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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 (the “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 on Monday, 2nd April, 2012 at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the 《關於建設「白龍港項目」合作協議》(Bailonggang Project Construction Cooperation Agreement\*) (the “Cooperation Agreement”) dated 13th February, 2012 entered into between Shanghai Allied Cement Co., Ltd. (上海聯合水泥有限公司) (“Shanghai SAC”), an indirect non wholly-owned subsidiary of the Company, and 上海建築材料(集團)總公司 (Shanghai Building Material (Group) General Company\*) (“Shanghai Building Material”) in relation to the establishment of a joint venture company (the “JV Company”) in the People’s Republic of China (the “PRC”) for the development of new cement production facilities at Bailonggang, Pudong, Shanghai, the PRC (the “Bailonggang Project”), a copy of which marked “A” and signed by the Chairman of the Meeting for identification purpose has been tabled at the Meeting, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the 《關於設立合資公司(原則)協議》(Principle Agreement for the Establishment of the JV Company\*) (the “JV Principle Agreement”) dated 13th February, 2012 entered into between Shanghai SAC and Shanghai Building Material in relation to the principle and principal terms of the JV Company to be established in the PRC, a copy of which marked “B” and signed by the Chairman of the Meeting for identification purpose has been tabled at the Meeting, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and

- (c) any director of the Company be and is hereby authorised for and on behalf of the Company, amongst other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, and to do or authorise doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the terms of the Cooperation Agreement and the JV Principle Agreement and to make and agree such variations of a minor or non-material nature in or to the terms of the Cooperation Agreement and the JV Principle Agreement (including but not limited to the signing of the formal joint venture contract and the articles of association of the JV Company or in respect of the Bailonggang Project) as he/she may in his/her discretion consider to be desirable and in the interests of the Company.”

By Order of the Board  
**Allied Cement Holdings Limited**  
**Wong Ka Hang**  
*Company Secretary*

Hong Kong, 16th March, 2012

*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:*

22nd Floor  
Allied Kajima Building  
138 Gloucester Road  
Wanchai  
Hong Kong

\* *for identification purpose only*

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting will be 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. 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 instructions 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 or authority, must be deposited at the Company's branch share registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 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 of the Company, 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.

*As at the date of this announcement, the board of directors of the Company comprises Mr. Ng Qing Hai (Managing Director), Mr. Li Chi Kong and Mr. Yu Zhong 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.*