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西部水泥

WEST CHINA CEMENT LIMITED

中國西部水泥有限公司

(Incorporated in Jersey with limited liability, with registered number 94796)

(Stock Code: 2233)

**(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) DESIGNATION OF LEAD INDEPENDENT
NON-EXECUTIVE DIRECTOR; AND
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEE**

The Board announces that with effect from 24 March 2025:

- (1) Mr. Lau Ka Keung has been appointed as an independent non-executive Director and a member of the audit committee of the Company;
- (2) Mr. Lee Kong Wai, Conway has been designated as the lead independent non-executive Director; and
- (3) Ms. Wang Rui has been appointed as a member of the nomination committee of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of West China Cement Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Lau Ka Keung (“**Mr. Lau**”) has been appointed as an independent non-executive Director and a member of the audit committee of the Company with effect from 24 March 2025.

The biographical details of Mr. Lau are set out below:

Mr. Lau Ka Keung (樓家強), *BBS, MH, JP*, aged 49, received his bachelor’s degree in information technology from Manchester Metropolitan University, the United Kingdom in July 1997 and obtained his master’s degree in business administration from University of Leicester, the United Kingdom in July 2008.

Mr. Lau possesses more than 20 years of experience in business management. From August 2015 to April 2018, he served as a non-executive director at Nameson Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (Stock Code: 1982). Since August 2016, Mr. Lau has been serving as an executive director and the chief executive officer of Million Cities Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2892). In addition, he has been an independent non-executive directors of two other companies listed on the Main Board of the Stock Exchange: OrbusNeich Medical Group Holdings Limited (stock code: 6929) since September 2021 and Tianjin Development Holdings Limited (stock code: 882) since March 2023.

In public service, Mr. Lau is currently a delegate of the Hong Kong Special Administrative Region to the 14th National People’s Congress of the People’s Republic of China (中華人民共和國香港特別行政區第十四屆全國人民代表大會), a member of the 13th National Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議第十三屆全國委員會), the Chairman of the 28th Hong Kong United Youth Association (香港青年聯會) and the Vice Chairman of Joint Committee for the Promotion of the Basic Law of Hong Kong (香港基本法推介聯席會議).

Mr. Lau has entered into an appointment letter with the Company for a term of one year commencing from 24 March 2025, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Lau will be entitled to receive a remuneration of HK\$400,000 per annum, which was determined on the recommendation of the Remuneration Committee with reference to the duties and responsibilities of an independent non-executive director and the prevailing market terms for similar roles for comparable companies.

Save as disclosed above, as at the date of this announcement, Mr. Lau has confirmed that he did not hold (i) any other position with the Company or other members of the Group; (ii) any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; or (iii) any other major appointments and professional qualifications.

Save as disclosed above, as at the date of this announcement, Mr. Lau has confirmed that he did not have any relationship with any Director, senior management or substantial shareholder or controlling shareholder of the Company, or any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Lau has confirmed that (i) he has satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) he had no past or present financial or other interest in the business of the Group or any connection with any core connected persons of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment. Considering all of the circumstances described above, the Board considers that Mr. Lau is independent.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Lau which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

The Board would like to welcome Mr. Lau for joining as a member of the Board.

DESIGNATION OF LEAD INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board has designated Mr. Lee Kong Wai, Conway, an independent non-executive Director, to assume the position of the lead independent non-executive Director (“**Lead INED**”) with effect from 24 March 2025. Lead INED is not an executive position in the Company and does not have any management role in the Group. Mr. Lee’s other positions at the Board and the relevant Board committees remain unchanged.

CHANGE IN COMPOSITION OF BOARD COMMITTEE

The Board has appointed Ms. Wang Rui as an additional member of the nomination committee of the Company with effect from 24 March 2025.

The above designation and appointment are implemented in response to the amended Corporate Governance Code and the Listing Rules which will come into effect on 1 July 2025. Effective corporate governance is crucial to the Company’s overall performance, and the Board believes that implementing these changes could strengthen its effectiveness and diversity while further promoting strong corporate governance practice across the Company.

The Board would like to extend its warm welcome to Mr. Lee and Ms. Wang in their new roles in the Board.

By the order of the Board
West China Cement Limited
Zhang Jimin
Chairman

Hong Kong, 24 March 2025

As at the date of this announcement, the executive Directors are Mr. Zhang Jimin, Mr. Cao Jianshun, Ms. Wang Rui and Mr. Chu Yufeng, the non-executive Directors are Mr. Ma Zhaoyang, Mr. Fan Zhan and Mr. Wang Zhixin, and the independent non-executive Directors are Mr. Lee Kong Wai, Conway, Mr. Zhu Dong, Mr. Tam King Ching, Kenny and Mr. Feng Tao.