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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 TOP-UP PLACING OF EXISTING SHARES AND
SUBSCRIPTION FOR NEW SHARES UNDER GENERAL MANDATE**

Placing Agent
CNI Securities Group Limited
 **中国北方证券集团**
CNI SECURITIES GROUP

Reference is made to the announcement of the Company dated 24 December 2024 and the supplemental announcement of the Company dated 6 January 2025 (the “**Supplemental Announcement**”) (collectively the “**Announcements**”) in relation to, among other things, the Placing and the Subscription. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Company is pleased to announce that completion of the Placing and the Subscription took place on 3 January 2025 and 7 January 2025, respectively.

All the conditions of the Placing have been fulfilled and completion of the Placing took place on 3 January 2025. A total of 145,000,000 Placing Shares have been successfully placed at the Placing Price of HK\$0.33 per Placing Share to not less than six independent placees selected and procured by or on behalf of the Placing Agent. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Placing Agent, the placees and their respective ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined under the Listing Rules). None of the placees and their ultimate beneficial owners has become a substantial shareholder (as defined under the Listing Rules) of the Company immediately after the completion of the Placing.

Further, all the conditions of the Subscription have been fulfilled and completion of the Subscription took place on 7 January 2025. A total of 145,000,000 Subscription Shares (equal to the number of the Placing Shares successfully placed under the Placing) were subscribed by the Vendor at the net Subscription Price (after deduction of related costs, professional fees and out-of-pocket expenses) of approximately HK\$0.324 per Subscription Share. The Subscription Shares represent approximately 4.70% of the issued share capital of the Company as enlarged by the Subscription.

The Company received total net proceeds of approximately HK\$47.0 million (net of related costs, professional fees and out-of-pocket expenses). For further details of the expected application of the abovementioned net proceeds, please refer to the Supplemental Announcement.

EFFECT OF THE PLACING AND THE SUBSCRIPTION

To the best of the Directors' knowledge and belief, the table below sets out the shareholding structure of the Company (i) immediately before completion of the Placing and the Subscription; (ii) immediately after completion of the Placing but before the Subscription; and (iii) immediately after completion of the Placing and the Subscription, on the assumption that the placees do not hold any Shares other than the Placing Shares:

Shareholders	Immediately before completion of the Placing and the Subscription		Immediately after completion of the Placing but before the Subscription		Immediately after completion of the Placing and the Subscription	
	Number of		Number of		Number of	
	Shares	Approx. %	Shares	Approx. %	Shares	Approx. %
The Vendor ⁽¹⁾	1,708,333,822	58.14	1,564,428,822	53.24	1,709,428,822	55.44
The placees	-	-	145,000,000	4.94	145,000,000	4.70
Other Shareholders	1,229,947,825	41.86	1,228,852,825	41.82	1,228,852,825	39.86
Total	2,938,281,647	100	2,938,281,647	100	3,083,281,647	100

Notes:

- (1) The Vendor is wholly owned by Carosse Limited which is in turn wholly owned by Tianrui (International) Holding Company Limited, whereas Tianrui (International) Holding Company Limited is wholly owned by Tianrui Group Company Limited. Tianrui Group Company Limited is 70% and 30% owned by Mr. Li Liufa and Ms. Li Fengluan, the spouse of Mr. Li Liufa respectively. Mr. Li Liufa, Ms. Li Fengluan, Tianrui Group Company Limited, Tianrui (International) Holding Company Limited, and Carosse Limited are respectively deemed to be interested in the shares held by the Vendor.
- (2) Any differences between totals and sums of components in figures contained in the above table are due to rounding.

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

Hong Kong, 7 January 2025

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