

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



**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)**

**ANNOUNCEMENT IN RELATION TO  
(1) ELECTION OF EXECUTIVE DIRECTORS AND  
APPOINTMENT OF VICE PRESIDENT  
OF SHANDONG SHANSHUI; AND  
(2) UPDATES ON THE MANAGEMENT OF  
SHANDONG SHANSHUI**

This announcement is made by China Shanshui Cement Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

**(1) ELECTION OF EXECUTIVE DIRECTORS AND APPOINTMENT OF VICE PRESIDENT OF SHANDONG SHANSHUI**

The Board is pleased to announce that on 26 July 2018, Mr. Chang, Ms. Wu and Mr. Wang were elected as the executive directors of Shandong Shanshui, an indirect wholly owned subsidiary of the Company, with effect from 26 July 2018. Mr. CHANG was also appointed as the chairman of the board and the company representative of Shandong Shanshui. Ms. Wu was also appointed as a vice chairman of the board of Shandong Shanshui.

In addition, the Board is pleased to announce that on 26 July 2018, Mr. Wang was appointed as the vice president of Shandong Shanshui and would be primarily responsible for the management of daily affairs of Shandong Shanshui with effect from 26 July 2018.

## **(2) UPDATES ON THE MANAGEMENT OF SHANDONG SHANSHUI**

As approved by a board resolution of the Company dated 26 July 2018 and pursuant to a special resolution passed by the sole shareholder (namely, China Pioneer Cement (Hong Kong) Limited) at the extraordinary general meeting of Shandong Shanshui dated 26 July 2018, Shandong Shanshui adopted its amended articles of association on 26 July 2018.

As approved by a board resolution of the Company dated 26 July 2018 and pursuant to a special resolution passed by the sole shareholder (namely, China Pioneer Cement (Hong Kong) Limited) at the extraordinary general meeting of Shandong Shanshui dated 26 July 2018, the new internal control system and the new authorisation and management procedures of Shandong Shanshui were approved by the board of Shandong Shanshui on 26 July 2018, to stabilise the Group with more effective corporate governance mechanism, and to provide a long-term and sustainable plan for the Group to move forward.

## **(1) ELECTION OF THREE EXECUTIVE DIRECTORS AND APPOINTMENT OF VICE PRESIDENT OF SHANDONG SHANSHUI**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 26 July 2018, Mr. CHANG Zhangli (“**Mr. Chang**”), Ms. WU Ling-ling (also known as Doris Wu) (“**Ms. Wu**”) and Mr. WANG Mingbo (“**Mr. Wang**”) were elected as the executive directors of Shandong Shanshui Cement Group Company Limited (“**Shandong Shanshui**”), an indirect wholly owned subsidiary of the Company, with effect from 26 July 2018. Mr. Chang was also appointed as the chairman of the board and the company representative of Shandong Shanshui. Ms. Wu was also appointed as a vice chairman of the board of Shandong Shanshui.

With over 100 subsidiaries and 18,000 employees of its own, Shandong Shanshui, along with its subsidiaries, is the major onshore subsidiary of the Group. As at the date of this announcement, Shandong Shanshui has 102 subsidiaries spreading across more than ten provinces including Shandong, Liaoning, Shanxi, Inner Mongolia and Xinjiang, it is the largest cement group north of the Yangtze River.

In addition, the Board is pleased to announce that on 26 July 2018, Mr. Wang was appointed as the vice president of Shandong Shanshui and would be primarily responsible for the management of daily affairs of Shandong Shanshui with effect from 26 July 2018.

## **(2) UPDATES ON THE MANAGEMENT OF SHANDONG SHANSHUI**

As approved by a board resolution of the Company dated 26 July 2018 and pursuant to a special resolution passed by the sole shareholder (namely, China Pioneer Cement (Hong Kong) Limited) at the extraordinary general meeting of Shandong Shanshui dated 26 July 2018, Shandong Shanshui adopted its amended articles of association on 26 July 2018. As at the date of this announcement, the amended articles of association are in the process of filing with the local Administration for Industry and Commerce.

As approved by a board resolution of the Company dated 26 July 2018 and pursuant to a special resolution passed by the sole shareholder (namely, China Pioneer Cement (Hong Kong) Limited) at the extraordinary general meeting of Shandong Shanshui dated 26 July 2018, the new internal control system and the new authorisation and management procedures of Shandong Shanshui were approved by the board of Shandong Shanshui on 26 July 2018, to stabilise the Group with more effective corporate governance mechanism, and to provide a long-term and sustainable plan for the Group to move forward.

Apart from all abovementioned steps and actions, the Company also proactively discussed and negotiated with the creditors of Shandong Shanshui in the PRC, with a view to resolving Shandong Shanshui's domestic debt issues to the extent possible.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the shares and debt securities of the Company on the Stock Exchange will remain suspended until further notice.

**Shareholders of the Company and potential investors should exercise caution when dealing in the shares or other securities of the Company.**

By Order of the Board  
**China Shanshui Cement Group Limited**  
**CHANG Zhangli**  
*Chairman*

Hong Kong, 27 July 2018

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. CHANG Zhangli and Ms. WU Ling-ling; and two independent non-executive Directors, namely Mr. CHANG Ming-cheng and Mr. LI Jianwei.*