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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) EFFECTIVE DATE OF THE SCHEME  
(2) WITHDRAWAL OF LISTING  
AND  
(3) DESPATCH OF CHEQUES AND ALLOTMENT OF TCC  
SHARES UNDER THE SCHEME**

**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 13, 2017 in relation to the sanction of the Scheme by the Grand Court (the “**Court Sanction Announcement**”).

Unless otherwise defined, capitalised terms used in the Scheme Document shall have the same respective meanings as used in this joint announcement.

## **EFFECTIVE DATE OF THE SCHEME**

As stated in the Court Sanction Announcement, 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 order of the Grand Court sanctioning the Scheme and confirming the Reduction was delivered to the Registrar of Companies in the Cayman Islands for registration on Thursday, November 16, 2017 (Cayman Islands time) and the registration became effective on Thursday, November 16, 2017 (Cayman Islands time).

After the registration of an official copy of the order of the Grand Court, all the Conditions of the Scheme as set out in the Scheme Document were fulfilled and the Scheme became effective on Thursday, November 16, 2017 (Cayman Islands time).

## **WITHDRAWAL OF LISTING**

The withdrawal of listing of the Ordinary Shares on the Stock Exchange will become effective from 9:00 a.m. on Monday, November 20, 2017 (Hong Kong time).

## **DESPATCH OF CHEQUES AND ALLOTMENT OF TCC SHARES UNDER THE SCHEME**

Cheques for cash entitlements to those who are subject to the Cash Alternative will be despatched, and TCC Shares to those who validly elected the Share Alternative will be allotted, as soon as possible but in any event on or before Monday, November 27, 2017.

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 17, 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.*