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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 THE ANNUAL GENERAL MEETING HELD ON 31 AUGUST 2018**

Reference is made to (i) the notice of annual general meeting of the Company dated 10 August 2018 (the “**AGM Notice**”); (ii) the circular of the Company to its Shareholders dated 10 August 2018 in respect of certain matters to be considered and voted on at the AGM (the “**Circular**”); (iii) the form of proxy designed to be used for annual general meeting of the Company dated 10 August 2018 (the “**Proxy Form**”); and (iv) the announcement (the “**Announcement**”) of the Company dated 17 August 2018.

Unless the context otherwise required, capitalised terms used in this announcement shall have the same meanings as those defined in the AGM Notice, the Circular, the Proxy Form and the Announcement.

### **POLL RESULTS OF THE AGM**

At the annual general meeting of China Shanshui Cement Group Limited (the “**Company**”) held on 31 August 2018 (the “**AGM**”), all the proposed resolutions as set out in the AGM Notice (except for Resolution 6), the proposed withdrawal of Resolution 6 and the proposed Adjournment Resolution were duly passed by the Shareholders by way of poll at the AGM. The poll results in respect of the aforementioned resolutions were as follows:

Resolutions		Number of Votes (%)	
		For	Against
1.	(a) To re-elect Mr. CHANG Ming-cheng as an independent non-executive director of the Company.	1,494,316,360 (65.338181%)	792,732,865 (34.661819%)
	(b) To re-elect Mr. LI Jianwei as an independent non-executive director of the Company.	1,494,797,225 (65.359206%)	792,252,000 (34.640794%)
	(c) To authorise the board of directors of the Company to fix the respective director's remuneration.	1,489,888,648 (65.144582%)	797,160,577 (34.855418%)
2.	To approve the appointment of Moore Stephens CPA Limited as auditors of the Company to hold office until the conclusion of the next annual general meeting and authorise the board of directors of the Company to fix their remuneration.	1,490,134,969 (65.155352%)	796,914,256 (34.844648%)
3.	To grant a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,467,567,513 (64.168602%)	819,481,712 (35.831398%)
4.	To grant a general mandate to the directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,495,168,225 (65.375428%)	791,881,000 (34.624572%)
5.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the share capital of the Company by the aggregate number of the shares bought back by the Company.	1,467,744,417 (64.176337%)	819,304,808 (35.823663%)
6.	To grant a specific mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	N/A (Note (h))	N/A (Note (h))
7.	To withdraw from consideration at the meeting and not to vote on Resolution 6, being a resolution granting a specific mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 10% of the total number of issued shares of the Company.	1,806,985,355 (100%)	Nil (0%)

Resolutions		Number of Votes (%)	
		For	Against
8.	To adjourn the meeting until such time and to such place as may be determined by the Board following preparation of the Audited Accounts and Reports so that the Audited Accounts and Reports may be considered and approved by the Shareholders at the adjourned meeting.	1,806,985,355 (100%)	Nil (0%)

*Notes:*

- (a) As a majority of the votes were cast in favour of each of the Resolutions numbered 1 to 8 (except for Resolution 6 which has been withdrawn), such resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 3,379,140,240 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 3,379,140,240 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s Hong Kong Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (h) As disclosed in the Announcement, the Board does not have any specific information (including the terms of the proposed share issuance, use of proceeds, identities of investors and identities of placing agents/underwriters) in relation to the proposed specific mandate at this stage for the Shareholders to consider and therefore vote on such resolution on an informed basis. With the consent of the Shareholders present at the AGM, this resolution has not been submitted at the AGM for Shareholders to vote on.

## **CONTINUED SUSPENSION OF TRADING**

Due to the failure to meet the minimum public float requirement and the failure to address the audit issues concerning 2015 and 2016 annual results/report of the Company, 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, 31 August 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.*