

DONGWU CEMENT INTERNATIONAL LIMITED

東吳水泥國際有限公司

(Incorporated in the Cayman Islands with limited liability)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

1. PROVISIONS IN THE COMPANY'S ARTICLES OF ASSOCIATION

- 1.1 The provisions for a shareholder to propose a person for election as a director of Dongwu Cement International Limited (the “Company”) are generally governed by Article 85 of the Company’s Articles of Association.
- 1.2 Article 85 of the Company’s Articles of Association is set out below:

Article 85

No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED

- 2.1 Pursuant to Rules 13.70 and 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the Company shall:
 - (a) publish an announcement in accordance with Rule 2.07C of the Listing Rules or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
 - (b) include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed

to be elected as a director; and

- (c) assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

- 3.1 If a shareholder of the Company (the “Shareholder”) wishes to propose a person (the “Candidate”) for election as a director of the Company at a general meeting, the Shareholder shall deposit a written notice (the “Notice”) at the Company’s principal place of business in Hong Kong at Unit 4308, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong or at the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (attention to: The board of directors and the company secretary).
- 3.2 The Notice must (i) include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) be signed by the Shareholder and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
- 3.3 The period for lodgment of the Notice shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting. In any event, the minimum length of the period during which the Notice may be given shall be at least seven (7) days.
- 3.4 In order to allow the Shareholders sufficient time to receive and consider the proposal of election of the Candidate as a director of the Company, shareholders are encouraged to submit and lodge the Notice as early as practicable.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English Version shall prevail.