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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 AND RESUMPTION OF TRADING

This announcement is made pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcement of the Company dated 20 June 2014 in relation to the trading halt in its shares. This announcement is made to clarify recent news reports related to the Company, which are in relation to the launch of debt notes issuance (“**Debt Notes**”) by Tianrui Group Company Limited (天瑞集團股份有限公司) (“**Issuer**”) on 17 June 2014.

At the request of China Tianrui Group Cement Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”), trading in its shares was halted with effect from 9:13 a.m. on 20 June 2014 pending the release of this announcement. An application has been made to the Stock Exchange for the resumption of trading in shares with effect from 1:00 p.m. on 23 June 2014.

This announcement is made pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Company has become aware of recent news reports published by certain media in relation to the Debt Notes issued by the Issuer (collectively, the “**Reports**”). The Board wishes to clarify the following:

- (1) The Issuer is not a member of the Group, and the Company has not been involved in the issuance of the Debt Notes.

(2) The Company has not verified or authorized the statements made in the Reports or any documents in relation to the issuance of the Debt Notes, and that such statements should not be treated as the Company's statement of profit forecast, performance indicator or business plan of the Group. In particular, the Company would like to clarify the following statements in the Reports:

(a) *"...within 6 months after issuance of the 13 Tianrui Cement Bond (note 1), the raised funds of RMB2,000,000,000 have all been utilized for the acquisition of target cement companies by the acquisition of 13 cement enterprises in Henan province and Liaoning province, including 10 cement grinding station (粉磨站), 3 clinker production lines and 1 supporting clinker production line to mining ..."*

(Note 1: please refer to the announcement of the Company dated 6 February 2013)

(b) *"...as compared to 2012, Tianrui Cement increased its revenue by approximately RMB1,000,000,000 in 2013, with the newly acquired enterprises achieving increases in their average production volume, income and net profits, and that their cement production capacity increased by 9,400,000 tonnes per year and clinker production capacity increased by 4,770,000 tonnes per year..."*

In relation to (a) & (b) above, it is hereby clarified that the Company has neither provided any supporting materials for nor concur with the statements. The Company has fully disclosed all relevant information in relation to its financials, fund raising activities and acquisition activities for the year of 2013 in its announcements, circulars and annual report in accordance with the Listing Rules.

(c) *"...in the next three to five years, Tianrui Cement ("Tianrui Cement", being Tianrui Group Cement Company Limited (天瑞集團水泥有限公司), a wholly owned subsidiary of the Company) plans to achieve the cement production capacity of 100,000,000 tonnes, sales income of RMB50,000,000,000 and increase of net profits of RMB5,000,000,000, 35% market share in the Liaoning Province and 5% market share in the PRC of..."*

In relation to paragraph (c) above, it is hereby clarified that the Company has neither provided any supporting materials for nor concur with this statement, and that this statement should not be treated as the Company's statement of the profit forecast, performance indicator or business plan of the Group.

(3) The Reports have quoted the statements of Mr. Kong Xiangzhong, one of our independent non-executive directors, as follows:

“...Tianrui Group (note 2) can take advantage of its subsidiary China Tianrui Group Cement Company Limited (1252.HK)...to...undertake activities on the capital market”.

(Note 2: the Issuer.)

It is hereby clarified that the Company has neither provided any supporting documents for nor concur with the above statement. Mr. Kong has also confirmed to the Company that he did not make the above statement.

(4) The Company is now in the course of studying all the relevant information related to the Reports and will make further clarification announcement if needed.

Investors are advised to rely on information released by the Company, and to make investments in a rational manner and be aware of related risks.

By order of the Board
China Tianrui Group Cement Company Limited
Yu Chunliang
Joint Company Secretary

Ruzhou City, Henan Province, PRC, 23 June 2014

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