

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.



西部水泥

WEST CHINA CEMENT LIMITED

中國西部水泥有限公司

(Incorporated in Jersey with limited liability, with registered number 94796)

(Stock Code: 2233)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
MEMBER OF THE AUDIT COMMITTEE AND
THE REMUNERATION COMMITTEE, AND WITHDRAWAL OF
ORDINARY RESOLUTION 3(B) AT THE AGM**

Reference is made to the notice of annual general meeting of West China Cement Limited (the “**Company**”) dated 12 April 2019 (the “**AGM Notice**”) and the circular of the Company dated 12 April 2019 (the “**AGM Circular**”) for the annual general meeting of the Company (the “**AGM**”) to be held on 17 May 2019 in respect of, among other things, the re-election of directors of the Company (“**Director(s)**”).

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of Directors (the “**Board**”) announces that Mr. Wong Kun Kau (“**Mr. Wong**”) will resign from his position as an independent non-executive Director with effect from 16 May 2019, due to his other work commitments. As a result, Mr. Wong will also cease to be a member of the audit committee and the remuneration committee of the Board on 16 May 2019.

Mr. Wong confirmed that he has no disagreement with the Board or the Company and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express appreciation to Mr. Wong for his invaluable contributions to the Company during his tenure of office.

Following the resignation of Mr. Wong, the Company failed to meet (i) the requirements under Rules 3.10(1) and 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) that the minimum number of

independent non-executive Directors shall be three and shall represent at least one-third of the Board; and (ii) the requirement set out in Rule 3.21 of the Listing Rules that the audit committee must comprise a minimum of three members.

The Company is in the course of identifying a suitable candidate to fill the position of Mr. Wong as an independent non-executive Director and a member of the relevant Board Committee(s) with a view to complying with the requirements set out in Rules 3.10(1), 3.10A and 3.21 of the Listing Rules within three months from the date of this announcement. Further announcement(s) will be made by the Company as and when appropriate.

WITHDRAWAL OF ORDINARY RESOLUTION NUMBERED AT THE AGM

Due to Mr. Wong's resignation, the ordinary resolution 3(B) in respect of the re-election of him as an independent non-executive Director as set out in the AGM Notice and the AGM Circular is no longer applicable, and will therefore not be considered and be withdrawn and not be voted at the AGM. Save for the above, the other resolutions as set out in the AGM Notice will remain unchanged and will be voted at the AGM.

Shareholders of the Company are reminded to read the AGM Notice, including its notes, for details in respect of other resolutions which will remain scheduled for consideration and approval at the AGM, eligibility for attending the AGM, proxy and other relevant matters. The withdrawal of the aforesaid ordinary resolution 3(B) will not affect the validity of the forms of proxy enclosed with the AGM Circular or any forms of proxy already submitted by shareholders of the Company, except that no votes will be taken or counted for the aforesaid ordinary resolution 3(B).

By the order of the Board
West China Cement Limited
Zhang Jimin
Chairman

Hong Kong, 16 May 2019

As at the date of this announcement, the executive Directors are Mr. Zhang Jimin and Dr. Ma Weiping, the non-executive Directors are Mr. Ma Zhaoyang, Ms. Liu Yan and Mr. Qin Hongji and the independent non-executive Directors are Mr. Lee Kong Wai, Conway, Mr. Wong Kun Kau and Mr. Tam King Ching, Kenny.