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**CHINA TIANRUI GROUP CEMENT COMPANY LIMITED**

**中國天瑞集團水泥有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1252)**

**DELAY IN DESPATCH OF CIRCULAR  
IN RELATION TO  
EXERCISE OF OPTION UNDER NON-COMPETITION DEED  
DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO  
ACQUISITION OF 100% INTEREST IN TARGET COMPANY  
ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE  
AND  
APPLICATION FOR WHITEWASH WAIVER**

Reference is made to the announcement dated 9 September 2015 issued by China Tianrui Group Cement Company Limited (the “**Company**”) in relation to, among others, the Acquisition and the Whitewash Waiver (the “**Announcement**”). Save as defined herein, capitalized terms used in this announcement have the same meanings as defined in the Announcement.

As set out in the Announcement, the Company may not be able to issue the circular (the “**Circular**”) containing among others: (1) details of the Acquisition, the Whitewash Waiver and the Specific Mandate; (2) a letter of recommendation from the Independent Board Committee to the Independent Shareholders on the Acquisition, Whitewash Waiver and Specific Mandate; (3) a letter of advice by the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders on the Acquisition, the Whitewash Waiver and the Specific Mandate, within 21 days (i.e. on or before 30 September 2015) from the date of the Announcement as required under Rule 8.2 of the Takeovers Code.

As additional time is required to prepare and finalize certain information to be included in the Circular, including the letter from the Board, the letter of advice to the Independent Board Committee and the Independent Shareholders and the valuation report on the property interests of the Company and the Target Company, the Company has applied to the Executive for a waiver from the strict compliance with Rule 8.2 of the Takeovers Code and to postpone the despatch date of the Circular to a date not later than 31 October 2015, and the Executive has indicated that it is minded to grant consent.

By order of the Board  
**China Tianrui Group Cement Company Limited**  
**Li Liufa**  
*Chairman*

Ruzhou City, Henan Province, PRC, 30 September 2015

*As at the date of this announcement, the Board consists of:*

*Chairman and Non-executive Director*

Mr. Li Liufa

*Executive Directors*

Mr. Yang Yongzheng, Mr. Xu Wuxue and Mr. Li Jiangming

*Independent Non-executive Directors*

Mr. Kong Xiangzhong, Mr. Wang Ping and Mr. Du Xiaotang

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*