

West China Cement Limited
(limited company registered in Jersey)
(the “Company”)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR
ELECTION AS A DIRECTOR**

According to article 24.5 of the articles of association of the Company, no person other than a director of the Company (the “**Director**”) retiring by rotation shall be appointed a Director at any general meeting of the Company unless:

- he is recommended by the Directors; or
- during a period, being not less than seven days, between a day that is not less than seven days before the date appointed for the general meeting of the Company and the day after the despatch of the notice of such general meeting, a notice (the “**Notice**”) by a shareholder of the Company (the “**Shareholder**”) qualified to vote at the general meeting of the Company (not being the person to be proposed) has been received by the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company’s register of Directors, together with notice (the “**Consent Letter**”) by that person of his willingness to be appointed.

The Notice and the Consent Letter must be deposited to the principal place of business of the Company in Hong Kong at Room 1907, 19/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for the attention of the company secretary of the Company (the “**Company Secretary**”).

The Notice must state clearly the name, the contact information of the Shareholder, the full name of the person proposed for election as a Director, including the person’s biographical details as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and be signed by the Shareholder concerned (other than the person to be proposed). The Shareholder concerned must prove his/her/their shareholding in the Company to the satisfaction of the Company. The Consent Letter must be signed by the person proposed to be elected that he/she consents to be a Director, if elected.

The Company will check the Notice and the Consent Letter and the identity and the shareholding of the Shareholder will be verified with the Share Registrar. If both the Notice and the Consent Letter are found to be proper and in order, the Company Secretary will ask the board of directors of the Company to include the resolution in the agenda for the general meeting proposing such person to be elected as a Director.