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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)

**TERMINATION OF ACQUISITION OF 100%
INTEREST IN TARGET COMPANY
TERMINATION OF ISSUE OF CONSIDERATION SHARES
UNDER SPECIFIC MANDATE
AND
NO WHITEWASH WAIVER TO BE APPLIED FOR**

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, the Acquisition Agreement between the Company and Tianrui Group Company and the Whitewash Waiver; and (2) the announcement of the Company dated 25 January 2016 (“**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 March 2016. Save as defined herein, capitalized terms used in this announcement have the same meanings as defined in the Announcement and the Delay Announcement.

Due to the changes of market circumstances, the Company considered that it might not be an appropriate juncture to proceed with the Acquisition currently, although the Company may re-evaluate the feasibility of exercising the Option to proceed with the Acquisition at a later time. As such, on 24 March 2016 (after trading hours), the Company and Tianrui Group Company have mutually agreed to enter into a deed of termination (“**Deed of Termination**”) to terminate the Acquisition Agreement and hence the Acquisition will not proceed. Pursuant to the Deed of Termination, all antecedent obligations and liabilities of the parties under the Acquisition Agreement shall be absolutely discharged and released in all aspects with immediate effect and neither the Company nor the Tianrui Group Company would have any claim against the other in respect of the Acquisition. No Shares have been or will be issued under the Proposed Acquisition.

As a result of the termination of the Acquisition Agreement, there will no longer be an obligation under Rule 26 of the Takeovers Code on Tianrui Group Company to make a mandatory general offer for all the securities of the Company not already owned and/or agreed to be acquired by Tianrui Group Company and parties acting in concert with it. Accordingly, the Whitewash Waiver is no longer required, and the application for the Whitewash Waiver, as set out in the Announcement, will not be made.

As the Acquisition Agreement has been terminated, no EGM will be convened and held by the Company for the Independent Shareholders to consider and approve the Specific Mandate, the Proposed Acquisition and the Whitewash and no Circular would be issued.

The Company is of the view that the termination of the Acquisition Agreement will have no material adverse impact on the financial position and existing business operations of the Company.

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

Ruzhou City, Henan Province, PRC, 24 March 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.