

**Asia Cement (China) Holdings Corporation**  
(the "Company")  
(Incorporated in the Cayman Islands with limited liability)

**DIRECTOR NOMINATION POLICY**

(Adopted by the board of directors of the Company on 31 December 2018)

**1. PURPOSE**

This Director Nomination Policy (the "Policy" ) aims to:

- set out the criteria and process in the nomination and appointment of directors of the Company;
- ensure that the board of directors (the "Board" ) of the Company has a balance of skills, experience and diversity of perspectives appropriate to the Company;
- ensure the Board continuity and appropriate leadership at Board level; and
- replace the procedures for shareholders to propose a person for election as a director adopted by the Company on 1 April 2012.

**2. SCOPE**

This Policy applies to the directors of the Company and where applicable, senior management prepared for Board positions under the succession planning of the Company.

**3. RESPONSIBILITIES**

The Board has delegated its responsibilities and authority for selection and appointment of directors of the Company to the Nomination Committee of the Company. The Nomination Committee will receive, review and evaluate shareholders' nominations of candidates for election to the Board.

Without prejudice to the authority and duties of the Nomination Committee as set out in its terms of reference, the ultimate responsibility for selection and appointment of directors of the Company rests with the entire Board.

## 4. NOMINATION AND APPOINTMENT OF DIRECTORS

### 4.1 CRITERIA

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

- Character and integrity.
- Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy.
- Any measurable objectives adopted for achieving diversity on the Board.
- Requirement for the Board to have independent directors in accordance with the Hong Kong Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.
- Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company.
- Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

### 4.2 NOMINATION PROCESS

#### (a) Nomination from shareholders (where applicable)

- (i) Shareholders who wish to recommend a director candidate to serve on the Board may do so by providing written notice (the "Notice") to the chairman of the Nomination Committee which identifies the candidate and includes the information described below.
- (ii) Shareholders may propose nominees for directors subject to the provisions of the Company's Articles of Association and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. In order to be considered by the Nomination Committee in the Company's next general meeting, the Notice must be received by the chairman of the Nomination Committee during the period as stipulated in the notice of general meeting to

be published by the Company from time to time. If not so specified, the period for lodgment of the Notice shall commence on the second day after the despatch of the notice of the general meeting and end no later than 7 days prior to the date of the general meeting. If the Notice is received less than 15 days prior to the general meeting, the Company will consider to adjourn the general meeting in order to allow a 10 business days' notice for the proposal.

(iii) The Notice shall be sent to the following address:

The Nomination Committee  
Portion of Unit B, 11th Floor  
Lippo Leighton Tower  
103 Leighton Road  
Causeway Bay  
Hong Kong

(iv) The Notice shall contain the following information:

as to each proposed nominee

- the name, age, business address and residential address of the nominee;
- the principal occupation or employment of the nominee;
- the number of shares of the Company which are owned beneficially or of record by the nominee; and
- any other information relating to the nominee that would be required to be disclosed by way of announcement pursuant to the Listing Rules.

as to the shareholder giving the Notice

- the name and record address of such shareholder/beneficial owner, as they appear on the Company's register of members;
- the number of shares of the Company which are owned beneficially or of record by such shareholder/beneficial owner;
- a description of all agreements or other arrangements or understandings (if any) between or among such shareholder/beneficial owner or any of their respective affiliates or associates, and any other person or persons (including the name of such person(s)) in connection with such nomination;
- confirmation that such shareholder intends to appear in person or by proxy at the general meeting to nominate the persons named in the Notice; and

- an undertaking by such shareholder to notify the Company in writing of any change in the information provided pursuant to above within 15 business days before the date of the general meeting to the Company Secretary. Such notice must be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected.

**(b) Appointment of New Director**

- (i) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- (ii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- (iii) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- (iv) For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. The Nomination Committee and/or the Board may require any proposed nominee to furnish other information to determine the eligibility of such proposed nominee.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of director at the general meeting.

- (v) The Nomination Committee is responsible for selecting nominees for the appointment of directors and is under no obligation to respond to shareholders who propose nominees.

- (vi) The Nomination Committee's decision on not to nominate a particular individual for election to the Board will not be publicized by the Company.
- (c) **Re-election of Director at General Meeting**
- (i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
  - (ii) The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the criteria as set out above.
  - (iii) The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

Where the board proposes a resolution to elect or re-elect a candidate as director at the general meeting, the relevant information of the candidate will be disclosed in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

## 5. MONITORING AND REPORTING

A summary of this Policy including the nomination procedures and the process and criteria adopted for selection and recommendation for directorship, should be disclosed in the Company's Corporate Governance Report.

## 6. REGULAR REVIEW

The Nomination Committee will conduct regular review on the structure, size and composition of the Board and this Policy and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs.

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