



**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO. FSD 202 OF 2024 ()

**IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES ACT (2023 REVISION)
(AS REVISED)**

**AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 2023 (AS
REVISED)**

**AND IN THE MATTER OF ASIA CEMENT (CHINA) HOLDINGS CORPORATION 亞洲水泥
(中國) 控股公司**

PETITION

To: The Grand Court of the Cayman Islands

THE HUMBLE PETITION OF ASIA CEMENT (CHINA) HOLDINGS CORPORATION 亞洲水泥 (中國) 控股公司, whose registered office is at the offices of Conyers Trust Company (Cayman) Limited, SIX, 2nd Floor, Cricket Square, P.O. Box 2681, Grand Cayman, KY1-111, Cayman Islands shows the following:

Object of the Petition

1. The object of this Petition is to seek the sanction of the Court, pursuant to section 86 of the Companies Act (2023 Revision) (as Revised) (the "**Companies Act**"), to a proposed scheme of arrangement (the "**Scheme**") between the petitioner, Asia Cement (China) Holdings Corporation 亞洲水泥 (中國) 控股公司 (the "**Company**"), and the Scheme Shareholders (as defined in the scheme document (the "**Scheme Document**")), a draft of which is attached as Exhibit "TTL-1" to the first affirmation of Tsim, Tak Lung Dominic made on 4 July 2024.

The Company

2. The Company was incorporated under the name “Asia Cement (China) Holdings Corporation” on 7 April 2004 under the Companies Act as an exempted company with registration number CT-133778. The document now produced and shown to me marked “TTL-2” is a copy of the certificate of incorporation of the Company dated 7 April 2004.
3. The registered office of the Company is situated at the offices Conyers Trust Company SIX, 2nd Floor, Cricket Square, P.O. Box 2681, Grand Cayman, KY1-111, Cayman Islands and the principal place of business of the Company in Hong Kong is at Portion of Unit B, 11th Floor Lippo Leighton Tower, 103 Leighton Road, Causeway Bay, Hong Kong.
4. The objects for which the Company was established are unrestricted and include (a) to act and to perform all the functions of a holding company in all its branches, and (b) to act as an investment company. The Company is otherwise capable of exercising all the functions of a natural person as provided by section 27(2) of the Companies Act. The Company and its subsidiaries are primarily engaged in the manufacturing and sales of cement and concrete.
5. As at 5 July 2024, the Company had an authorised share capital of HK\$1,000,000,000 divided into 10,000,000,000 shares of a par value HK\$0.10 each (the “**Shares**”), of which 1,566,851,000 have been issued and fully paid-up or credited as fully paid-up and the remainder are unissued.
6. The Shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).
7. As at 5 July 2024, the major shareholdings of the Company are as follows:

	As at 5 July 2024 (the “Latest Practicable Date”)	
Shareholders	Number of Shares	Total number of Shares in issue (%) ⁽⁴⁾
Asia Cement Corporation (the “Offeror”) ⁽¹⁾	1,061,209,202	67.73
Scheme Shareholders		
(A) Offeror Concert Parties		

Asia Cement (Singapore) Private Limited ⁽²⁾	63,790,798	4.07
Falcon Investments Private Limited ⁽²⁾	16,700,500	1.07
Asia Engineering Enterprise Corporation ⁽²⁾	3,161,500	0.20
Directors ⁽³⁾		
Mr. HSU, Shu-tong	3,000,000	0.19
Mr. HSU, Shu-ping	200,000	0.01
Mr. LEE, Kun-yen	200,000	0.01
Mr. CHANG, Chen-kuen	713,000	0.05
Ms. WU, Ling-ling	50,000	0.003
Mr. LIN, Seng-chang	700,000	0.04
Sub-total	88,515,798	5.65
(B) Other Scheme Shareholders	417,126,000	26.62
Aggregate number of Shares held by Scheme Shareholders (A+B)	505,641,798	32.27
Total number of Scheme Shares	505,641,798	32.27
Total number of Shares	1,566,851,000	100

Notes:

1. As at the Latest Practicable Date, the Offeror held 67.73% Shares. Such Shares will not form part of the Scheme Shares and will not be cancelled.
2. As at the Latest Practicable Date:
 - (a) Asia Cement (Singapore) Private Limited held 4.07% Shares and Asia Cement (Singapore) Private Limited is directly wholly owned by the Offeror.
 - (b) Asia Engineering Enterprise Corporation held 0.20% Shares and Asia Engineering Enterprise Corporation is indirectly wholly owned by the Offeror.
 - (c) Falcon Investments Private Limited held 1.07% Shares. Falcon Investments Private Limited is owned as to 100% by U-Ming Marine Transport (Singapore) Private Limited, which is in turn owned as to 99.99% by U-Ming Marine Transport Corporation. U-Ming Marine Transport Corporation, whose shares are listed on the Taiwan Stock

Exchange, is owned as to 39.25% by the Offeror. Based on information available to the Offeror, the Offeror is the largest shareholder of U-Ming Marine Transport Corporation and there is no other shareholder who holds more than 2% of the shares in U-Ming Marine Transport Corporation.

3. *Each of Mr. HSU, Shu-tong, Mr. HSU, Shu-ping, Mr. LEE, Kun-yen, Mr. CHANG, Chen-kuen, Ms. WU, Ling-ling and Mr. LIN, Seng-chang is a Director and is also considered as an Offeror Concert Party.*
4. *All percentages in the above table are approximations and rounded to the nearest 2 decimal places and the aggregate percentages may not add up due to rounding of the percentages to 2 decimal places.*

Scheme Shares; Undertakings

8. All of the Shares in issue and such further Shares as may be issued prior to the Record Date (as defined in the Scheme Document) other than those held by the Offeror will constitute the Scheme Shares.
9. Each of the Offeror and the Offeror Concert Parties (as defined in the Scheme Document) has given an undertaking not to attend nor vote at the Court Meeting (as defined below) and an undertaking to be bound by the terms of the Scheme.

Purpose of the Scheme

10. The purpose of the Scheme is to privatise the Company and de-list the Company from the Stock Exchange such that the Offeror will hold 100% of the issued Shares.
11. The Scheme is a recapitalisation scheme and the issued share capital of the Company will remain the same both before and after the Effective Date (as defined in the Scheme Document) of the Scheme.

Principal Features of the Scheme

12. Briefly, the Scheme can be broken down into the following steps which will take place simultaneously:
 - (i) all the Scheme Shares will be cancelled in return for payment of the Offer Price (as defined in the Scheme Document) by the Offeror; and
 - (ii) the issued share capital of the Company will be restored to its former amount by the issue to the Offeror of an aggregate number of new Shares which is equal to the number of Scheme Shares cancelled and the Company will apply the credit created in its books of account as a result of the cancellation of the

Scheme Shares to pay up in full at par the new Shares issued to the Offeror (the “**Restoration of Capital**”).

13. The Scheme presents an opportunity for Scheme Shareholders to monetize Shares amidst challenging market and industry conditions. The privatisation of the Company will also permit the Offeror and the Company to make strategic decisions focused on long-term growth and benefits, free from the pressure of market expectations and share price fluctuations which arise from the Company being a publicly listed company. The Offer Price is fully explained in the Scheme Document together with the recommendation to the Company’s Independent Board Committee (as defined in the Scheme Document) from the Independent Financial Advisor (as defined in the Scheme Document) and the recommendation to the Disinterested Shareholders (as defined in the Scheme Document) from the Company’s Independent Board Committee.
14. After careful consideration, the board of directors of the Company has determined that the Scheme is in the best interests of the Company.
15. Under the Takeovers Code, unless permitted by the Securities and Futures Commission of Hong Kong (the “**SFC**”), Scheme Shareholders who are acting in concert with the Offeror in relation to the implementation of the Scheme may not be counted for the purposes of satisfying the voting requirements of Rule 2.10 of the Takeovers Code but may be counted for the purposes of satisfying the voting requirements of section 86 of the Companies Act.
16. The Company intends to make an application for directions, declarations and orders, amongst other things, that:
 - a. all Scheme Shareholders voting at the Court Meeting (other than the Offeror and the Offeror Concert Parties) form one class for the purpose of approving the Scheme and are identified as one class in the Scheme Document;
 - b. the Company be at liberty to convene a meeting of the Scheme Shareholders (the “**Court Meeting**”) for the purpose of considering and, if thought fit, approving the Scheme (with or without modification);
 - c. directions as to the mode of delivery of the Scheme Document (including an explanatory memorandum) together with a proxy form to the Scheme Shareholders; and
 - d. the appointment of a chairman of the Court Meeting and for the conduct of the Court Meeting generally.
15. The Company proposes to convene the Court Meeting at which the following resolution (with such amendments as may be approved at the Court Meeting) will be considered:

“THAT a scheme of arrangement (the “Scheme”) dated 2 August 2024 between the Company and the Scheme Shareholders (as defined in Scheme) in the form of the print thereof which has been produced to the meeting and, for the purpose of identification signed by the chairman of the meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved.”

16. The Scheme Document will be sent to all Scheme Shareholders (with the possible exception of overseas Shareholders (as explained in the Scheme Document)).

Extraordinary General Meeting

17. The Company intends to hold an extraordinary general meeting immediately after the Court Meeting for the purposes of approving all resolutions necessary to give effect to the privatisation proposal.

Effect of the Scheme on Issued Share Capital and Solvency

18. The issued share capital of the Company will remain the same pre and post the Scheme.
19. The Scheme will not involve any diminution of liability in respect of any unpaid share capital or the payment to any member of the Company of any paid up capital or other monies by the Company or alteration of the underlying assets, business operations, management or financial position of the Company and will have no effect on the creditors of the Company. The Company will continue to be able to pay its debts as they fall due in the ordinary course of business.
20. The Company therefore humbly prays as follows:
 - a. That the Scheme to be approved at the Court Meeting to be convened at the direction of this Honourable Court may be sanctioned by this Honourable Court.
 - b. That the preparation of a list of creditors be dispensed with and an enquiry as to creditors is not necessary.
 - c. That, to this end, all necessary inquiries and directions may be made and given.
 - d. That such further or other order be made as the Court shall see fit

Dated this 5th day of July 2024

Conyers Dill & Pearman LLP

Conyers Dill & Pearman LLP
Attorneys-at-Law for the Petitioner herein

NOTE: It is intended to serve this Petition on Asia Cement (China) Holdings Corporation 亞洲水泥（中國）控股公司 at its registered office located at the offices of Conyers Trust Company (Cayman) Limited, SIX, 2nd Floor, Cricket Square, P.O. Box 2681, Grand Cayman, KY1-111, Cayman Islands.

This Petition was filed by Conyers Dill & Pearman LLP, Attorneys-at-Law, for and on behalf of the Company whose address for service is that of its said Attorneys-at-Law, SIX, 2nd Floor, Cricket Square, P.O. Box 2681, Grand Cayman, KY1-111, Cayman Islands.