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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)

EXTRAORDINARY GENERAL MEETING HELD ON 29 JULY 2015 – POLL RESULTS

Reference is made to (i) the announcements of China Shanshui Cement Group Limited (the “**Company**”) dated 19 June 2015 and 27 July 2015 (the “**Announcements**”) and (ii) the circular of the Company dated 8 July 2015 (the “**Circular**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

The Board is pleased to announce that the EGM was held on Wednesday, 29 July 2015 at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong. The number of issued shares of the Company as at the date of the EGM was 3,379,140,240 Shares, which was the total number of shares entitling the holders to attend and vote for or against any of the resolutions proposed at the EGM. There were no restrictions on any shareholders to cast votes on any of the resolutions at the EGM and there were no shares entitling the holders thereof to attend and vote only against all or any of the proposed resolutions at the EGM. The EGM was held in compliance with the requirements of the applicable laws of the Cayman Islands and the provisions of the articles of association of the Company.

The poll results in respect of the proposed resolutions at the EGM were as follows:

RESOLUTIONS		NUMBER OF VOTES (%)	
		FOR	AGAINST
ORDINARY RESOLUTIONS			
1.	THAT Mr. LI Liu Fa be and is hereby appointed as an executive Director and the chairman of the Board with immediate effect upon passing the resolution	1,316,150 (0.056541%)	2,326,452,455 (99.943459%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			

RESOLUTIONS		NUMBER OF VOTES (%)	
		FOR	AGAINST
ORDINARY RESOLUTIONS			
2.	THAT Mr. LI Heping be and is hereby appointed as an executive Director, a member and the chairman of the nomination committee of the Company with immediate effect upon passing the resolution	1,313,150 (0.056412%)	2,326,455,455 (99.943588%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			
3.	THAT Mr. YANG Yongzheng be and is hereby appointed as an executive director of the Company with immediate effect upon passing the resolution	1,316,150 (0.056541%)	2,326,452,455 (99.943459%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			
4.	THAT Mr. LI Jiangming be and is hereby appointed as an executive director of the Company and a member of the nomination committee of the Company with immediate effect upon passing the resolution	1,313,150 (0.056412%)	2,326,455,455 (99.943588%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			
5.	THAT Mr. CHEUNG Yuk Ming be and is hereby appointed as an independent non-executive Director, a member of the audit committee, the nomination committee and the remuneration committee of the Company and the chairman of the audit committee of the Company with immediate effect upon passing the resolution	1,316,150 (0.056541%)	2,326,452,455 (99.943459%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			
6.	THAT Mr. LAW Pui Cheung be and is hereby appointed as an independent non-executive Director, a member of the audit committee, the nomination committee and the remuneration committee of the Company and the chairman of the remuneration committee of the Company with immediate effect upon passing the resolution	1,316,150 (0.056541%)	2,326,452,455 (99.943459%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			

RESOLUTIONS		NUMBER OF VOTES (%)	
		FOR	AGAINST
ORDINARY RESOLUTIONS			
7.	THAT Ms. HO Man Kay, Angela be and is hereby appointed as an independent non-executive Director, a member of the audit committee, the nomination committee and the remuneration committee of the Company with immediate effect upon passing the resolution	1,316,150 (0.056541%)	2,326,452,455 (99.943459%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			
8.	THAT Mr. ZHANG Bin be and is hereby removed from his position as an executive director, chairman and general manager of the Company with immediate effect upon passing the resolution	1,316,150 (0.056541%)	2,326,452,455 (99.943459%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			
9.	THAT Mr. ZHANG Caikui be and is hereby removed from his position as an executive director of the Company with immediate effect upon passing the resolution	1,316,150 (0.056541%)	2,326,452,455 (99.943459%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			
10.	THAT Mr. LI Cheung Hung be and is hereby removed from his position as an executive director of the Company with immediate effect upon passing the resolution	1,313,150 (0.056412%)	2,326,455,455 (99.943588%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			
11.	THAT Mr. CHANG Zhangli be and is hereby removed from his position as a non-executive director of the Company with immediate effect upon passing the resolution	1,316,150 (0.056541%)	2,326,452,455 (99.943459%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			
12.	THAT Ms. WU Xiaoyun be and is hereby removed from as her position an independent non-executive director of the Company with immediate effect upon passing the resolution	1,316,150 (0.056541%)	2,326,452,455 (99.943459%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			

RESOLUTIONS		NUMBER OF VOTES (%)	
		FOR	AGAINST
ORDINARY RESOLUTIONS			
13.	THAT Ms. ZENG Xuemin be and is hereby removed from as her position an independent non-executive director of the Company with immediate effect upon passing the resolution	1,316,150 (0.056541%)	2,326,452,455 (99.943459%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			
14.	THAT Mr. SHEN Bing be and is hereby removed from as his position an independent non-executive director of the Company with immediate effect upon passing the resolution	1,316,150 (0.056541%)	2,326,452,455 (99.943459%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			
15.	THAT that all directors appointed to the board of directors of the Company on or after the date of deposit of the Requisition Notice from Tianrui (International) Holding Company Limited and Bliss Talent Investments Limited dated 18 June 2015 to convene an extraordinary general meeting (the “EGM”) but before the holding of the EGM be and is hereby removed as directors of the Company with immediate effect upon passing the resolution	1,313,150 (0.056412%)	2,326,452,455 (99.943588%)
As less than 50% of the votes were cast in favour of the above resolution, the resolution was not passed.			
16.	THAT subject to resolution number (13) above not being passed, Ms. ZENG Xuemin be and is hereby re-elected as independent non-executive director of the Company	2,327,764,594 (99.999828%)	4,011 (0.000172%)
As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed.			
17.	THAT subject to resolution number (14) above not being passed, Mr. SHEN Bing be and is hereby re-elected as independent non-executive director of the Company	2,327,764,594 (99.999828%)	4,011 (0.000172%)
As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed.			

Note: please refer to the EGM Notice for the full text of the resolutions.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as scrutineer for vote-taking at the EGM.

By Order of the Board
China Shanshui Cement Group Limited
ZHANG Bin
Chairman

Hong Kong, 29 July 2015

As at the date hereof, the board of directors of the Company comprises 3 executive directors, namely ZHANG Bin (Chairman and General Manager), ZHANG Caikui and LI Cheung Hung; 2 non-executive directors, namely CHANG Zhangli and LEE Kuan-chun (also known as Champion Lee); and 3 independent non-executive directors, namely, WU Xiaoyun, ZENG Xuemin and SHEN Bing.