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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)

**FURTHER 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**

References are made to (1) the announcement dated 9 September 2015 (the “**Announcement**”) issued by China Tianrui Group Cement Company Limited (the “**Company**”) in relation to, among others, the Acquisition and the Whitewash Waiver; and (2) the announcement of the Company dated 30 November 2015 (“**Delay Announcement**”) regarding the further delay in despatch of the Circular to postpone the despatch date of the Circular to a date not later than 31 January 2016. Save as defined herein, capitalized terms used in this announcement have the same meanings as defined in the Announcement and the Delay Announcement.

As further additional time is required to prepare and finalize certain information to be included in the Circular, including the accountant’s report of the Target Company, 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 further postpone the despatch date of the Circular to a date not later than 31 March 2016, 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, 25 January 2016

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

Chairman and Non-executive Director

Mr. Li Liufa

Executive Directors

Mr. Xu Wuxue and Mr. Li Jiangming

Non-executive Directors

Mr. Li Heping and Mr. Yang Yongzheng

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.