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**TAIWAN CEMENT CORPORATION**

(台灣水泥股份有限公司)

*(A joint stock company incorporated in Taiwan)*

**TCC INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1136)**

**TCC INTERNATIONAL LIMITED**

*(Incorporated in the British Virgin Islands with limited liability)*

**JOINT ANNOUNCEMENT  
PROPOSED PRIVATISATION  
OF TCC INTERNATIONAL HOLDINGS LIMITED  
BY TAIWAN CEMENT CORPORATION AND  
TCC INTERNATIONAL LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES LAW OF  
THE CAYMAN ISLANDS)**

- (1) SANCTION OF THE SCHEME AND CONFIRMATION OF  
THE REDUCTION  
(2) EXPECTED EFFECTIVE DATE  
AND  
(3) PROPOSED WITHDRAWAL OF LISTING**

**Financial Adviser to Taiwan Cement Corporation and TCC International Limited**



**BNP PARIBAS**

## **INTRODUCTION**

References are made to (i) the joint announcement of the Offeror and the Company dated April 20, 2017 in relation to, among others, the proposed privatisation of the Company by way of a scheme of arrangement under Section 86 of the Companies Law; (ii) the scheme document jointly issued by the Offeror and the Company dated August 24, 2017 in relation to the Proposal and the Scheme (the “**Scheme Document**”); (iii) the joint announcement of the Offeror and the Company dated September 18, 2017 in relation to the results of the Court Meeting, the EGM and Special EGM; and (iv) the joint announcement of the Offeror and the Company dated November 6, 2017 in relation to the obtaining of approval from the Financial Supervisory Commission of Taiwan for the issuance of 554,333,141 TCC Shares to be issued pursuant to the Proposal. Unless otherwise defined, capitalised terms used in the Scheme Document shall have the same respective meanings as used in this joint announcement.

## **SANCTION OF THE SCHEME AND CONFIRMATION OF THE REDUCTION BY THE GRAND COURT**

The Scheme was sanctioned without modification by the Grand Court on Friday, November 10, 2017 (Cayman Islands time). The Reduction by cancelling and extinguishing the Scheme Shares was also confirmed by the Grand Court on the same day.

An official copy of the Court Order is expected to be delivered to the Registrar of Companies in the Cayman Islands for registration on Thursday, November 16, 2017 (Cayman Islands time).

## **EXPECTED EFFECTIVE DATE**

All of the Conditions as set out on pages 106 to 108 of the Scheme Document in the section headed “4. Conditions of the Proposal” in the Explanatory Memorandum have been fulfilled, except for the delivery of the Court Order to the Registrar of Companies for registration, which is expected to be completed by Thursday, November 16, 2017 (Cayman Islands time). As such, the Scheme is expected to become effective on Thursday, November 16, 2017 (Cayman Islands time).

A further announcement will be made when the Scheme has become effective.

## PROPOSED WITHDRAWAL OF LISTING

The Company has applied to the Stock Exchange for, and the Stock Exchange has confirmed, the withdrawal of listing of the Ordinary Shares on the Stock Exchange with effect from 9:00 a.m. on Monday, November 20, 2017 (Hong Kong time), subject to the Scheme becoming effective.

## EXPECTED TIMETABLE

The expected timetable for completing the remaining steps of the Proposal and the Scheme is set out below. The expected timetable is indicative only and is subject to change. Further announcement(s) will be made if there is any change to the following expected timetable.

### Hong Kong Time

(Unless otherwise stated)

Effective Date (*Note 1 and Note 2*) . . . . . Thursday, November 16, 2017  
(Cayman Islands Time)

Announcement of the Effective Date and  
withdrawal of listing of the Ordinary Shares  
on the Stock Exchange . . . . . Friday, November 17, 2017

Withdrawal of listing of the Ordinary Shares on  
the Stock Exchange becomes effective . . . . . 9:00 a.m. on  
Monday, November 20, 2017

Cheques for cash entitlements to be despatched (*Note 3*) . . . . . On or before  
Monday, November 27, 2017

TCC Shares under the Share Alternative to  
be allotted (*Note 3*) . . . . . On or before  
Monday, November 27, 2017

*Notes:*

- (1) All references to times and dates are references to Hong Kong times and dates, other than reference to the expected date of the Effective Date, which is the relevant time and date in the Cayman Islands. As at the date of this joint announcement, Cayman Islands time is 13 hours behind Hong Kong time.
- (2) The Scheme will become effective upon all the Conditions set out in the section headed “4. Conditions of the Proposal” in Part VII – Explanatory Memorandum of the Scheme Document having been fulfilled or waived, as applicable.
- (3) Cheques for cash entitlements to the Scheme Shareholders will be despatched by post and TCC Shares will be allotted to the Scheme Shareholders who have validly elected the Share Alternative, in both cases, within seven (7) Business Days from the Effective Date.

**WARNINGS:**

**Shareholders and/or potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the satisfaction of the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By Order of the Board of  
**Taiwan Cement Corporation**  
**Chang, An-Ping, Nelson**  
*Chairman*

By Order of the Board of  
**TCC International Holdings Limited**  
**Chang, An-Ping, Nelson**  
*Chairman*

By Order of the Board of  
**TCC International Limited**  
**Chang, An-Ping, Nelson**  
*Director*

Hong Kong, November 13, 2017

*As at the date of this joint announcement, the board of directors of TCC comprises Chang An-Ping, Nelson as the Chairman; Koo, Jason Kung Yi, Kenneth C.M. Lo, Chi-Wen Chang, Wang, Por-yuan, Yu, Tzun-yen, Chen Chien-Tong, Eric T. Wu, Lin, Ming Sheng, Jennifer Lin, Esq., Chang, Kang-Lung Jason, Lin Nan-Chou, Hsieh Chi-Chia, Chen Chi-Te and David Carr Michael as directors; and Arthur Yu-Cheng Chiao, Victor Wang, Cheng-Ming Yeh and Sheng, Chih-Jen as independent directors.*

*As at the date of this joint announcement, the board of directors of TCCI comprises Chang An-Ping, Nelson and Koo, Jason Kung Yi.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the board of directors of the Company comprises Mr. Chang, An-Ping, Nelson as the Chairman and an executive Director; Mr. Koo, Jason Kung Yi as the Managing Director and an executive Director; Dr. Shan Weijian, Mr. Chang, Kang-Lung, Jason, Ms. Wang, Lishin, Elizabeth and Ms. Wang, Chi-May as non-executive Directors; and Dr. Liao Poon Huai, Donald, Dr. Chih Ching Kang, Kenneth and Mr. Shieh, Jen-Chung, Roger as independent non-executive Directors.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (relating to the Group only) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (relating to opinions expressed by the Group only) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*