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Dongwu Cement International Limited
東吳水泥國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 695)

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE IN THE COMPOSITION OF THE BOARD COMMITTEE**

The board (the “**Board**”) of directors (“**Directors**”) of Dongwu Cement International Limited (the “**Company**”) hereby announces that Ms. Yu Xiaoying (“**Ms. Yu**”) has been appointed as an independent non-executive Director, the chairlady of the Audit Committee and each member of the Remuneration Committee and the Nomination Committee with effect from 19 February 2020.

The biography details of Ms. Yu are set out below:

Ms. Yu Xiaoying, aged 32, worked at Deloitte Touche Tohmatsu Certified Public Accountants LLP in the People’s Republic of China from September 2010 to August 2014 as a senior consultant. From September 2014 to November 2018, she worked at Visa Information Systems (Shanghai) Co., Ltd.* (維薩信息系統(上海)有限公司) as the manager of the finance department. From December 2018 to January 2020, she worked at Kimberly-Clark (China) Co., Ltd.* (金佰利(中國)有限公司) as the tax manager of the finance department.

Ms. Yu has obtained a bachelor’s degree in accounting and a master’s degree in business administration from Antai College of Economics and Management, Shanghai Jiao Tong University. She is also a Chinese certified public accountant and a member of the Association of Chartered Certified Accountants.

As at the date of this announcement, Ms. Yu does not hold any other position with the Company and/or other members of the Company and its subsidiaries. Save as disclosed above, she does not hold any other major appointment and has not held any position or directorship in any other listed public companies during the last three years preceding the date of this announcement.

Ms. Yu has confirmed that she has met the independence criteria as set out in the Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

* *For identification purpose only*

Ms. Yu has entered into a letter of appointment with the Company as an independent non-executive Director for a term of 3 years commencing on 19 February 2020 unless terminated by not less than three months' prior notice in writing served by either Ms. Yu or the Company. Ms. Yu will be entitled to receive a director's fee of RMB180,000 per annum which is determined by the Board and the Remuneration Committee of the Company with reference to her duties and responsibilities, the prevailing market conditions and the remuneration policy of the Company. Ms. Yu will be entitled to receive annual discretionary performance bonus which will be determined by the Board and the Remuneration Committee of the Company each year based on her performance.

As at the date of this announcement, Ms. Yu does not have any interests in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). She has no relationships with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Save as disclosed in this announcement, the Board is not aware of any other information that are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to extend its warmest welcome to Ms. Yu for joining the Board.

Reference is made to the Company's announcement dated 10 January 2020, in relation to the Company's failure to meet the requirements of having (i) at least three independent non-executive Directors on the Board under Rule 3.10(1) of the Listing Rules (ii) independent non-executive Directors who represent at least one-third of the Board under Rule 3.10A of the Listing Rules; (iii) at least one of the independent non-executive Directors who must have appropriate professional qualifications or appropriate accounting or related financial management expertise (the "**Qualification**") under Rule 3.10(2) of the Listing Rules; and (iv) the Audit Committee comprising only non-executive Directors with a minimum of three members and chaired by an independent non-executive Director, and at least one of the members is an independent non-executive Director who possesses the Qualification under Rule 3.21 of the Listing Rules.

Upon the appointment of Ms. Yu became effective on 19 February 2020, the Company has re-complied with the requirements of the above Listing Rules and met the terms of reference and procedures of the Company's Remuneration Committee and Nomination Committee regarding having a minimum of three members.

By Order of the Board
Dongwu Cement International Limited
Xie Yingxia
Chairman

Hong Kong, 19 February 2020

As at the date of this announcement, the Board comprises Ms. Xie Yingxia, Mr. Ling Chao, Mr. Chan Ka Wing, Mr. Wang Jun and Mr. Liu Dong as executive Directors; Mr. Tseung Hok Ming as non-executive Director; and Mr. Cao Guoqi, Mr. Cao Kuangyu and Ms. Yu Xiaoying as independent non-executive Directors.