

**ASIA CEMENT (CHINA) HOLDINGS CORPORATION**  
**(the “Company”)**

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

1. The Nomination Committee of the board of directors (the "Board") of the Company will receive, review and evaluate shareholders' nominations of candidates for election to the Board.
2. Shareholders wishing to recommend a director candidate to serve on the Board may do so by providing advance written notice (the “Notice”) to the chairman of the Nomination Committee which identifies the candidate and includes the information described below.
3. 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 connection with the Company’s next general meeting, the chairman of the Nomination Committee must receive the Notice during the period as stipulated in 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 not earlier than the day after the despatch of the notice of the general meeting and end no later than seven 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 the shareholders 10 business days' notice of the proposal.
4. 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
5. The Notice shall contain the following information:

- 5.1 as to each proposed nominee:
- 5.1.1 the name, age, business address and residential address of the nominee;
  - 5.1.2 the principal occupation or employment of the nominee;
  - 5.1.3 the number of shares of the Company which are owned beneficially or of record by the nominee; and
  - 5.1.4 any other information relating to the nominee that would be required to be disclosed by way of announcement pursuant to the Listing Rules.
- 5.2 as to the shareholder giving the Notice:
- 5.2.1 the name and record address of such shareholder/beneficial owner, as they appear on the Company's register of members;
  - 5.2.2 the number of shares of the Company which are owned beneficially or of record by such shareholder/beneficial owner;
  - 5.2.3 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;
  - 5.2.4 confirmation that such shareholder intends to appear in person or by proxy at the general meeting to nominate the persons named in the Notice;
  - 5.2.5 an undertaking by such shareholder to notify the Company in writing of any change in the information provided pursuant to clause 5.1 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.

6. The Company may also require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such nominee.
7. The Company may, where appropriate, provide a description in its notice of general meeting of the specific, minimum qualifications, qualities and skills that the Nomination Committee believes must be possessed by a nominee for a position on the Board.
8. 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.
9. The Nomination Committee's decision not to nominate a particular individual for election to the Board will not be publicized by the Company.