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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)

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 14 AUGUST 2025; AND
(2) UPDATE ON MAJOR DISPOSALS AND CONNECTED TRANSACTIONS
IN RELATION TO THE DISPOSAL OF COMPANIES AND
ASSETS IN XINJIANG**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of extraordinary general meeting (“**EGM**”) of West China Cement Limited (the “**Company**”) both dated 25 July 2025, and the announcement of the Company dated 14 August 2025 in respect of the postponement of the EGM. Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Circular.

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON
14 AUGUST 2025**

The Board is pleased to announce that at the EGM held on 14 August 2025, the proposed resolution set out in the Notice (the “**Ordinary Resolution**”) was duly passed by way of poll.

The voting results of the poll taken at the EGM are set out as follows:

Ordinary Resolution (Note)	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 approve, confirm and ratify the Equity Transfer Agreement, APA B, APA C, and APA D and the transactions contemplated thereunder. [#]	1,025,186,453 (99.99%)	14,105 (0.01%)	1,025,200,558

Note: Full text of the Ordinary Resolution is set out in the Notice.

As more than 50% of the votes were cast in favour of the Ordinary Resolution, it was passed as an ordinary resolution of the Company at the EGM.

As at the date of the EGM, (i) the total number of shares of the Company (the “**Shares**”) in issue was 5,462,532,820 Shares; (ii) there were no treasury shares held by the Company (including any treasury shares held or deposited with the Central Clearing and Settlement System) and as such no voting rights of treasury shares were exercised at the EGM; and (iii) there were no Shares repurchased by the Company pending cancellation which should therefore be excluded from the total number of issued Shares entitled to attend and vote at the EGM.

As at the date of the EGM, Conch International and its associates, which held 1,584,849,970 Shares (representing approximately 29.01% of the issued share capital of the Company), were required to abstain and have abstained from voting on the Ordinary Resolution. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolution at the EGM was 3,877,682,850 Shares. Save as aforesaid, (i) there were no Shares entitling any Shareholders to attend and abstain from voting in favour of the Ordinary Resolution at the EGM as set out in Rule 13.40 of the Listing Rules; (ii) no other Shareholders were required to abstain from voting; and (iii) no Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the Ordinary Resolution at the EGM.

Mr. Chu Yufeng, an executive Director, and Mr. Lee Kong Wai, Conway, an independent non-executive Director, attended the EGM in person. Mr. Cao Jianshun, an executive Director, Mr. Tam King Ching, Kenny, Mr. Zhu Dong, Mr. Lau Ka Keung and Mr. Feng Tao, each an independent non-executive Director, attended the EGM by way of video conference.

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

UPDATE ON MAJOR DISPOSALS AND CONNECTED TRANSACTIONS IN RELATION TO THE DISPOSAL OF COMPANIES AND ASSETS IN XINJIANG

As disclosed in the Circular, each of the Equity Transfer Agreement and APAs shall only become effective upon satisfaction of the conditions precedent (the “**Conditions Precedent**”) as set out in the paragraphs headed “Letter from the Board — II. The Disposals — Transaction A — Condition precedent” and “Letter from the Board — II. The Disposals — Transaction B, Transaction C and Transaction D — Conditions Precedent” in the Circular, respectively. The Conditions Precedent include, among others, the passing of the Ordinary Resolution and the obtaining of the approval from the state anti-monopoly agency (國家反壟斷機構).

The Board is pleased to announce that, subsequent to the passing of the Ordinary Resolution and as at the date of this announcement, all Conditions Precedent have been fulfilled, and each of the Equity Transfer Agreement and the APAs has become effective. The parties to each of the Equity Transfer Agreement and the APAs have determined that the Management Transfer Date and Asset Transfer Date (as the case may be) under the relevant agreements shall fall on 15 August 2025, and Completion shall take place within 10 days after the Management Transfer Date and Asset Transfer Date (as the case may be), in accordance with the Equity Transfer Agreement and the APAs.

Further announcement(s) in relation to the progress of the Disposals will be made as and when appropriate.

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

Hong Kong, 14 August 2025

As at the date of this announcement, the executive Directors are Mr. Zhang Jimin, Mr. Cao Jianshun, Ms. Wang Rui and Mr. Chu Yufeng, the non-executive Directors are Mr. Ma Zhaoyang, Mr. Wang Manbo and Mr. Wang Zhixin, and the independent non-executive Directors are Mr. Lee Kong Wai, Conway, Mr. Zhu Dong, Mr. Tam King Ching, Kenny, Mr. Feng Tao and Mr. Lau Ka Keung.