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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 EXTRAORDINARY GENERAL MEETING HELD ON 17 FEBRUARY 2017; ADJOURNMENT OF EXTRAORDINARY GENERAL MEETING AND UPDATES ON MAREVA INJUNCTION AGAINST THE ZHANGS**

The Board announces that at the EGM, the Adjournment Resolution was proposed by the chairman of the EGM and duly passed by the Shareholders by way of poll.

References are made to the circular of China Shanshui Cement Group Limited (the “**Company**”) dated 30 December 2016 relating to the Placing and the Refreshment of Scheme Mandate Limit (the “**Placing Circular**”) and circular of the Company dated 16 February 2017 relating to the Requisitions (the “**Requisition Circular**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Placing Circular and the Requisition Circular unless specified otherwise.

#### **POLL RESULTS OF THE EGM AND ADJOURNMENT OF THE EGM**

Subsequent to the publication of the Placing Circular, the Company received on 27 January 2017 a written requisition from certain Shareholders to convene and hold an extraordinary general meeting to consider the matters as stated in the Requisition Letter. The Company made an announcement relating to the Requisitions on 8 February 2017 and has given a notice of extraordinary general meeting and circular to shareholders of the Company on 16 February 2017 to convene an extraordinary general meeting to be held on 8 March 2017 (the “**Requisition EGM**”).

At the onset of the EGM, the Chairman announced that he has also received verbal request from two substantial shareholders of the Company, namely Tianrui Group Company Limited and China Shanshui Investment Company Limited (“**CSI**”) to adjourn the EGM until further notice.

In order to facilitate the Shareholders to consider and approve, if appropriate, the Requisitions at the Requisition EGM, a resolution (the “**Adjournment Resolution**”) was proposed by the chairman of the EGM to adjourn the EGM and all the ordinary resolutions (i.e. resolution no. 1 and resolution no. 2) (the “**Ordinary Resolutions**”) as set out in the notice of the EGM (the “**EGM Notice**”) regarding the Placing and the Refreshment of Scheme Mandate Limit until further notice.

The Board announces that at the EGM held on 17 February 2017, the Adjournment Resolution was duly passed by the Shareholders by way of poll.

Ordinary Resolution as Special Business		Number of Shares (%)	
		For	Against
Ad hoc resolution	Adjournment of the meeting	988,793,466 (53.75%)	850,917,500 (46.25%)

As more than 50% of the votes were cast in favour of the Adjournment Resolution, the Adjournment Resolution was duly passed as an ordinary resolution of the Company. The EGM and the Ordinary Resolutions as set out in the EGM Notice were adjourned accordingly.

Computershare Hong Kong Investor Services Limited, the Company’s share registrar in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, the total number of Shares in issue was 3,379,140,240 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Adjournment Resolution and the Ordinary Resolutions.

No parties had stated their intention in the Placing Circular to vote against any of the proposed resolutions at the EGM and no Shareholder was required to abstain from voting at the EGM under the Listing Rules.

## UPDATES ON MAREVA INJUNCTION AGAINST THE ZHANGS

On 7 November 2016 the Company served the Worldwide Injunction Order dated 4 November 2016 (as varied and continued) being effective on the Zhangs upon the Board of the CSI followed by a further written warning to the board of the CSI on 10 February 2017 to put them on notice that should any member of the board of CSI assist or permit Zhang Caikui or any agent or nominee or representative of Zhang Caikui in breaching the Worldwide Injunction Order (including but not limited to re-appointing Zhang Caikui as director of CSI despite the Worldwide Injunction Order and the multiple legal proceedings against Zhang Caikui) then he will be acting in contempt of the Worldwide Injunction Order.

Despite the Worldwide Injunction Order and the repeated written warning, the Company was informed by CSI that Mi Jing Tian (“**Mr. Mi**”) in his capacity as a shareholder of CSI together with some other shareholders of CSI has at the extraordinary general meeting of CSI voted for the proposed resolutions to re-appoint Zhang Caikui as director of CSI. The Company was further informed by CSI that such proposed resolution was not passed at the extraordinary general meeting of CSI, and that the board of CSI remains unchanged to date. In light of Mr. Mi’s knowingly assistance of breach of the Worldwide Injunction Order, the Company is considering taking all necessary legal action against Mr Mi.

## CONTINUED SUSPENSION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 16 April 2015 due to insufficiency of public float of the Shares.

Shareholders and potential investors of the Company should note that the Placing is conditional upon, among others, the Placing Agreement having become unconditional and the Placing Agents having not terminated the Placing Agreement in accordance with the terms thereof. Accordingly, the Placing may or may not proceed and the public float of the Shares may or may not be restored.

In the event that the public float of the Shares is not restored, trading in the Shares will continue to be suspended. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt about their position, they should consult their professional advisers.

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

Hong Kong, 17 February 2017

*As at the date of this announcement, 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.*