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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)

US\$500,000,000 7.5% SENIOR NOTES DUE 2020

(Stock Code: 5880)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING

Reference is made to the circular of China Shanshui Cement Group Limited (the “**Company**”) dated 3 May 2018 relating to the Requisitions (the “**Requisition Circular**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Requisition Circular unless specified otherwise.

POLL RESULTS OF EGM

The Board announces that at the EGM held on 23 May 2018, all the proposed resolutions as set out in the notice of the EGM were taken by poll. In accordance with Rule 13.39(5) of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Company’s share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

Details of the poll results in respect of the ordinary resolutions proposed at the EGM (“**Ordinary Resolutions**”) are as follows:

Ordinary Resolutions		Number of Shares	
		For (%)	Against (%)
1.	THAT Mr. LI Liufa be and is hereby removed from his positions as Chairman of the Board and an executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution;	2,114,090,872 (98.7%)	27,948,424 (1.3%)
2.	THAT Mr. ZHU Linhai be and is hereby removed from his position as an executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution;	2,114,090,872 (98.7%)	27,948,424 (1.3%)

Ordinary Resolutions		Number of Shares	
		For (%)	Against (%)
3.	THAT Mr. HWA Guo Wai, Godwin be and is hereby removed from his position as an executive director and an authorized representative of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution;	2,114,090,872 (98.7%)	27,948,424 (1.3%)
4.	THAT Ms. HO Man Kay, Angela be and is hereby removed from her position as an independent non-executive director of the Company and from any position she holds in any committee of the Board with immediate effect upon the passing of this resolution;	2,114,090,872 (98.7%)	27,948,424 (1.3%)
5.	THAT Mr. LAW Pui Cheung be and is hereby removed from his position as an independent non-executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution;	2,114,090,872 (98.7%)	27,948,424 (1.3%)
6.	THAT Mr. WONG Chi Keung be and is hereby removed from his position as an independent non-executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution;	2,114,090,872 (98.7%)	27,948,424 (1.3%)
7.	THAT Dr. CHING Siu Ming be and is hereby removed from his position as an independent non-executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution;	2,114,090,872 (98.7%)	27,948,424 (1.3%)
8.	THAT Mr. LO Chung Hing be and is hereby removed from his position as an independent non-executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution;	2,114,090,872 (98.7%)	27,948,424 (1.3%)
9.	THAT Mr. CHANG Zhangli be and is hereby appointed as an executive director of the Company with immediate effect upon the passing of this resolution;	2,114,087,872 (98.7%)	27,951,424 (1.3%)
10.	THAT Ms. WU Ling-ling (also known as Doris Wu) be and is hereby appointed as an executive director of the Company with immediate effect upon the passing of this resolution;	2,114,087,872 (98.7%)	27,951,424 (1.3%)

Ordinary Resolutions		Number of Shares	
		For (%)	Against (%)
11.	THAT , subject to the passing of Resolution 1, Mr. LI Liufa be and is hereby appointed as an executive director of the Company with immediate effect upon the passing of this resolution;	1,466,182,556 (68.4%)	675,856,740 (31.6%)
12.	THAT Mr. CHANG Ming-cheng (also known as Michael Ming Cheng Chang) be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution;	2,114,087,872 (98.7%)	27,951,424 (1.3%)
13.	THAT Mr. LIN Shei-yuan be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution;	2,114,087,672 (98.7%)	27,951,424 (1.3%)
14.	THAT Mr. LI Jianwei be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution;	2,114,087,672 (98.7%)	27,951,424 (1.3%)
15.	THAT each of the directors appointed to the board of directors of the Company on or after 13 April 2018 being the date of requisition up to and including the time immediately before the holding of the EGM be and is hereby removed as a director of the Company and from any position he/she holds in any committee of the Board with immediate effect upon the passing of this resolution;	2,114,093,672 (98.7%)	27,945,424 (1.3%)
16.	THAT Mr. LI Liufa be and is hereby re-elected as executive director of the Company; and	586,564,737 (27.4%)	1,555,474,359 (72.6%)
17.	THAT Mr. ZHU Linhai be and is hereby re-elected as executive director of the Company.	28,023,425 (1.3%)	2,114,015,671 (98.7%)

(Full text of the above resolutions is set out in the notice dated 3 May 2018 convening the EGM.)

As more than 50% of the votes were cast in favour of Ordinary Resolutions No. 1 to No. 10 and No. 12 to No. 15, Ordinary Resolutions No. 1 to No. 10 and No. 12 to No. 15 were duly passed as ordinary resolutions of the Company at the EGM.

As the Company has not received from Mr. LI Liufa's written notice of his willingness to be elected as a Director pursuant to Article 16.4 of the Articles, Ordinary Resolution No. 11 is invalid despite more than 50% of the votes were cast in favour of Ordinary Resolution No. 11.

As less than 50% of the votes were cast in favour of Ordinary Resolutions No. 16 to No. 17, Ordinary Resolutions No. 16 to No. 17 were not passed.

As at the date of the EGM, the total number of Shares in issue was 3,379,140,240 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolutions.

There were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.

No Shareholder was required to abstain from voting at the EGM under the Listing Rules.

By Order of the Board
China Shanshui Cement Group Limited
CHANG Zhangli
Executive Director

Hong Kong, 23 May 2018

As at the date hereof, the board of directors of the Company comprises two executive directors, namely CHANG Zhangli and WU Ling-ling; and three independent non-executive directors, namely CHANG Ming-cheng, LIN Shei-yuan and LI Jianwei.