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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)

RESULTS OF ANNUAL GENERAL MEETING HELD ON 30 MAY 2014

The Board is pleased to announce that at the AGM held on 30 May 2014, all the proposed resolutions were duly passed by the shareholders of the Company by way of poll.

Reference is made to the circular of West China Cement Limited (the “**Company**”) dated 28 April 2014 (the “**Circular**”).

The board of directors of the Company (the “**Board**”) is pleased to announce that at the annual general meeting of the Company (the “**AGM**”) held on 30 May 2014, all the proposed resolutions set out in the notice of AGM of the Company dated 28 April 2014 were duly passed 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 “ Directors ”) and the auditors of the Company for the year ended 31 December 2013.	2,729,694,627 (100%)	0 (0%)	2,729,694,627
2.	To declare a final dividend of RMB2 cents per ordinary share for the year ended 31 December 2013 to the shareholders of the Company which shall be paid out of the distributable reserves of the Company.	2,729,694,627 (100%)	0 (0%)	2,729,694,627
3(a).	To re-elect Mr. Zhang Jimin as an executive Director.	2,627,590,055 (96.259840%)	102,094,572 (3.740160%)	2,729,684,627
3(b).	To re-elect Mr. Wang Jianli as an executive Director.	2,726,443,729 (99.881272%)	3,240,898 (0.118728%)	2,729,684,627
3(c).	To re-elect Ms. Low Po Ling as an executive Director.	2,726,443,729 (99.881272%)	3,240,898 (0.118728%)	2,729,684,627
3(d).	To re-elect Mr. Xu Delong as an independent non-executive Director.	2,729,682,627 (99.999927%)	2,000 (0.000073%)	2,729,684,627
4.	To authorise the Board to fix the Directors’ remuneration.	2,729,672,627 (99.999780%)	6,000 (0.000220%)	2,729,678,627
5.	To appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the Board to fix their remuneration.	2,729,680,627 (99.999853%)	4,000 (0.000147%)	2,729,684,627
6.	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20 per cent. of the issued share capital of the Company as at the date of passing this resolution.	1,906,635,800 (69.848003%)	823,056,827 (30.151997%)	2,729,692,627

	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	
7.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the issued share capital of the Company as at the date of passing this resolution.	2,729,688,627 (99.999853%)	4,000 (0.000147%)	2,729,692,627
8.	To extend the general mandate granted by resolution no. 6 by adding the shares repurchased pursuant to the general mandate granted by resolution 7.	1,931,635,800 (70.763857%)	798,056,827 (29.236143%)	2,729,692,627

Note:

1. Except for Resolution 7, which was passed as special resolution at the AGM (i.e. more than 75% of the votes cast were voted in favour), all the resolutions were passed as ordinary resolutions at the AGM (i.e. more than 50% of the votes cast were voted in favour).

As at the date of the AGM, the total number of issued shares (the “**Shares**”) in the Company was 4,517,339,850 Shares. The total number of Shares entitling the holders to attend and vote for or against on resolutions no.1 to no.8 as set out in the above table was 4,517,339,850 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.

For the final dividend of RMB2.0 cents (equivalent to approximately HK\$2.5 cents) per ordinary share for the year ended 31 December 2013 approved at the AGM, it will be payable in Hong Kong Dollars based on the official exchange rate of Renminbi against Hong Kong Dollars as quoted by the People's Bank of China on 30 May 2014. The approved final dividend will be paid on 31 July 2014 to shareholders whose names appeared on the register of members of the Company at the close of business on Monday, 9 June 2014.

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

Hong Kong, 30 May 2014

As at the date of this announcement, the executive Directors are Mr. Zhang Jimin, Mr. Wang Jianli, Ms. Low Po Ling and Mr. Tian Zhenjun, the non-executive Directors are Mr. Ma Zhaoyang and Mr. Ma Weiping, and the independent non-executive Directors are Mr. Lee Kong Wai, Conway, Mr. Wong Kun Kau, Mr. Tam King Ching, Kenny and Mr. Xu Delong.