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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
DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO
ACQUISITION OF 100% INTEREST IN HENAN YONGAN CEMENT
COMPANY LIMITED AND 55% INTEREST IN TIANRUI XINDENG
ZHENGZHOU CEMENT COMPANY LIMITED
ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE
AND
APPLICATION FOR WHITEWASH WAIVER**

Reference is made to the announcement dated 25 November 2016 issued by China Tianrui Group Cement Company Limited (the “**Company**”) in relation to, among others, the Acquisition, the Specific Mandate 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 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 Listing Rules IBC to the Independent Shareholders on the Acquisition and Specific Mandate; (3) a letter of recommendation from the Takeovers Code IBC to the Independent Shareholders on the Acquisition, the Whitewash Waiver and Specific Mandate; (4) a letter of advice by the Independent Financial Adviser to the Listing Rules IBC, the Takeovers Code IBC and the Independent Shareholders on the Acquisition, the Whitewash Waiver and the Specific Mandate; and (5) a notice convening the EGM will be despatched to the Shareholders on or before 16 December 2016. Pursuant to Rule 8.2 of the Takeovers Code, the Circular should be despatched to the shareholders of the Company within 21 days of the date of the Announcement, i.e. on or before 16 December 2016.

As additional time is required to finalise certain information to be included in the Circular, including the letter from the Board, the letter of advice from Independent Financial Adviser to the Listing Rules IBC, the Takeovers Code IBC and the Independent Shareholders, financial information of the Group, the valuation report of properties of the Group, the valuation report on the property interests of the Target Companies and the valuation report of the Target Companies, 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 30 December 2016, and the Executive has indicated that it is minded to grant such consent.

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

Zhengzhou City, Henan Province, PRC, 16 December 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 information contained in this announcement and confirm, having made all reasonable enquiries, 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 such statement contained in this announcement misleading.