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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 ADJOURNED ANNUAL GENERAL MEETING AND THE EXTRAORDINARY GENERAL MEETING

We refer to the circular of China Shanshui Cement Group Limited (the “**Company**”) dated 7 October 2018 relating to the proposed resumption plan and notice of the Adjourned AGM and the EGM (the “**Circular**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless specified otherwise.

#### POLL RESULTS OF THE ADJOURNED AGM

The Board announces that at the Adjourned AGM, held at 8 a.m. on 30 October 2018, the proposed ordinary resolution as set out in the notice of the Adjourned AGM dated 7 October 2018 was taken by poll. The poll results are as follows:

Ordinary Resolution		Number of Shares	
		For (%)	Against (%)
1.	<b>THAT</b> the 2017 Audited Accounts and Reports be and are received and adopted.	1,664,977,078 (63.052047%)	975,662,147 (36.947953%)

## POLL RESULTS OF THE EGM

The Board announces that at the EGM, held at 10 a.m. on 30 October 2018, all of the proposed ordinary resolutions as set out in the notice of the EGM dated 7 October 2018 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Shares	
		For (%)	Against (%)
1.	<b>THAT</b> there be and is granted to the Board a specific mandate, from the passing of this resolution until (i) 23:59 p.m. on 31 March 2019 for the New Issue and (ii) 23:59 p.m. on 8 August 2021 for the Remaining CB Conversion, to issue up to 1,067,830,759 new Shares under the Conversion Agreements (pursuant to which the conversion price of HK\$6.29 has been lowered to HK\$4.20), the Subscription Agreements and the CB Terms and Conditions (with respect to the Remaining CB Conversion).	1,680,090,031 (63.624296%)	960,552,194 (36.375704%)
2.	<b>THAT</b> Mr. HSU You-yuan be and is re-elected as an independent non-executive director of the Company, and the board of directors of the Company be and are authorised to fix the remuneration of Mr. HSU You-yuan.	1,684,871,319 (63.805362%)	955,770,906 (36.194638%)

### *Notes to the poll results of the Adjourned AGM and the EGM:*

- (i) The full text of the resolutions of the Adjourned AGM and the EGM are set out in the notice of the Adjourned AGM and the EGM dated 7 October 2018.
- (ii) As more than 50% of the votes were cast in favour of the ordinary resolution numbered 1 proposed at the Adjourned AGM, such resolution was duly passed as an ordinary resolution of the Company.
- (iii) As more than 50% of the votes were cast in favour of the ordinary resolutions numbered 1 and 2 proposed at the EGM, such resolutions were duly passed as ordinary resolutions of the Company.
- (iv) As at the date of the Adjourned AGM and 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 resolutions at the Adjourned AGM and the EGM.
- (v) There were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the Adjourned AGM or the EGM as set out in Rule 13.40 of the Listing Rules.
- (vi) No Shareholder was required to abstain from voting at the Adjourned AGM or the EGM under the Listing Rules.
- (vii) None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions of the Adjourned AGM or the EGM.
- (viii) 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 Adjourned AGM and the EGM.

## **CONTINUED SUSPENSION OF TRADING**

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

**The Company understands that the Stock Exchange will not grant any listing approval sought by the Company unless and until the Company has demonstrated its fulfilment of all the resumption conditions and compliance with the Listing Rules to the Stock Exchange's satisfaction.**

**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, 30 October 2018

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