

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)

### POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 31 MAY 2024; RETIREMENT OF EXECUTIVE DIRECTORS; APPOINTMENT OF EXECUTIVE DIRECTOR; CHANGE OF AUTHORISED REPRESENTATIVE; AND CHANGE OF BOARD COMMITTEES MEMBERS

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 Friday, 31 May 2024 at 9:30 a.m., all the proposed resolutions as set out in the notice of the AGM dated 30 April 2024 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 2023.	3,267,955,615 (77.439924%)	952,032,545 (22.560076%)
2.	To elect Ms. ZHENG Yingying as an executive director of the Company, and authorise the board of directors of the Company to fix her remuneration.	1,713,491,580 (59.451317%)	1,168,684,411 (40.548683%)

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
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.	3,267,994,160 (77.440837%)	951,994,000 (22.559163%)
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.	2,420,617,844 (57.360773%)	1,799,370,316 (42.639227%)
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.	2,418,463,527 (57.309723%)	1,801,524,633 (42.690277%)
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.	2,418,463,527 (57.309723%)	1,801,524,633 (42.690277%)
7.	To approve the 2024 Mine Development Services Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps relating to such agreement).	1,801,889,805 (65.430858%)	951,994,000 (34.569142%)
8.	To approve the 2024 Engineering and Technical Services Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps relating to such agreement).	1,801,889,805 (65.430858%)	951,994,000 (34.569142%)
9.	To approve the 2024 Clinker and Cement Transactions Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps relating to such agreements).	1,801,889,805 (65.430858%)	951,994,000 (34.569142%)
<b>Special Resolution</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
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.	3,267,994,160 (77.440837%)	951,994,000 (22.559163%)

*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 2024 Mine Development Services Framework Agreement, the 2024 Engineering and Technical Services Framework Agreement and the 2024 Clinker and Cement Transactions Framework Agreements. As stated in the Company’s circular dated 30 April 2024, 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 30 April 2024 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) All 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.

## **RETIREMENT OF EXECUTIVE DIRECTORS**

Reference is made to the announcement of the Company published on 25 April 2024.

The Board hereby announces that, upon the conclusion of the AGM held on 31 May 2024, Mr. LI Huibao will retire as the chairman of the Board, an executive director, an authorised representative and the chairman of the Environmental, Social and Governance Committee of the Company and Mr. HOU Jianguo will retire as an executive director, a member of the Nomination Committee and a member of the Environmental, Social and Governance Committee of the Company.

## **APPOINTMENT OF EXECUTIVE DIRECTOR**

The Board is also pleased to announce that as resolution No. 2 set out above was duly passed by the shareholders at the AGM, Ms. ZHENG Yingying has obtained the legal advice pursuant to Rule 3.09D of the Listing Rules regarding the provisions under the Listing Rules applicable to her acting as a director. Accordingly, Ms. ZHENG Yingying has been appointed as an executive director of the Company with effect from 31 May 2024.

For the biographical details of Ms. ZHENG Yingying, please refer to the circular of the Company dated 30 April 2024.

The Board would like to take this opportunity to express its warmest welcome to Ms. ZHENG Yingying in joining the Board.

## **CHANGE OF AUTHORISED REPRESENTATIVE**

The Board is further pleased to announce that Ms. ZHENG Yingying has been appointed as an authorised representative of the Company, in addition to its existing authorised representative Ms. WU Ling-ling, under Rule 3.05 of the Listing Rules with effect from 31 May 2024.

## **CHANGE OF BOARD COMMITTEES MEMBERS**

The Board is further pleased to announce that (1) Mr. CHANG Ming-cheng, an independent non-executive director of the Company, has been appointed as the chairman of the Environmental, Social and Governance Committee with effect from 31 May 2024; and (2) Ms. ZHENG Yingying, an executive director of the Company, has been appointed as a member of the Nomination Committee and the Environmental, Social and Governance Committee with effect from 31 May 2024.

By Order of the Board  
**China Shanshui Cement Group Limited**  
**WU Ling-ling**  
*Director*

Hong Kong, 2 June 2024

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