F., Taipei Metro Tower, No. 207, Tun Hwa South Road, Section 2, Taipei, Taiwan on Friday, 5 June 2020 at 3:00 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 2019.
2. To declare a final dividend for the year ended 31 December 2019 (if any).
3. To consider and approve, each as a separate resolution, if though fit, the following resolutions:
 - (a) to re-elect Dr. WU, Chung-lih as an executive Director;
 - (b) to re-elect Mr. LIN, Seng-chang as an executive Director;
 - (c) to re-elect Mr. WANG, Wei as an independent non-executive Director;
 - (d) to re-elect Mr. LEE, Kao-chao as an independent non-executive Director;
and
 - (e) to authorise the board of Directors of the Company (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 5(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 5(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 5(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 total number of issued Shares of the Company 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 6(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 6(i) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company 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.”

AS SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as appropriate:-

7. “**THAT** conditional upon resolutions No. 5 and 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 to the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 6.”
8. “**THAT** the 2020 Amended and Restated Operational Procedures for Acquisition and Disposal of Assets (as defined in the circular of the Company dated 29 April 2020), a copy of the said procedures having produced to the meeting as “Exhibit A” and initialled by the chairman of the meeting for identification purpose be and are hereby approved and adopted by the Company.”
9. “**THAT** the 2020 Amended and Restated Operational Procedures for Making Advances to Third Parties (as defined in the circular of the Company dated 29 April 2020), a copy of the said procedures having produced to the meeting as “Exhibit B” and initialled by the chairman of the meeting for identification purpose be and are hereby approved and adopted by the Company.”
10. “**THAT** the 2020 Amended and Restated Operational Procedures for the Provision of Guarantees by Way of Endorsement (as defined in the circular of the Company dated 29 April 2020), a copy of the said procedures having produced to the meeting as “Exhibit C” and initialled by the chairman of the meeting for identification purpose be and are hereby approved and adopted by the Company.”

As special resolutions

11. “**THAT** the proposed amendments to the Articles (details of which are set forth in the circular of the Company dated 29 April 2020) be approved and confirmed, and the Board be authorised to revise the wordings of such amendment as appropriate (no approval from Shareholders is required for such revision), and any one Director or company secretary be and is hereby authorised to, on behalf of the Company, execute relevant documents and/or take all relevant actions as it considers necessary or expedient and in the interest of the Company to effect the proposed amendment or to comply with the requirements from the relevant regulatory authorities, including dealing with the relevant filing, amendments and registration (where necessary) procedures and other related matters arising from the amendment of the Articles.”
12. “**THAT** the amended and restated articles of association of the Company having produced to the meeting as “Exhibit D” and initialled by the chairman of the meeting for identification purpose, which consolidates all amendments referred to resolution No. 11 above be approved and adopted as the amended and restated articles of association of the Company in substitution for and to the exclusion of the existing Articles.”

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

Hong Kong, 29 April 2020

Notes:

- (1) All resolutions (except where the chairman decides to allow a resolution relating to procedural or administrative matters to be voted on by a show of hand) at the AGM will be taken by poll pursuant to the Listing Rules. 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) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy does not need to be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- (3) In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on Wednesday, 3 June 2020) 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 Tuesday, 2 June 2020 to Friday, 5 June 2020 (both days inclusive), during which period no transfer of shares will be registered. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Friday, 5 June 2020, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 1 June 2020.

In the event that the AGM is adjourned to a date later than 5 June 2020 because of bad weather or other reasons, the record date for determination of entitlement to attend and vote at the AGM will remain as the aforesaid date.

- (6) Subject to the approval of shareholders at the AGM, the register of members of the Company will be closed from Thursday, 11 June 2020 to Monday, 15 June 2020, both days inclusive, during which period, no transfer of Shares will be registered. 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 Wednesday, 10 June 2020 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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 10 June 2020.
- (7) The Board recommends the payment of a final dividend of RMB50 cents per share for the year ended 31 December 2019, totalling RMB783,426,000. The dividend will be denominated and declared in Renminbi and will be paid in Hong Kong dollars. The relevant exchange rate will be the middle exchange rate of RMB to Hong Kong dollars as announced by the State Administration of Foreign Exchange on the date of the AGM.
- (8) If a tropical cyclone warning signal number 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning is/are in force or is expected to be hoisted or in force in Hong Kong at any time between 1:00 p.m. and 3:00 p.m. on the date of the AGM, the AGM will be automatically postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and location of the rescheduled meeting. The AGM will be held as scheduled when an amber or a red rainstorm warning signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the meeting in adverse weather conditions.
- (9) The translation into Chinese language of this notice is for the reference only. In case of any inconsistency, the English version shall prevail.
- (10) References to time and dates in this notice are to Hong Kong time and dates.