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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)

ANNOUNCEMENT

This announcement is made by China Tianrui Group Cement Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 6 February 2013 in respect of the issuance of corporate bonds (the “**2013 Tianrui Cement Corporate Bonds**”) in an aggregate principal amount of RMB2 billion to institutional investors in the PRC, which have a term of eight years and bear interest at a rate of 7.10% per annum, by Tianrui Group Cement Company Limited (“**Tianrui Cement**”, a wholly-owned subsidiary of the Company). Pursuant to the relevant rules and regulations in the PRC, the financials of Tianrui Cement for the year of 2014 (audited) and the first nine months of 2015 (unaudited) (the “**Tianrui Cement Financials**”) shall be published on the websites of China Bond (中國債券信息網) (<http://www.chinabond.com.cn>) (“**China Bond Website**”) and China Money (中國貨幣網) (<http://www.chinamoney.com.cn>) (“**China Money Website**”) on 30 October 2015.

The board of directors (“**Directors**”) of the Company hereby announces certain key financial figures of the Tianrui Cement Financials:

	As of 30 September 2015 (RMB'000) (unaudited)	As of 31 December 2014 (RMB'000) (audited)
Total assets	25,892,178	21,924,694
Total liabilities	16,678,042	14,200,453
Owner's equity (or shareholder's equity)	9,214,136	7,724,241

	For the nine months ended 30 September 2015	For the nine months ended 30 September 2014
	<i>(RMB'000)</i>	<i>(RMB'000)</i>
	(unaudited)	(unaudited)
Revenue	5,227,716	6,821,544
Net profit	293,505	414,525
Net cash generated from operating activities	949,091	1,620,681
Net increase in cash and cash equivalents	3,957,757	1,242,854
Cash and cash equivalents at the end of the period	7,889,793	4,394,979

The Tianrui Cement Financials have been prepared based on the internal managements account of Tiaurui Cement in accordance with the PRC generally accepted accounting principles, which have not been audited nor reviewed and may be subject to adjustment during the course of auditing. They are limited solely to Tianrui Cement and do not represent or provide a full picture of the financial condition or status of the Company and its subsidiaries as a whole. **Shareholders and potential investors are advised to read carefully the annual results announcement of the Company for the twelve months ending 31 December 2015, which is expected to be published by the Company by the end of March 2016 in compliance with the Listing Rules and exercise caution when dealing in the securities of the Company.**

Takeovers Code Implication

Reference is also made to the announcement (“**Announcement**”) of the Company dated 9 September 2015 in relation to, among others, the Acquisition, the Whitewash Waiver and issue of Consideration Shares under the Specific Mandate; as well as the announcement dated 30 October 2015 in relation to further delay in despatch of the circular (“**Whitewash Circular**”) which shall contain further details on the Acquisition, the Whitewash Waiver and issue of Consideration Shares under the Specific Mandate. The defined terms used herein shall have the same meaning as those defined in the Announcement.

Pursuant to Rule 10 of the Takeovers Code, the Tianrui Cement Financials constitutes a profit forecast and must be reported on by the Company’s financial advisers and auditors, and their reports must be included in the next document sent to the shareholders of the Company in accordance with Rule 10.4 of the Takeovers Code. Given the time constraints faced by the Company issuing this announcement which contains the summary of Tianrui Cement Financials, the Company would like to draw the attention of the shareholders and potential investors of the Company that the Tianrui Cement Financials does not meet the standard required by Rule 10 of the Takeovers Code, and the Tianrui Cement Financials will be reported on as soon as reasonably practicable and the relevant reports will be contained in the next document to be sent to shareholders of the Company.

WARNING: the Tianrui Cement Financials does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company are advised to exercise caution in placing reliance on the Tianrui Cement Financials in assessing the merits and demerits of the transactions contemplated under the Announcement and the Whitewash Circular and dealing in the securities of the Company.

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

Ruzhou City, Henan Province, PRC, 30 October 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.