
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspects of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Allied Cement Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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



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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EGM**

Capitalized terms used in this cover shall have the same meanings as defined in this circular.

A notice convening the EGM to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 15 July 2016 at 10:00 a.m. is set out on pages N-1 to N-3 of this circular. A form of proxy for use at the EGM is sent to the Shareholders together with this circular. 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.alliedcement.com.hk>). Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, 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 holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so desire.

20 June 2016

CONTENTS

| | <i>Page</i> |
|------------------------------------|-------------|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | 2 |
| NOTICE OF EGM | N-1 |

DEFINITIONS

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

| | |
|-----------------------------------|--|
| “Announcement” | the announcement of the Company dated 1 June 2016 in relation to the Proposed Change of Company Name |
| “Board” | the board of Directors |
| “Company” | Allied Cement Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange |
| “Director(s)” | director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “Proposed Change of Company Name” | the proposed change of the English name of the Company from “Allied Cement Holdings Limited” to “Tongfang Kontafarma Holdings Limited” and the dual foreign name in Chinese of the Company from “聯合水泥控股有限公司” to “同方康泰產業集團有限公司” |
| “Share(s)” | ordinary share(s) of HK\$0.002 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |



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)

Board of Directors

Executive Director:

Huang Yu (*Chairman*)

Ng Qing Hai (*Managing Director*)

Deng Jinguang

Independent non-executive Directors:

Chan Sze Chung

Zhang Ruibin

Zhang Junxi Jack

Registered office:

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

***Principal place of business
in Hong Kong:***

9th Floor

Allied Kajima Building

138 Gloucester Road

Wanchai

Hong Kong

20 June 2016

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EGM**

INTRODUCTION

Reference is made to the Announcement of the Company dated 1 June 2016 in relation to the Proposed Change of Company Name.

The purpose of this circular is to provide you with, among other things, (i) further information on the Proposed Change of Company Name and (ii) the notice of the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Allied Cement Holdings Limited” to “Tongfang Kontafarma Holdings Limited” and the dual foreign name in Chinese of the Company from “聯合水泥控股有限公司” to “同方康泰產業集團有限公司”.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of the above conditions, the new English name and the dual foreign name in Chinese of the Company will be entered into the Register of Companies maintained by the Registrar of Companies in the Cayman Islands in place of the existing English name and dual foreign name in Chinese of the Company. The Registrar of Companies in the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will carry out the necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

As stated in the annual report of the Company for the year ended 31 December 2015, the Group will adopt a diversified strategy. Apart from promoting its current strategies to improve the core competitiveness of the existing businesses, the Group will vigorously expand in the medical, pharmaceutical and healthcare businesses. The Group will also actively identify other development opportunities and acquisition targets in the medical, pharmaceutical and health industry that are in line with the Group’s business strategies and can enlarge the Group’s revenue stream in order to enhance Shareholders’ value. Overall, the Group aims to develop into a magnificent medical and health oriented enterprise, which is the vision of the Group for its future development.

The Board believes that the Proposed Change of Company Name would better reflect the expansion of the Group’s business scope and diversified operations with a more accurate display of the Group’s strategic positioning, and offer the Company a new corporate identity and image. The Board is of the view that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not, of itself, affect any of the rights of the Shareholders. If the Proposed Change of Company Name becomes effective, all existing share certificates in issue bearing the existing English name and dual foreign name in Chinese of the Company will continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, delivery and registration for the same number of Shares in the new English name and dual foreign name in Chinese of the Company and the rights of any Shareholders will not be affected as a result of the Proposed Change of Company Name.

There will be no special arrangement for the exchange of the existing share certificates of the Company for new share certificates printed in the new English name and dual foreign name in Chinese of the Company as a result of the Proposed Change of Company Name. Subject to the Proposed Change of Company Name becoming effective, future share certificates will be issued under the new English name and dual foreign name in Chinese of the Company.

Subject to the confirmation of the Stock Exchange, the stock short name (in English and Chinese) for trading in the Shares will be changed after the Proposed Change of Company Name becoming effective. The Company will make further announcement as and when appropriate in relation to the results of the EGM, the effective date of the Proposed Change of Company Name, the change in stock short name (in English and Chinese), and the change of the website and the logo of the Company.

EGM

The EGM will be convened and held at Plaza 3, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 15 July 2016 at 10:00 a.m. for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name. A notice convening the EGM is set out on pages N-1 to N-3 of this circular.

As no Shareholders have a material interest in the Proposed Change of Company Name, no Shareholders will be required to abstain from voting on the special resolution to approve the Proposed Change of Company Name.

A form of proxy for use at the EGM is sent to the Shareholders together with this circular. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, 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 holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending, and voting in person at the EGM or any adjournment thereof if you so desire.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board is of the view that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution to be proposed at the EGM to approve the Proposed Change of Company Name.

Yours faithfully,
For and on behalf of
Allied Cement Holdings Limited
Huang Yu
Chairman

NOTICE OF EGM



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 EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Allied Cement Holdings Limited (the “Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 15 July 2016 at 10:00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as special resolution of the Company. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the circular of the Company dated 20 June 2016.

SPECIAL RESOLUTION

“**THAT**

- (a) subject to and conditional upon the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name, the English name of the Company be changed from “Allied Cement Holdings Limited” to “Tongfang Kontafarma Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “聯合水泥控股有限公司” to “同方康泰產業集團有限公司” (the “**Proposed Change of Company Name**”) and the new English name and the dual foreign name in Chinese of the Company are hereby authorised to be entered into the Register of Companies maintained by the Registrar of Companies in the Cayman Islands in place of the existing English name and dual foreign name in Chinese of the Company; and

NOTICE OF EGM

- (b) any one of the Directors be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director in his/her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Change of Company Name.”

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

Hong Kong, 20 June 2016

Registered office:

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

***Principal place of business
in Hong Kong:***

9th Floor
Allied Kajima Building
138 Gloucester Road
Wanchai
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf, subject to the articles of association of the Company. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or 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 appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. Where there are joint holders of any share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.

NOTICE OF EGM

5. The resolution at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and 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.
6. The register of members of the Company will be closed from Tuesday, 12 July 2016 to Friday, 15 July 2016 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration by 4:30 p.m. on Monday, 11 July 2016.

As at the date of this notice, the board of Directors 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. Zhang Junxi Jack.