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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 EQUITY TRANSFER OF TIANRUI GROUP COMPANY

This announcement is made by the Company on a voluntary basis.

The Company has been informed that the Equity Transfer was completed on 31 March 2015. The Equity Transfer was among Chairman Li, Mrs. Li (Chairman Li's wife) and Mr. Li Xuanyu (Chairman Li's son) for the purpose of family wealth restructuring.

Under the Equity Transfer, Mr. Li Xuanyu has transferred (i) his 30% of the issued share capital in Tianrui Group Company to Mrs. Li at a nominal consideration of RMB1.00; and (ii) his 18% of the issued share capital in Tianrui Group Company to Chairman Li at a nominal consideration of RMB1.00. Upon completion of the Equity Transfer on 31 March 2015, Mr. Li Xuanyu ceased to have any interest in Tianrui Group Company while Chairman Li and Mrs. Li held 70% and 30% of the issued share capital of Tianrui Group Company, respectively. Collectively, Chairman Li and Mrs. Li held 39.57% of the issued share capital of the Company, through Tianrui Group Company, Tianrui International, Holy Eagle, Yu Qi and Yu Kuo. Mr. Li Xuanyu has ceased to have any interest in the issued share capital of the Company.

The SFC has granted a waiver pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code of the obligation on the part of Mrs. Li to make a general offer for the shares of the Company arising as a result of the Equity Transfer.

CHANGE OF CONTROLLING SHAREHOLDER OF THE COMPANY

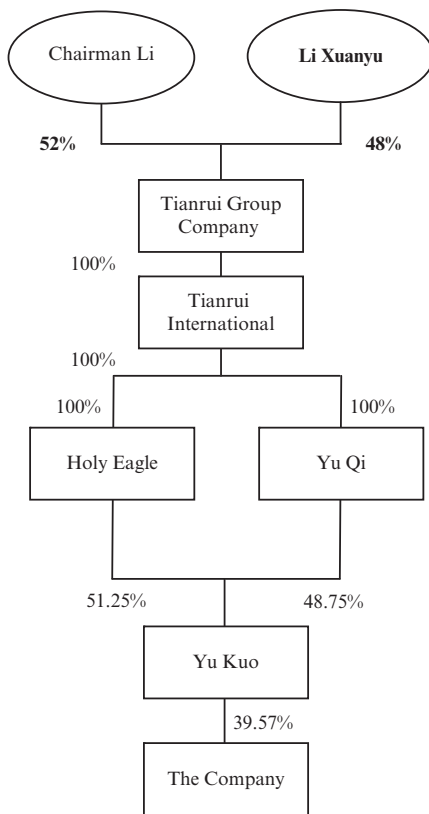
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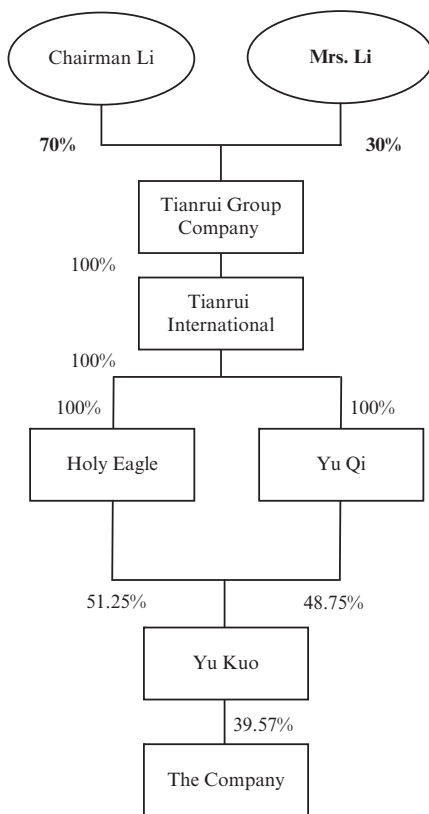
Prior to the Equity Transfer, Chairman Li and Mr. Li Xuanyu were the ultimate beneficial owners and collectively held 39.57% of the issued share capital of the Company through Tianrui Group Company, Tianrui International, Holy Eagle, Yu Qi and Yu Kuo.

The simplified shareholding structures of the relevant companies before and immediately after the completion of the Equity Transfer are set out below:

Before the Equity Transfer:



Immediately after the completion of the Equity Transfer:



Under the Equity Transfer, Mr. Li Xuanyu has transferred (i) his 30% of the issued share capital in Tianrui Group Company to Mrs. Li at a nominal consideration of RMB1.00; and (ii) his 18% of the issued share capital in Tianrui Group Company to Chairman Li at a nominal consideration of RMB1.00.

Upon completion of the Equity Transfer on 31 March 2015, Chairman Li and Mrs. Li held 70% and 30% of the issued share capital of Tianrui Group Company, respectively. Collectively, Chairman Li and Mrs. Li held 39.57% of the issued share capital of the Company, through Tianrui Group Company, Tianrui International, Holy Eagle, Yu Qi and Yu Kuo. Mr. Li Xuanyu has ceased to have any interest in the issued share capital of the Company.

WAIVER FROM STRICT COMPLIANCE UNDER THE TAKEOVERS CODE

SFC has granted a waiver pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code of the obligation on the part of Mrs. Li to make a general offer for the shares in the Company as a result of the Equity Transfer.

DEFINITIONS

In this announcement the following expressions shall have the following meanings, unless the context otherwise requires:

“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Chairman Li”	Li Liufa (李留法), the founder, chairman, non-executive director and an ultimate controlling shareholder of the Company, sole director of Yu Qi, the sole director of Holy Eagle, the husband of Mrs. Li and the father of Mr. Li Xuanyu
“Company”	China Tianrui Group Cement Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Holy Eagle”	Holy Eagle Company Limited (神鷹有限公司), a company incorporated in the BVI with limited liability, which is wholly owned by Tianrui International
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Li Xuanyu”	the son of Chairman Li and Mrs. Li
“Mrs. Li”	Li Fengluan, the wife of Chairman Li and mother of Mr. Li Xuanyu
“PRC”	the People’s Republic of China, which for the purposes of this announcement excludes Hong Kong, Macau and Taiwan
“Equity Transfer”	the transfer of 18% and 30% issued share capital in Tianrui Group Company held by Mr. Li Xuanyu to Chairman Li and Mrs. Li respectively

“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases published by the SFC
“Tianrui Group Company”	Tianrui Group Company Limited (天瑞集團股份有限公司), a company established in the PRC with limited liability
“Tianrui International”	Tianrui (International) Holding Company Limited (天瑞(國際)控股有限公司) a company incorporated in the BVI with limited liability, which is wholly owned by Tianrui Group Company
“Yu Kuo”	Yu Kuo Company Limited (煜闊有限公司), a company incorporated in the BVI with limited liability, which is an intermediate controlling shareholder of the Company holding 39.57% of the issued share capital of the Company and the issued share capital of which is owned as to 51.25% by Holy Eagle and 48.75% by Yu Qi
“Yu Qi”	Yu Qi Company Limited (煜祺有限公司), a company incorporated in the BVI with limited liability, which is wholly owned by Tianrui International

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

Ruzhou City, Henan Province, PRC, 8 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