



Historical Information

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Provided by: Asia Cement Corporation

SEQ_NO 2 Date of announcement 2011/01/21 Time of announcement 08:23:52

Subject Announcement on the Pricing Related Matters for the Overseas Unsecured Exchangeable Bonds

Date of events 2011/01/20 To which item it meets article 2 paragraph 49

1.Date of occurrence of the event:2011/01/20
 2.Company name: Asia Cement Corporation
 3.Relationship to the Company (please enter " head office" or " affiliate company"); head office
 4.Reciprocal shareholding ratios: N/A
 5.Cause of occurrence: Announcement on the Pricing Related Matters for the Overseas Unsecured Exchangeable Bonds
 6.Countermeasures:N/A
 7.Any other matters that need to be specified: The announcement is made according to Article 26 of the Regulations Governing the Offering and Issuance of Overseas Securities by Issuers.

1.Total amount of the issue, face value, issue price and issue date:
 (1)Total amount of the issue: US\$ 375 million.
 (2)Face value: US\$200,000
 (3)Issue price: Issue at par.
 (4)Issue date: 2011/01/27

2. Issue coupon/interest rate: 0%

3. Repayment method and term of maturity:
 (1)Repayment method:Unless previously redeemed, repurchased and cancelled or exchanged, the Bonds will be repaid at their principal amount on the Maturity Date.
 (2)Redemption upon the Exercise of Call Option by the Issuer:(i)The Issuer may redeem the Bonds at the option of the Issuer in whole or in part at any time after three years of the Issue Date at the principal amount, if the closing price for 30 consecutive trading days of the common shares of Far Eastern New Century Corporation on the Taiwan Stock Exchange is at least 130% of the quotient of the Early Redemption Price; or (ii) The Issuer may redeem all of the Bonds at the principal amount in the event that more than 90% of the Bonds have been previously redeemed, repurchased and cancelled or exchanged; or (iii) The Issuer may redeem all of the Bonds at the principal amount in the event of changes in ROC taxation resulting in increase of tax obligation or the necessity to pay additional interest expense or increase of additional costs to the Issuer.

4.Exchange at the Option of Bondholders:
 (1)Exchange Securities:The common shares of Far Eastern New Century Corporation (FENC) held by the Issuer.
 (2)Exchange Period:Unless previously redeemed, repurchased and cancelled or exchanged and except as otherwise provided for under relevant laws and regulations or during the Closed Period provided for in the Indenture , the Bonds may be exchanged at any time starting from 41th day after the closing Date to 30th day prior to the Maturity Date.
 (3)Exchange Price:The Exchange Price has been determined on 130% of the closing price of FENC on the TSE on the pricing date. The Exchange Price will be NT\$63.51 per share. The number of Exchange Securities to be delivered will be determined by dividing the principal amount of the Bonds to be exchanged by the Exchange Price (converting at the fixed exchange rate published by a publicly recognized source determined by the Lead Underwriter on the pricing date,and the fixed exchange rate means the exchange rate of NT\$29.032=US\$1.00) in effect on the applicable Exchange Date.
 (4)Adjustment to the Exchange Price:After the issuance of the Bonds, except for issuance of Common Shares pursuant to any warrants or convertible securities by FENC, upon the occurrence of any event which will cause the outstanding shares(including the shares issued by way of private placement) of FENC to increase,the Exchange Price shall be adjusted downward, not

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upward, and the adjustments shall become effective on the record date for determining the shareholders who are entitled to subscribe for the new shares.

For illustrative purposes, one such adjustment will be:

Adjusted Exchange Price = The Exchange Price \times $[\text{ENS} + (\text{NNS} \times \text{PNI}) / \text{P}] / [\text{ENS} + \text{NNS}]$

ENS = Number of outstanding shares before issue

NNS = Number of new shares

PNI = Offering price of new shares

P = Market price per share on relevant record date

5. Place of offering and transaction: Singapore Exchange Limited.

6. If a portion thereof shall be subscribed to by specific person(s), the purpose for the subscription of the Bonds by the specific person(s), the total number of certificates to be subscribed to by the specific person(s), the total dollar amount thereof, and the relationship between the specific person(s) and the issuer: None

7. Fund utilization plan, and a statement of the expected benefits thereof:

The proceeds will be used for repaying bank borrowings and purchasing raw materials.

8. The principal impact on shareholders' equity: The Overseas Unsecured Exchangeable Bonds with a zero coupon rate provide a low-cost source of long-term funds and is expected to reduce the interest expenses, resulting in a positive effect on the Issuer's shareholders.