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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)

**CLARIFICATION ANNOUNCEMENT IN RESPECT OF
CIRCULAR DATED 30 DECEMBER 2016
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 circular of China Tianrui Group Cement Company Limited (the “**Company**”) dated 30 December 2016 in relation to, among others, the Acquisition, the Specific Mandate and the Whitewash Waiver (the “**Circular**”). Save as defined herein, capitalised terms used in this announcement have the same meanings as defined in the Circular.

The Company wishes to clarify information contained in the Circular as follows:

- (1) In the paragraph headed “7. Directors’ service contracts” on pages VI-7 and VI-8 of the Circular, it was stated that “(ii) there were no service contracts between any of the Directors and the Company or any of its subsidiaries or associated companies which (including both continuous and fixed term contracts) had been entered into or amended within six months before the date of the Latest Practicable Date”.

Due to inadvertent typographical error, the Board would like to clarify that the relevant sentence should read as “(ii) there were no service contracts between any of the Directors and the Company or any of its subsidiaries or associated companies which (including both continuous and fixed term contracts) had been entered into or amended within six months before the date of the Announcement, save for the appointment letter of Mr. Du Xiaotang which was entered into with the Company on 8 June 2016 for a term of one year with effect from 11 June 2016 for an annual director’s fee in the sum of HK\$240,000 (to replace the earlier appointment letter dated 11 June 2015 for a term of one year from 11 June 2015 for the same annual director’s fee)”; and

- (2) In the second paragraph under the heading “12. Additional disclosure under the Takeovers Code” on page VI-12 of the Circular, it was stated that “As at the Latest Practicable Date, save for Chairman Li’s 70% shareholding interest in Tianrui Group Company which in turn directly or indirectly wholly owned Tianrui International, Holy Eagle, Yu Qi and Yu Kuo (who directly holds approximately 39.57% shareholding interest in the Company), none of the directors of Yu Kuo, Holy Eagle, Yu Qi, Tianrui International and Tianrui Group Company (and parties acting in concert with them) was interested in any Shares of the Company or convertible securities, warrants, options or derivatives of the Shares of the Company; nor had any such directors dealt for value in any shares, convertible securities, warrants, options or derivatives of the Shares of the Company during the Relevant Period except for the Acquisition Agreement (as set out in the Letter from the Board in this circular)”.

Due to inadvertent typographical error, the Board would like to clarify that the relevant sentence should read as “As at the Latest Practicable Date, save for Chairman Li’s 70% shareholding interest in Tianrui Group Company which in turn directly or indirectly wholly owned Tianrui International, Holy Eagle, Yu Qi and Yu Kuo (who directly holds approximately 39.57% shareholding interest in the Company), none of the Directors, the Controlling Shareholders (and parties acting in concert with any of them), the directors of Yu Kuo, Holy Eagle, Yu Qi, Tianrui International and Tianrui Group Company (and parties acting in concert with them) was interested in any Shares of the Company or convertible securities, warrants, options or derivatives of the Shares of the Company; nor had any such persons aforesaid dealt for value in any shares, convertible securities, warrants, options or derivatives of the Shares of the Company during the Relevant Period except for the Acquisition Agreement (as set out in the Letter from the Board in this circular)”.

Save for the information disclosed above, all other information contained in the Circular shall remain unchanged.

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

Ruzhou City, Henan Province, PRC, 11 January 2017

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 (other than the information relating to the Controlling Shareholders and parties acting in concert with any of them) 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 statement in this announcement misleading.

The sole director of Yu Kuo, Chairman Li, accepts full responsibility for the accuracy of the information contained in this announcement relating to the Controlling Shareholders and parties acting in concert with any of them, and confirms, having made all reasonable inquiries, that to the best of his 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 statement in this announcement misleading.