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ALLIED CEMENT HOLDINGS LIMITED

聯合水泥控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1312)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Allied Cement Holdings Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 10:00 a.m. on Monday, 19 January 2015, for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined) in issue and to be issued, with effect from the next business day following the day on which this resolution is passed by the shareholders of Allied Cement Holdings Limited (the “**Company**”), each share in the authorised share capital of the Company (including issued and unissued shares of par value of HK\$0.01 each) (each a “**Share**” and collectively, the “**Shares**”) be subdivided into five (5) shares of par value of HK\$0.002 each (each a “**Subdivided Share**” and collectively, the “**Subdivided Shares**”) (the “**Share Subdivision**”) so that the authorised share capital of the Company will become HK\$200,000,000 divided into 100,000,000,000 Subdivided Shares of par value of HK\$0.002 each immediately following the Share Subdivision becoming effective, and such Subdivided Share(s) shall rank pari passu in all respects with each other, have the rights and privileges and be subject to the restrictions in respect of shares contained in the articles of association of the Company, and any one of the directors of the Company be and is hereby authorised to do all such acts, deeds and things and to effect all necessary actions as he or she may consider necessary, desirable or expedient in order to effect, implement and complete any and all of the matters set out in this ordinary resolution.”

By Order of the Board
Allied Cement Holdings Limited
Huang Yu
Chairman

Hong Kong, 31 December 2014

Registered office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business in Hong Kong:

9/F, Allied Kajima Building
138 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the above meeting (the “**Meeting**”) is entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
2. A form of proxy in respect of the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instruments printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
3. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
4. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such Shares as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such Shares.
5. As at the date hereof, the board of directors of the Company comprises three executive directors, namely Mr. Huang Yu (*Chairman*), Mr. Ng Qing Hai (*Managing Director*) and Mr. Deng Jinguang and three independent non-executive directors, namely Mr. Chan Sze Chung, Mr. Zhang Ruibin and Mr. Li Shujie.
6. The resolution set out in this notice of the Meeting will be taken by poll pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.