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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)**

### **ANNOUNCEMENT**

#### **(1) COMPLETION OF PLACING AND RESTORATION OF PUBLIC FLOAT AND (2) RESUMPTION OF TRADING**

On 18 March 2014, the Company was informed by the Offeror that SHK has entered into placing arrangements with the Placees, to place all the Underwritten Shares at the placing price of HK\$1.44 per share. The Underwritten Shares represent the total 80,012,436 Offer Shares tendered for acceptance under the Offer and approximately 12.12% of the entire issued share capital of the Company as at the date of this announcement. Completion of Placing will take place immediately after the resumption of trading in Shares, which shall take effect from 9:00 a.m. on Wednesday, 19 March 2014. Accordingly, public float of the Company will be restored and the Company will be in compliance with the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules upon completion of the Placing.

Application has been made by the Company to the Stock Exchange for the resumption of trading of the Shares with effect from 9:00 a.m. on Wednesday, 19 March 2014.

References are made to the joint announcement issued by Allied Cement Holdings Limited (the “Company”) and China Health Management Investment Limited (the “Offeror”) dated 4 March 2014 in relation to, among other things, (i) close of the Offer; (ii) result of the Offer; and (iii) public float and suspension of trading (the “Joint Announcement”) and the announcement issued by the Company dated 13 March 2014 in relation to the waiver application from strict compliance with Rule 8.08(1) (a) of the Listing Rules (the “Announcement”). Capitalized terms used in this announcement shall have the same meanings as those defined in the Joint Announcement and the Announcement, unless the context herein requires otherwise.

## COMPLETION OF PLACING AND RESTORATION OF PUBLIC FLOAT

On 18 March 2014, the Company was informed by the Offeror that SHK, the exclusive placing agent and underwriter of the Offeror, has entered into placing arrangements with not less than six (6) placees (the “Placees”) to place all the Underwritten Shares at the placing price of HK\$1.44 per Share, which is equal to the Offer Price (the “Placing”). The Underwritten Shares represent the total 80,012,436 Offer Shares tendered for acceptance under the Offer and approximately 12.12% of the entire issued share capital of the Company as at the date of this announcement. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquires, the Placees are independent institutional, professional and/or individual investors and their respective ultimate beneficial owners are not connected persons of the Group. None of the Placees and their respective associates will become a substantial Shareholder (as defined under the Listing Rules) upon completion of Placing. Completion of Placing will take place immediately after the resumption of trading in Shares, which shall take effect from 9:00 a.m. on Wednesday, 19 March 2014. Accordingly, public float of the Company will be restored and the Company will be in compliance with the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules upon completion of Placing.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately upon close of the Offer but prior to the completion of Placing, 84,987,564 Shares were held by the public, representing approximately 12.88% of the entire issued share capital of the Company. Immediately after the completion of Placing, an aggregate of 165,000,000 Shares, representing 25.00% of the entire issued share capital of the Company, will be held by the public.

Set out below is the shareholding structure of the Company (i) immediately upon close of the Offer but prior to the completion of Placing; and (ii) immediately after the completion of Placing:

	Notes	Immediately upon close of the Offer but prior to the completion of Placing		Immediately after the completion of Placing	
		No. of Shares	Approximate %	No. of Shares	Approximate %
The Vendor	1	125,000,000	18.94	125,000,000	18.94
The Offeror Group and parties acting in concert with any of them (except SHK)		370,000,000	56.06	370,000,000	56.06
SHK	2	80,012,436	12.12	–	–
<b>Public Shareholders</b>					
Placees		–	–	80,012,436	12.12
Other Public Shareholders		84,987,564	12.88	84,987,564	12.88
Sub-total		84,987,564	12.88	165,000,000	25.00
<b>Total</b>		<b>660,000,000</b>	<b>100.00</b>	<b>660,000,000</b>	<b>100.00</b>

*Notes:*

1. The Vendor is a wholly-owned subsidiary of Tian An. As at the date of this announcement, Tian An is indirectly interested as to approximately 61.18% (including the interests of Sun Hung Kai & Co. Limited in 188,694,000 shares of Tian An held as securities holder) by Allied Properties (H.K.) Limited (“APL”), and APL is owned as to approximately 74.99% by Allied Group Limited, which in turn is owned as to approximately 69.22% by Lee and Lee Trust (inclusive of Mr. Lee Seng Hui’s personal interests). Lee and Lee Trust is a discretionary trust which comprises three trustees, namely Mr. Lee Seng Hui, Ms. Lee Su Hwei and Mr. Lee Seng Huang.
2. SHK, the exclusive placing agent and underwriter, has entered into placing arrangements for the 80,012,436 Offer Shares validly tendered for acceptance under the Offer to parties who are not connected persons of the Company.

## **RESUMPTION OF TRADING**

Pursuant to Note 1 to Rule 8.08(1)(b) of the Listing Rules, trading in the Shares has been suspended since 9:00 a.m. on Wednesday, 5 March 2014 pending the restoration of the minimum public float as required under Rule 8.08(1)(a) of the Listing Rules. Application has been made by the Company to the Stock Exchange for the resumption of trading of the Shares with effect from 9:00 a.m. on Wednesday, 19 March 2014.

On behalf of the Board  
**ALLIED CEMENT HOLDINGS LIMITED**  
**Ng Qing Hai**  
*Managing Director*

Hong Kong, 18 March 2014

*As at the date of this announcement, the board of the Company comprises Mr. Ng Qing Hai (Managing Director), Mr. Huang Yu and Mr. Deng Jin Guang being the Executive Directors; and Mr. Chan Sze Chung, Mr. Cheng Kin Chung and Ms. Doris Yang Yan Tung being the Independent Non-Executive Directors.*