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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by China Shanshui Cement Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the memorandum and articles of association of the Company.

On 1 January 2022, the Listing Rules were amended by adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) to conform to the said core standards for shareholder protections and to incorporate certain housekeeping amendments (such proposed amendments to the Existing Memorandum and Articles of Association are collectively referred to as the “**Proposed Amendments**”). The Board also proposes to adopt the new amended Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association in their entirety (the “**New Memorandum and Articles of Association**”).

The key Proposed Amendments are briefly summarised below:

- (a) to bring the Existing Memorandum and Articles of Association in line with the recent amendments to the Listing Rules and the applicable laws of the Cayman Islands;
- (b) to allow general meetings to be held physically and/or electronically (i.e. physical meeting, hybrid meeting and electronic meeting);
- (c) to add provisions to allow and facilitate hybrid and electronic meetings; and
- (d) to clarify that voting can be cast by electronic means.

The Proposed Amendments shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on 25 May 2023 (the “AGM”). A circular containing, among others, details of the Proposed Amendments and a notice convening the AGM will be despatched to the shareholders of the Company in due course.

By Order of the Board
China Shanshui Cement Group Limited
LI Huibao
Chairman

Hong Kong, 15 March 2023

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