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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)**

## **VOLUNTARY ANNOUNCEMENT**

This announcement is made by China Tianrui Group Cement Company Limited (“**Company**”) on a voluntary basis.

Reference is made to the circular (“**Circular**”) of the Company dated 31 October 2014 in relation to the amended deed of non-competition (“**Amended Non-competition Deed**”) which has been approved in the extraordinary general meeting of the Company on 17 November 2014. Unless stated otherwise, capitalized terms used herein shall have the same meaning as those defined in the Circular.

Under the Amended Non-competition Deed, the Controlling Shareholders are allowed to pursue New Business Opportunity (i.e. the opportunity to engage in a business which is or may be in competition, directly or indirectly, with the business of the Group) after they have fulfilled the notification and best-effort requirements as set out in the Amended Non-competition Deed.

The Company has been notified that, as of the date of this announcement, Tianrui (International) Holding Company Limited, a wholly-owned subsidiary of Tianrui Group Company Limited which is owned as to 70% by Mr. Li Liufa (“**Chairman Li**”, the chairman, non-executive director and Controlling Shareholder of the Company), has acquired a total of 951,462,000 shares of China Shanshui Cement Group Limited (691.HK) (“**Shanshui Cement**”, a company which is listed on the Main Board of the Stock Exchange of Hong Kong Limited) representing approximately 28.16% issued share capital of Shanshui Cement as at the date of this announcement.

As Shanshui Cement is engaged in production of clinker and cement in China, the acquisition of shares in Shanshui Cement constitutes a New Business Opportunity under the Amended Non-competition Deed. All the procedural requirements set out in the Amended Non-competition Deed have been fulfilled prior to the said acquisitions and the Company has declined the New Business Opportunity and has duly granted consent with respect to the said acquisitions, the further details of which will be disclosed in the forthcoming 2014 annual report of the Company.

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

Ruzhou City, Henan Province, PRC, 15 April 2015

*As at the date of this announcement, the Board consists of:*

*Chairman and Non-executive Director*

Mr. Li Liufa

*Executive Directors*

Mr. Yang Yongzheng, Mr. Xu Wuxue and Mr. Li Jiangming

*Independent Non-executive Directors*

Mr. Kong Xiangzhong, Mr. Wang Ping and Mr. Du Xiaotang