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CHINA SHANSHUI CEMENT GROUP LIMITED
中國山水水泥集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 691)

- (1) APPOINTMENT OF CHAIRMAN;**
(2) APPOINTMENT OF CHIEF EXECUTIVE OFFICER;
(3) APPOINTMENT OF ALTERNATE DIRECTOR; AND
(4) CHANGES OF COMPANY SECRETARY

The Board announces that:—

- (1) Mr. Li Liufa, currently an executive director of the Company, has been appointed as the chairman of the Board with effect from 16 December 2015.
- (2) Mr. Li Heping, currently an executive director of the Company, has been appointed as the chief executive officer of the Company with effect from 16 December 2015.
- (3) Mr. Yen Ching Wai, David has been appointed as an alternate director to Mr. Liu Yiu Keung, Stephen with effect from 16 December 2015.
- (4) Mr. Tsang Wing Tai has been appointed as a joint company secretary of the Company with effect from 16 December 2015.

Mr. Chong Cha Hwa, currently an executive director of the Company, has tendered his resignation as a company secretary of the Company with effect from 18 December 2015. Following Mr. Chong Cha Hwa's resignation, Mr. Tsang Wing Tai becomes the sole company secretary of the Company.

(1) APPOINTMENT OF CHAIRMAN

The board of directors (the “Board”) of China Shanshui Cement Group Limited (the “Company”) is pleased to announce that Mr. Li Liufa (“Mr. L.F. Li”), currently an executive director of the Company, has been appointed as the chairman of the Board with effect from 16 December 2015.

Biographical details of Mr. L.F. Li are set out as follows:

Mr. L.F. Li, aged 58, obtained his executive MBA degree from Guanghai School of Management of Peking University. Mr. L.F. Li was the representative of the Tenth, Eleventh and Twelfth National People’s Congress. He is currently the chairman of the board of Tianrui Group Company Limited and a non-executive director and the chairman of the board of China Tianrui Group Cement Company Limited (“Tianrui Cement”, stock code: 1252), a company whose shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Mr. L.F. Li has also been appointed as directors of both China Shanshui Cement Group (Hong Kong) Company Limited (“CSCG(HK)”) and China Pioneer Cement (Hong Kong) Company Limited (“Pioneer Cement”), subsidiaries of the Company, with effect from 1 December 2015. Mr. L.F. Li was a non-executive director of Sanmenxia Tianyuan Aluminium Company Limited (“Sanmenxia Tianyuan”) (a company whose shares were listed on the Stock Exchange with stock code 8253) for the period from 10 March 2006 to 4 July 2008.

The Company does not have a service contract with Mr. L.F. Li. He is subject to retirement by rotation and re-election in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Articles of Association of the Company.

Save as disclosed herein, Mr. L.F. Li does not have any relationship with any directors or senior management or substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr. L.F. Li was deemed to be interested in 951,462,000 shares of the Company held by Tianrui (International) Holding Company Limited, a wholly-owned subsidiary of Tianrui Group Company Limited, pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “SFO”).

Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters relating to the appointment of Mr. L.F. Li that need to be brought to the attention of the shareholders of the Company.

(2) APPOINTMENT OF CHIEF EXECUTIVE OFFICER

The Board is pleased to announce that Mr. Li Heping (“Mr. H.P. Li”), currently an executive director of the Company, has been appointed as the chief executive officer of the Company with effect from 16 December 2015.

Biographical details of Mr. H.P. Li are set out as follows:

Mr. H.P. Li, aged 59, was an executive director of Tianrui Cement between 9 December 2011 and 26 April 2013 and the chief executive officer of Tianrui Cement between 9 December 2011 and 1 December 2015. He has recently been appointed as a non-executive director of Tianrui Cement with effect from 4 December 2015. Mr. H.P. Li had been the chief accountant of Luoyang Mining Machinery Factory, the deputy head of the Commission for Restructuring the Economic System of Henan Province and the general manager of Zhongxin Heavy Machinery Company. He was a non-executive director and the chairman of the board of Sanmenxia Tianyuan between 10 March 2006 and 30 May 2012. Mr. H.P. Li is a director and senior management member of Tianrui Group Company Limited. He has also been appointed as directors of both CSCG(HK) and Pioneer Cement with effect from 1 December 2015, and the chairman and legal representative of Shandong Shanshui Cement Group Co., Ltd., a subsidiary of the Company, on 3 December 2015. He is a director of Henan Tongli Cement Co., Ltd., a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 000885.SZ). Mr. H.P. Li graduated from Henan University of Science & Technology (formerly known as Luoyang Institute of Agricultural Machinery) with a bachelor's degree in mechanic engineering in 1982 and Tsinghua University with a master's degree in engineering in 1988. He also got a PhD degree from Huazhong University of Science and Technology. Mr. H.P. Li also holds qualifications of "Senior Engineer" and "Senior Accountant".

The Company does not have a service contract with Mr. H.P. Li. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association of the Company.

Mr. H.P. Li does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed herein, he does not have any relationship with any directors or senior management or substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters relating to the appointment of Mr. H.P. Li that need to be brought to the attention of the shareholders of the Company.

(3) APPOINTMENT OF ALTERNATE DIRECTOR

The Board is pleased to announce that Mr. Yen Ching Wai, David ("Mr. Yen") has been appointed as an alternate director to Mr. Liu Yiu Keung, Stephen ("Mr. Liu") with effect from 16 December 2015.

Biographical details of Mr. Yen are set out as follows:

Mr. Yen, aged 45, has been appointed as an alternate director to Mr. Liu with effect from 16 December 2015. Mr. Yen is an executive director and chief executive officer of Birmingham International Holdings Limited (stock code: 2309), a company whose shares are listed on the Stock Exchange. He has been working with Ernst & Young for over 20 years. Mr. Yen is also a member of the American Institute of Certified Public Accountants since 2003, has been a member of the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) since 2003 and a fellow member of the HKICPA since 2011.

The Company does not have a service contract with Mr. Yen. There is no fixed term of service with the Company. Pursuant to the Articles of Association of the Company, the appointment of an alternate director shall determine on the happening of any event which, were he a director, would cause him to vacate such office or if his appointor ceases to be a director. As an alternate director to Mr. Liu, Mr. Yen will not receive any remuneration from the Company.

Mr. Yen does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO. He does not have any relationship with any directors or senior management or substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters relating to the appointment of Mr. Yen that need to be brought to the attention of the shareholders of the Company.

(4) CHANGES OF COMPANY SECRETARY

The Board is pleased to announce that Mr. Tsang Wing Tai (“Mr. Tsang”) has been appointed as a joint company secretary of the Company with effect from 16 December 2015.

The Board further announces that Mr. Chong Cha Hwa (“Mr. Chong”) has tendered his resignation as a company secretary of the Company with effect from 18 December 2015 and will focus his duties as an executive director of the Company. Following Mr. Chong’s resignation, Mr. Tsang becomes the sole company secretary of the Company.

Mr. Chong has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Biographical details of Mr. Tsang are set out as follows:

Mr. Tsang, aged 34, is the company secretary of the Company. He is a fellow member of the Association of Chartered Certified Accountants since 2014, an associate member of Hong Kong Institute of Certified Public Accountants since 2010 and a certified fraud examiner of the Association of Certified Fraud Examiners since 2011. Mr. Tsang was admitted as an associate member of each of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in 2015. Mr. Tsang passed the Licensing Examination for Securities and Futures Intermediaries and obtained HKSI practising certificates (securities and corporate finance) in 2015.

Mr. Tsang obtained a bachelor's degree in science (majoring in biochemistry) with honours and a master of philosophy degree in medical sciences in the Chinese University of Hong Kong.

Mr. Tsang has over 10 years of experience in the field of auditing, financial operations and corporate administrations.

For and on behalf of
China Shanshui Cement Group Limited
Li Liufa
Chairman

Hong Kong, 21 December 2015

As at the date hereof, the board of directors of the Company comprises 5 executive directors, namely LI Liufa, LI Heping, LIU Yiu Keung, Stephen (YEN Ching Wai, David as his alternate), HWA Guo Wai, Godwin and CHONG Cha Hwa; and 1 non-executive director, namely NG Qing Hai; and 3 independent non-executive directors, namely HO Man Kay Angela, CHEUNG Yuk Ming and LAW Pui Cheung.