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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)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**” or the “**Meeting**”) of China Shanshui Cement Group Limited (the “**Company**”) will be held at Room 1 and Room 2, United Conference Centre Limited, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong, at 10 a.m. on Wednesday, 8 March 2017 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

#### ORDINARY RESOLUTIONS

1. “THAT an independent financial advisor (the “**Independent Financial Advisor**”) be selected by the independent board committee of the Company and appointed by the Company at its own costs to advise the shareholders of the Company in the form of a letter (the “**IFA Letter**”) on the transactions contemplated under the circular of the Company dated 30 December 2016 (“**Circular**”) (the “**Proposed Transactions**”) as to whether the terms thereof are fair and reasonable and whether the Proposed Transactions are in the interests of the Company and its shareholders as a whole based on the Updated Financial Information (as defined below).”
2. “THAT the board of directors of the Company be and is hereby authorized and directed to consider the merits of the Proposed Transactions based on the updated and complete financial information of the Group (including such financial information consolidating all operating subsidiaries of the Group for the 12-month period ended and as at 31 December 2016) (the “**Updated Financial Information**”) and to publish the Updated Financial Information and, upon such consideration, provide the rationale behind their decisions in a supplemental Circular (the “**Supplemental Circular**”) prior to any general meeting to be held to consider the Proposed Transactions.”
3. “THAT the board of directors of the Company be directed not to convene and/or hold any general meeting of the Company to consider the Proposed Transactions until the Supplemental Circular, together with the IFA Letter, are issued and shareholders of the Company have been given adequate time to consider the same.”

4. “THAT any general meeting of the Company previously convened by either the shareholders or the board of directors of the Company, including the extraordinary general meeting of the Company dated 17 February 2017 but excluding this extraordinary general meeting, be and is hereby adjourned until the publication by the Company of both (i) the IFA Letter and (ii) the Supplemental Circular.”
  
5. “THAT any general meeting of the Company previously convened by either the shareholders or the board of directors of the Company, including this extraordinary general meeting, be and is hereby adjourned until the publication by the Company of both (i) the IFA Letter and (ii) the Supplemental Circular.”

By order of the Board  
**China Shanshui Cement Group Limited**  
**Liu Yiu Keung, Stephen**  
*Chairman*

Hong Kong, 16 February 2017

*Registered office*  
P.O. Box 10008  
Willow House, Cricket Square  
Grand Cayman KY1-1001  
Cayman Islands

*Principal office in Hong Kong*  
Room 2609, 26/F  
Tower 2, Lippo Centre  
89 Queensway, Admiralty  
Hong Kong

*Notes:*

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
3. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Ltd at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the EGM or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such an event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
7. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 7:30 a.m. on the date of the meeting, then the meeting will be postponed. The Company will post an announcement on the website of the Company at ([www.shanshuicement.com](http://www.shanshuicement.com)) and HKExnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

*As at the date of this notice, the Board comprises 3 executive directors, namely, LIU Yiu Keung, Stephen (YEN Ching Wai, David as his alternate), LI Heping and HWA Guo Wai, Godwin; and 1 non-executive director, namely, CHONG Cha Hwa; and 5 independent non-executive directors, namely, HO Man Kay, Angela, LAW Pui Cheung, WONG Chi Keung, CHING Siu Ming and LO Chung Hing.*