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**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)**

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 17 MAY 2019**

The Board announces that at the AGM held on 17 May 2019, the proposed resolutions 1 to 5 and 7 to 8 (except resolution 3(b) which was withdrawn and not voted upon as disclosed in the announcement of the Company dated 16 May 2019) were duly passed by the shareholders of the Company whereas the proposed resolution 6 was not carried. All the proposed resolutions were taken by way of poll.

Reference is made to the circular of West China Cement Limited (the “**Company**”) dated 12 April 2019 (the “**Circular**”), the notice of annual general meeting (“**AGM**”) of the Company dated 12 April 2019 and the announcement of the Company dated 16 May 2019.

The board of directors of the Company (the “**Board**”) announces that at the AGM held on 17 May 2019, the proposed resolutions 1 to 5 and 7 to 8 (except resolution 3(b) which was withdrawn and not voted upon as disclosed in the announcement of the Company dated 16 May 2019) set out in the notice of AGM of the Company dated 12 April 2019 were duly passed whereas the proposed resolution 6 was not carried. All the proposed resolutions were taken by way of poll.

The voting results of the poll taken at the AGM in respect of all the resolutions are set out as follows:

	Resolutions (Note 1)	Number of Shares represented by votes cast and percentage of total number of Shares represented by votes cast		Total number of votes cast
		For	Against	
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “ <b>Directors</b> ”) and auditors of the Company and its subsidiaries for the year ended 31 December 2018.	2,992,231,680 (99.918922%)	2,428,000 (0.081078%)	2,994,659,680
2.	To declare a final dividend of RMB0.014 per ordinary share for the year ended 31 December 2018 to the shareholders of the Company which shall be paid out of the distributable reserve of the Company.	2,998,327,680 (99.919087%)	2,428,000 (0.080913%)	3,000,755,680
3.	(a) To re-elect Mr. Tam King Ching Kenny as an independent non-executive Director.	1,643,305,108 (53.309448%)	1,439,272,474 (46.690552%)	3,082,577,582
	(b) To re-elect Mr. Wong Kun Kau as an independent non-executive Director. <b>(Not voted upon)</b> (Note 2)	N/A	N/A	N/A
	(c) To re-elect Mr. Qin Hongji as a non-executive Director.	2,789,181,573 (92.950978%)	211,520,107 (7.049022%)	3,000,701,680
4.	To authorise the board of Directors to fix the remuneration of the Directors.	2,910,883,582 (99.916655%)	2,428,100 (0.083345%)	2,913,311,682
5.	To re-appoint Deloitte & Touche Tohmatsu as auditors of the Company and authorise the board of Directors to fix their remuneration.	2,993,973,580 (99.775782%)	6,728,100 (0.224218%)	3,000,701,680

	Resolutions (Note 1)	Number of Shares represented by votes cast and percentage of total number of Shares represented by votes cast		Total number of votes cast
		For	Against	
6.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.	1,480,371,206 (48.088112%)	1,598,084,474 (51.911888%)	3,078,455,680
7.	To grant a general mandate to the Directors to purchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.	3,076,027,680 (99.921129%)	2,428,000 (0.078871%)	3,078,455,680
8.	To extend the general mandate granted under resolution no. 6 by adding the shares purchased pursuant to the general mandate granted by resolution no. 7.	1,546,985,261 (50.182450%)	1,535,736,419 (49.817550%)	3,082,721,680

*Note:*

1. Except Resolution 7 which was passed as special resolution at the AGM (i.e. more than 75% of the votes cast were voted in favour) and Resolution 3(b) which was withdrawn and not voted upon, all the resolutions (except Resolutions 6) were passed as ordinary resolutions at the AGM (i.e. more than 50% of the votes cast were voted in favour). Resolution 6 was not passed as more than 50% of the votes were cast against it.
2. As announced by the Company on 16 May 2019, Mr. Wong Kun Kau resigned as a director of the Company on 16 May 2019. Due to Mr. Wong's resignation, Resolution 3(b) as set out in the AGM Notice was therefore withdrawn and not voted upon at the AGM.

As at the date of the AGM, the total number of issued shares (the “**Shares**”) in the Company was 5,435,132,820 Shares. The total number of Shares entitling the holders to attend and vote for or against on resolutions as set out in the above table was 5,435,132,820 Shares. None of the shareholders of the Company were entitled to attend and vote only against the resolutions at the AGM. There was no Share entitling the holders to attend and abstain from voting in favour of the resolutions proposed 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**”) and no holders were required under the Listing Rules to abstain from voting at the AGM.

There were no restrictions on any shareholder to attend and cast their votes on any proposed resolutions at the AGM.

None of the shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions of the AGM.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, was appointed as the scrutineer for the purpose of the poll-taking at the AGM.

By Order of the Board  
**West China Cement Limited**  
**Zhang Jimin**  
*Chairman*

Hong Kong, 17 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 and Mr. Tam King Ching, Kenny.*