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## **Asia Cement (China) Holdings Corporation**

**亞洲水泥(中國)控股公司**

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

**(Stock code: 743)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON FRIDAY 9 JUNE 2023 AND DECLARATION OF FINAL DIVIDEND AND CHANGE OF EXECUTIVE DIRECTORS**

The Board announced that:

- (1) all the Resolutions were duly passed by the Shareholders by way of poll at the AGM;
- (2) the declaration of the Final Dividend for the year ended 31 December 2022 was approved by the Shareholders at the AGM;
- (3) Mr. CHANG Tsai-hsiung has retired as an executive Director with effect from the conclusion of the AGM held on 9 June 2023; and
- (4) Mr. CHEN Ruey-long has been appointed as an executive Director with effect from the conclusion of the AGM held on 9 June 2023.

Reference is made to the circular (the “**Circular**”) incorporating a notice of annual general meeting (the “**AGM**”) (the “**AGM Notice**”) both dated 25 April 2023 of Asia Cement (China) Holdings Corporation (the “**Company**”). Unless otherwise defined, capitalized terms used herein shall have the same meaning as those defined in the Circular.

## POLL RESULTS OF AGM

The Board is pleased to announce that as more than 50% of the votes were cast in favour of each of the proposed ordinary resolutions numbered 1 to 7 and more than 75% of the votes were cast in favour of the proposed special resolution numbered 8 as set out in the AGM Notice, all the proposed Resolutions numbered 1 to 8 (the “**Resolutions**”) were duly passed by the Shareholders by way of poll at the AGM.

As at the date of the AGM, the total number of Shares in issue was 1,566,851,000, being the total number of Shares entitling the holders to attend and vote for or against the Resolutions at the AGM. There were no Shareholders who were materially interested in any of the Resolutions, and therefore none of the Shareholders were required under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) to abstain from voting in respect of the Resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. In addition, no Shareholders have stated their intention in the Circular to vote against or abstain from voting on any of the Resolutions at the AGM.

The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer for the vote-taking at the AGM.

All directors of the Company attended the AGM.

The poll results taken at the AGM are as follows:

Ordinary Resolutions <sup>(Note)</sup>		Number of Votes (%)		Total number of Shares voted
		For	Against	
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ <b>Director(s)</b> ”) and the independent auditor (the “ <b>Auditor</b> ”) for the year ended 31 December 2022.	1,297,667,326 (99.60%)	5,211,470 (0.40%)	1,302,878,796
2.	To approve and declare a final dividend for the year ended 31 December 2022 of RMB0.16 per share.	1,302,878,795 (100%)	0 (0.00%)	1,302,878,795
3(a).	To re-elect Mr. LIN Seng-chang as an executive Director.	1,289,301,663 (98.96%)	13,577,132 (1.04%)	1,302,878,795
3(b).	To re-elect Mr. WANG Wei as an independent non-executive Director.	1,240,373,829 (95.20%)	62,504,966 (4.80%)	1,302,878,795
3(c).	To re-elect Mr. LEE Kao-chao as an independent non-executive Director.	1,300,040,968 (99.78%)	2,837,827 (0.22%)	1,302,878,795
3(d).	To elect Mr. CHEN Ruey-long as an executive Director.	1,143,949,955 (87.80%)	158,928,839 (12.20%)	1,302,878,794

Ordinary Resolutions <sup>(Note)</sup>		Number of Votes (%)		Total number of Shares voted
		For	Against	
3(e).	To authorise the board of Directors of the Company (the “ <b>Board</b> ”) to determine the Directors’ remuneration.	1,301,310,627 (99.88%)	1,568,168 (0.12%)	1,302,878,795
4.	To re-appoint Deloitte Touche Tohmatsu as the Auditors and to authorise the Board to fix its remuneration.	1,300,278,295 (99.80%)	2,600,500 (0.20%)	1,302,878,795
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,140,684,351 (87.55%)	162,194,444 (12.45%)	1,302,878,795
6.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,302,249,848 (99.95%)	628,947 (0.05%)	1,302,878,795
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company pursuant to the mandate by resolution No. 6.	1,141,592,957 (87.62%)	161,285,838 (12.38%)	1,302,878,795

Special Resolution <sup>(Note)</sup>		Number of Votes (%)		Total number of Shares voted
		For	Against	
8.	To approve the proposed amendments to the existing memorandum and articles of association and to adopt the second amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company.	1,298,999,469 (99.70%)	3,879,325 (0.30%)	1,302,878,794

*Note:*

The full text of the Resolutions is set out in the AGM Notice.

## **PAYMENT OF FINAL DIVIDEND**

The Board is also pleased to announce that the payment of a final dividend of RMB0.16 per Share (equivalent to approximately HK\$0.1762 per Share) (the “**Final Dividend**”), for the year ended 31 December 2022 was approved by the Shareholders at the AGM. The Final Dividend will be paid to the Shareholders whose names appear on the register of members of the Company at close of business on Friday, 14 July 2023, being the record date for determination to qualify for the Final Dividend. In order to qualify for the Final Dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 10 July 2023. The relevant exchange rate will be the middle exchange rate of RMB to Hong Kong dollars as announced by the People’s Bank of China on the date of the AGM (RMB0.90763 equivalent to HK\$1.00). The Company would like to advise that the payment of the Final Dividend of the Company is expected to be made on Friday, 21 July 2023.

## **RETIREMENT OF EXECUTIVE DIRECTOR**

As disclosed in the Circular, Mr. CHANG Tsai-hsiung would retire as an executive Director at the AGM and did not offer himself for re-election as he would like to devote more time to his other endeavours. Accordingly, Mr. CHANG Tsai-hsiung retired as executive Director with effect from the conclusion of the AGM.

Mr. CHANG Tsai-hsiung confirmed that he has no disagreement with the Board and there are no matters with respect to his retirement that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. CHANG Tsai-hsiung also confirmed that he does not have any action or claim, existing or pending, against the Company.

## **APPOINTMENT OF EXECUTIVE DIRECTOR**

The Board of Directors is pleased to announce that, pursuant to the Resolution number 3(d), Mr. CHEN Ruey-long, aged 75, has been appointed as an executive Director with effect from the conclusion of the AGM. The biographical detail of Mr. CHEN Ruey-long is set out in Appendix II to the Circular, and remains accurate as at the date of this announcement.

Mr. CHEN Ruey-long has entered into a service agreement with the Company for a term of three years commencing on the date of the AGM. The service agreement may be terminated by not less than one month’s notice in writing served by either party. His directorship will be subject to retirement by rotation and re-election in accordance with the Listing Rules and articles of association of the Company. Mr. CHEN Ruey-long is entitled to receive \*a director’s fee of HK\$240,000 per annum which is subject to review/a salary, currently being HK\$20,000 per month, and a discretionary bonus which is based on the performance of the Company, determined by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions.

Mr. CHEN Ruey-long does not have any interest in the shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement and the Circular, Mr. CHEN Ruey-long did not hold any office of directorships in other listed public companies in the last three years other than the Company.

Save as disclosed in this announcement and the Circular, Mr. CHEN Ruey-long is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Mr. CHEN Ruey-long that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. CHANG Tsai-hsiung for his valuable contributions to the Company during his tenure of services, and welcome Mr. CHEN Ruey-long for joining as a member of the Board.

By Order of the Board  
**Asia Cement (China) Holdings Corporation**  
**HSU Shu-tong**  
*Chairman*

Hong Kong, 9 June 2023

*As at the date of this announcement, the executive Directors are Mr. HSU Shu-ping, Mr. LEE Kun-yen, Mr. CHANG Chen-kuen, Mr. LIN Seng-chang, Ms. WU Ling-ling and Mr. CHEN Ruey-long; the non-executive Director and Chairman is Mr. HSU Shu-tong; the independent non-executive Directors are Mr. TSIM Tak-lung Dominic, Mr. WANG Wei, Mr. LEE Kao-chao and Dr. WANG Kuo-ming.*