

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 30 December 2011 (the “Prospectus”) issued by Allied Cement Holdings Limited (the “Company”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities. Potential investors should read the Prospectus for detailed information about the Placing and the Public Offer before deciding whether or not to invest in the Offer Shares.

Nothing in this announcement or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Public Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful.

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Potential investors of the Offer Shares should note that the Underwriter is entitled to terminate its obligations under the Underwriting Agreement by notice in writing at its opinion upon the occurrence of any of the events set forth in the paragraph headed “Grounds for termination” in the section headed “Underwriting” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.



Allied Cement Holdings Limited

聯合水泥控股有限公司

(Incorporated in the Cayman Islands with limited liability)

PLACING AND PUBLIC OFFER

Number of Offer Shares	: 165,000,000 Shares
Number of Placing Shares	: 133,650,000 Shares
Number of Public Offer Shares	: 31,350,000 Shares
Offer Price	: HK\$1.00 per Share (payable in full upon application, plus brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%)
Nominal value	: HK\$0.01 each
Stock code	: 1312

Sponsor

ALTUS CAPITAL LIMITED

Sole Bookrunner and Sole Lead Manager



Sun Hung Kai Investment Services Limited

Application has been made to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued under the Share Offer and any Shares which may fall to be allotted and issued upon the exercise of options which may be granted under the Share Option Scheme.

The Share Offer comprises the Placing of initially 133,650,000 Placing Shares and the Public Offer of initially 31,350,000 Public Offer Shares.

Out of the 31,350,000 Offer Shares to be offered under the Public Offer, it is expected that (a) 16,500,000 Offer Shares will be offered as Reserved Shares to the Qualifying TA Shareholders under the Preferential Offering on an assured basis; (b) 1,485,000 Offer Shares will be offered to the Eligible Employees on a preferential basis; and (c) 13,365,000 Offer Shares will be offered to the other public.

Applications of the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Use a **WHITE** Application Form if you want the Public Offer Shares issued in your own name.

Use a **YELLOW** Application Form if you want the Public Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS Investor Participant stock account or your designated CCASS Participant's stock account.

Use a **PINK** Application Form if you are an Eligible Employee and want the Public Offer Shares to be registered in your own name and want your application to be given preferential consideration under the Employee Preferential Offering. Joint applications are not permitted. You may not apply on behalf of other person(s) as a nominee.

Use a **BLUE** Application Form despatched to you by the Company if you are a Qualifying TA Shareholder applying for the Reserved Shares. Qualifying TA Shareholders may apply on an assured basis for a number of Reserved Shares less than or equal to their Assured Entitlements, which will be specified on their individual **BLUE** Application Form. Qualifying TA Shareholders may also apply for a number of Reserved Shares in excess of their Assured Entitlements specified on their individual **BLUE** Application Form. Such excess proportion will only be met to the extent that there are sufficient available Reserved Shares resulting from other Qualifying TA Shareholders with an Assured Entitlement declining to take up all or some of their Assured Entitlements.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 30 December 2011 until 12:00 noon on Tuesday, 10 January 2012 from:

(1) the following address of the Underwriter:

Sun Hung Kai Investment Services Limited

42nd Floor, The Lee Gardens

33 Hysan Avenue

Causeway Bay, Hong Kong

(2) any of the following branches of Standard Chartered Bank (Hong Kong) Limited:

Hong Kong Island

Branch Name

Address

Des Voeux Road Branch

Standard Chartered Bank Building,
4–4A Des Voeux Road Central,
Central

88 Des Voeux Road Branch

88 Des Voeux Road Central,
Central

Wanchai Southorn Branch

Shop C2 on G/F and 1/F,
Lee Wing Building,
No. 156–162 Hennessy Road,
Wanchai

Aberdeen Branch

Shop 4A, G/F,
Aberdeen Centre Site 5,
No. 6 Nam Ning Street,
Aberdeen

Kowloon

Branch Name	Address
Kwun Tong Hoi Yuen Road Branch	G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong
Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
Lok Fu Shopping Centre Branch	Shop G101, G/F, Lok Fu Shopping Centre, Lok Fu

New Territories

Branch Name	Address
Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
Metroplaza Branch	Shop No. 175–176, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Fong
New Town Plaza Branch	Shop 215, 222 & 223, Phase 1, New Town Plaza, Shatin

You can collect a **YELLOW** Application Form and a Prospectus during normal business hours from 9:00 a.m. on Friday, 30 December 2011 until 12:00 noon on Tuesday, 10 January 2012 from the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker who may have the **YELLOW** Application Forms and the Prospectus available.

Each Eligible Employee can collect a **PINK** Application Form and a Prospectus during normal business hours from 9:00 a.m. on Friday, 30 December 2011 until 4:00 p.m. on Monday, 9 January 2012 from the Company's office at 22nd Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong.

A **BLUE** Application Form, together a Prospectus, are being despatched to you at your address recorded on Tian An's register of members as at 5:00 p.m. on the Record Date by the Company if you are a Qualifying TA Shareholder with an Assured Entitlement. Persons who held their Tian An's shares as at 5:00 p.m. on the Record Date in CCASS indirectly through brokers or custodians, and wish to participate in the Preferential Offering, should instruct their brokers or custodians to apply for the Reserved Shares on their behalf no later than the deadline set by HKSCC or HKSCC Nominees. In order to meet the deadline set by HKSCC, such persons should check with their brokers/custodians for the timing on the processing of their instructions, and submit their instructions to their brokers/custodians as required by them. Persons who held their Tian An's shares as at 5:00 p.m. on the Record Date in CCASS directly as a CCASS Investor Participant, and wish to participate in the Preferential Offering, should give their instructions to HKSCC via the CCASS Phone System or CCASS Internet System no later than the deadline set by HKSCC or HKSCC Nominees. Qualifying TA Shareholders who require a replacement **BLUE** Application Form should contact Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong or at its hotline (852) 2980 1333. Printed copies of the Prospectus are available at Hong Kong Branch Registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong between 9:00 a.m. on Friday, 30 December 2011 until 12:00 noon on Tuesday, 10 January 2012 for exclusive collection by Qualifying TA Shareholders.

The application lists of the Public Offer will open from 11:45 a.m. to 12:00 noon on Tuesday, 10 January 2012, subject only to the weather condition as provided in the paragraph headed "Effect of bad weather conditions on the opening of the application lists" in the section headed "How to apply for the Public Offer Shares and Reserved Shares" of the Prospectus.

Subject to the terms and conditions set out in the Prospectus and the related Application Forms, applications on completed **WHITE** or **YELLOW** or **BLUE** Application Form together with payment attached, must be received by 12:00 noon on Tuesday, 10 January 2012 or, if the application lists do not open on that day, by 12:00 noon on such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning signal being in force in Hong Kong as described in the paragraph headed "Effect of bad weather conditions on the opening of the application lists" in the section headed "How to apply for the Public Offer Shares and Reserved Shares" of the Prospectus.

Please refer to the "Structure and conditions of the Share Offer" and "How to apply for the Public Offer Shares and Reserved Shares" sections of the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the level of indication of interest in the Placing, the level of applications in the Public Offer and the Preferential Offering and the basis of allotment of the Offer Shares and the Reserved Shares on Tuesday, 17 January 2012, in The Standard (in English) and the Hong Kong Economic Times (in Chinese) and on the Company's website (www.alliedcement.com.hk) and the Stock Exchange's website (www.hkexnews.hk). The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) under the Public Offer will be available through various channels from Tuesday, 17 January 2012. Dealings in the Shares are expected to commence at 9:00 a.m. on Wednesday, 18 January 2012. The Shares will be traded in board lots of 3,000 Shares each. The Stock Exchange stock code for the Shares is 1312. The Company will not issue any receipts for sum paid on application or any temporary documents of title.

On behalf of the Board
Allied Cement Holdings Limited
Ng Qing Hai
Managing Director

Hong Kong, 30 December 2011

As at the date of this announcement, the Board comprises Mr. Ng Qing Hai (Managing Director), Mr. Li Chi Kong and Mr. Yu Zhong being the Executive Directors; and Mr. Chan Sze Chung, Mr. Cheng Kin Chung and Ms. Yang Yan Tung Doris being the Independent Non-Executive Directors.

Please also refer to the published version of this announcement in The Standard (in English) and Hong Kong Economic Times (in Chinese).