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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)

COMPLETION OF THE ACQUISITION

Reference is made to the announcement of China Tianrui Group Cement Company Limited (the “**Company**”) dated 19 January 2017 and the circular of the Company dated 30 December 2016 (the “**Circular**”) in relation to, among other matters, the Acquisition, the Specific Mandate and the Whitewash Waiver. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as defined in the Circular.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that the conditions precedent set out in the Acquisition Agreement have been fulfilled and Completion took place on 7 June 2017 in accordance with the terms and conditions of the Acquisition Agreement.

Pursuant to the Acquisition Agreement, 537,381,647 Consideration Shares were duly allotted and issued to Yu Kuo on 7 June 2017 at the Issue Price of HK\$1.92 per Share. Following Completion, Yongan Cement has become an indirect wholly-owned subsidiary of the Company and Xindeng Cement has become an indirect non wholly-owned subsidiary of the Company. Financials of both Target Companies will be consolidated into the accounts of the Company.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company immediately before and after Completion.

Yu Kuo and its parties acting in concert

	Immediately before Completion		Immediately after Completion	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Yu Kuo ⁽¹⁾	950,000,000	39.57%	1,487,381,647	50.62%
Wan Qi ⁽¹⁾	<u>689,400,000</u>	<u>28.71%</u>	<u>689,400,000</u>	<u>23.46%</u>
Sub-total:	1,639,400,000	68.28%	2,176,781,647	74.08%

Public Shareholders

PA Investment Funds SPC — PA Greater China Industrial Opportunities Fund Segregated Portfolio	237,600,000	9.90%	237,600,000	8.09%
Other public Shareholders	<u>523,900,000</u>	<u>21.82%</u>	<u>523,900,000</u>	<u>17.83%</u>
Total	<u>2,400,900,000</u>	<u>100%</u>	<u>2,938,281,647</u>	<u>100%</u>

Note:

1. Wan Qi is a company incorporated in BVI with limited liability and is wholly-owned by Mr. Tang Ming Chien as at the date of this announcement. Wan Qi and Mr. Tang Ming Chien are presumed to be acting in concert with Yu Kuo and other Controlling Shareholders under the Takeovers Code as it holds more than 20% interests in the Company.

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

Ruzhou City, Henan Province, PRC, 7 June 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, Mr. Li Jiangming and Mr. Ding Jifeng

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.