

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

VOLUNTARY ANNOUNCEMENT IN RELATION TO A POTENTIAL TRANSACTION

This is a voluntary announcement made by China Tianrui Group Cement Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”).

On 28 December 2018, the board of directors (the “**Directors**”) of the Company approved a potential transaction (the “**Potential Transaction**”) with CCB Financial Asset Investment Co., Ltd (建信金融資產投資有限公司), a wholly owned subsidiary of China Construction Bank Corporation (the “**Investor**”) whereby it is proposed that the Investor will invest in five wholly-owned subsidiaries of the Company (the “**Target Companies**”) by way of capital injection amounted RMB2 billion, subject to the terms of the definitive agreements to be entered into by the Group and the Investor (the “**Definitive Agreements**”).

It is expected that, upon completion of the Potential Transaction, the Target Companies will continue to be subsidiaries of the Company and their financial statements will continue to be consolidated with the financial statements of the Company.

The Target Companies are 衛輝市天瑞水泥有限公司 Weihui Shi Tianrui Cement Company Limited*, 大連天瑞水泥有限公司 Dalian Tianrui Cement Company Limited*, 天瑞集團汝州水泥有限公司 Tianrui Group Ruzhou Cement Company Limited*, 天瑞集團鄭州水泥有限公司 Tianrui Group Zhengzhou Cement Company Limited* and 天瑞集團光山水泥有限公司 Tianrui Group Guangshan Cement Company Limited*. They are engaged in the manufacture and sale of cement and clinker.

To the best of the information, knowledge and belief of the directors of the Company, the Investor is independent of the Company and connected persons of the Company.

The Directors consider that the Potential Transaction would strengthen the financial resources of the Group and enhance the business growth of the Group. The Directors consider that the Potential Transaction is in the interests of the Company and its shareholders as a whole.

The Potential Transaction is subject to, among other things, the execution of the Definitive Agreements, the terms and conditions of which are yet to be negotiated and agreed upon. The Potential Transaction, if materialised, may constitute a notifiable transaction for the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Further announcement(s) will be made by the Company as and when appropriate in compliance with the Listing Rules.

The Potential Transaction may or may not proceed as contemplated or at all. Shareholders and other investors are reminded to exercise caution when dealing in the shares or other securities of the Company.

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

Ruzhou City, Henan Province, PRC, 28 December 2018

As at the date of this announcement, the board of Directors consists of Chairman and Non-executive Director, Mr. Li Liufa; Executive Directors, Ms. Li Fengluan, Mr. Ding Jifeng, Mr. Xu Wuxue and Mr. Li Jiangming; and Independent Non-executive Directors, Mr. Kong Xiangzhong, Mr. Wang Ping and Mr. Du Xiaotang.

* *For identification purpose only*