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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 25 MAY 2023

At the annual general meeting (the “AGM”) of China Shanshui Cement Group Limited (the “Company”) held at Meeting Room, 6/F, Shandong Shanshui Cement Group Company Limited, Shanshui Industrial Park, Gushan Town, Changqing District, Jinan City, Shandong Province, PRC on Thursday, 25 May 2023 at 9:30 a.m., all the proposed resolutions as set out in the notice of the AGM dated 3 May 2023 were taken by poll.

POLL RESULTS OF THE AGM

The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2022.	2,968,096,445 (89.721128%)	340,039,000 (10.278872%)
2(1).	To re-elect Mr. LI Jianwei as an independent non-executive director of the Company.	2,968,096,445 (89.721128%)	340,039,000 (10.278872%)
2(2).	To re-elect Mr. HSU You-yuan as an independent non-executive director of the Company.	2,968,032,674 (89.719201%)	340,102,771 (10.280799%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2(3).	To authorise the board of directors of the Company to fix the respective director's remuneration.	2,968,003,674 (89.718324%)	340,131,771 (10.281676%)
3.	To re-appoint Moore Stephens CPA Limited as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.	2,968,135,445 (89.722307%)	340,000,000 (10.277693%)
4.	To give 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.	2,120,227,129 (64.091304%)	1,187,908,316 (35.908696%)
5.	To give 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.	2,117,793,620 (64.017742%)	1,190,341,825 (35.982258%)
6.	To extend the general mandate given to the directors to issue, allot and deal with additional shares of the Company by the aggregate number of the shares bought back by the Company.	2,117,793,620 (64.017742%)	1,190,341,825 (35.982258%)
7.	To approve the 2023 Mine Development Services Framework Agreement and the transactions contemplated thereunder (including the proposed annual cap relating to such agreement).	1,502,031,090 (81.542114%)	340,000,000 (18.457886%)
8.	To approve the 2023 Engineering and Technical Services Framework Agreement and the transactions contemplated thereunder (including the proposed annual cap relating to such agreement).	1,502,031,090 (81.542114%)	340,000,000 (18.457886%)
9.	To approve the 2023 Clinker and Cement Transactions Framework Agreements and the transactions contemplated thereunder (including the proposed annual cap relating to such agreement).	1,502,031,090 (81.542114%)	340,000,000 (18.457886%)

Special Resolution		Number of Votes (%)	
		For	Against
10.	To approve the proposed amendments to the Memorandum and Articles of Association of the Company and the adoption of the new Memorandum and Articles of Association of the Company.	2,968,135,445 (89.722307%)	340,000,000 (10.277693%)

Notes:

- (a) As more than half of the votes were cast in favour of each of the resolutions numbered 1 to 9, such resolutions were duly passed as ordinary resolutions.
- (b) As more than 75% of the votes were cast in favour of the resolution numbered 10, such resolution was duly passed as a special resolution.
- (c) As at the date of the AGM, the total number of shares of the Company in issue was 4,353,966,228 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on resolutions numbered 1 to 6 and 10 and resolutions numbered 7 to 9 at the AGM was 4,353,966,228 shares and 3,790,776,188 shares.
- (e) 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**”).
- (f) As at the date of the AGM, China National Building Material Group Co., Ltd (“**CNBMG**”) and its associates, which together held 563,190,040 Shares (representing approximately 12.94% of the issued Shares), were considered to have a material interest in respect of the 2023 Mine Development Services Framework Agreement, the 2023 Engineering and Technical Services Framework Agreement and the 2023 Clinker and Cement Transactions Framework Agreements. As stated in the Company’s circular dated 3 May 2023, CNBMG and its associates were required to, and did, abstain from voting on resolutions numbered 7 to 9 in accordance with the Listing Rules. Save as disclosed above, no shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (g) None of the shareholders of the Company have stated their intention in the Company’s circular dated 3 May 2023 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) All six Directors attended the AGM.
- (i) The Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

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

Hong Kong, 25 May 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.