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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)

**RESIGNATION OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
NON-COMPLIANCE WITH THE LISTING RULES IN  
RELATION TO THE BOARD COMPOSITION**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (“**Directors**”) of Dongwu Cement International Limited (the “**Company**”) hereby announces that Ms. Yu Xiaoying (“**Ms. Yu**”) has resigned as an independent non-executive Director with effect from 6 December 2024 due to her intention to devote more time to personal matters and other professional pursuits.

Ms. Yu has ceased to be the chairlady of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee upon her resignation as an independent non-executive Director. Upon her resignation, Ms. Yu would no longer hold any position in the Company and its subsidiaries.

Ms. Yu has confirmed that she has no disagreement with the Board and there are no matters with respect to her resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Yu for her valuable contributions to the Company during her tenure of office.

## **NON-COMPLIANCE WITH THE LISTING RULES IN RELATION TO THE BOARD COMPOSITION**

Following the resignation of Ms. Yu as an independent non-executive Director, the Company currently has only two independent non-executive Directors, and hence fails to meet the requirements of having:

- (a) at least three independent non-executive Directors on the Board under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
- (b) independent non-executive Directors who represent at least one-third of the Board under Rule 3.10A of the Listing Rules;
- (c) 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
- (d) 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.

In addition, pursuant to the terms of reference of the Remuneration Committee and the terms of reference of the Nomination Committee, the resignation of Ms. Yu will result in the members of the Remuneration Committee and the Nomination Committee falling below the minimum number of three as required.

In light of this, the Company will identify suitable candidate to fill the casual vacancy on the Board as soon as possible within three months from the effective date of the resignation of Ms. Yu pursuant to Rule 3.11 of the Listing Rules.

Further announcement will be made by the Company as and when appropriate.

By Order of the Board  
**Dongwu Cement International Limited**  
**Liu Dong**  
*Chairman*

Hong Kong, 6 December 2024

*As at the date of this announcement, the Board comprises Mr. Liu Dong and Mr. Wu Junxian as executive Directors; Mr. Tseung Hok Ming and Ms. Xie Yingxia as non-executive Directors; and Mr. Cao Kuangyu and Mr. Suo Suo as independent non-executive Directors.*