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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 after they have fulfilled the notification and best-effort requirements as set out in the Amended Non-competition Deed. As of the date of this announcement, Tianrui Group Company Limited (天瑞集團股份有限公司) 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 71,365,588 shares (“**Tongli Shares**”) of Henan Tongli Cement Co., Ltd. (000885) (“**Tongli Cement**”, a company which is listed on the Shenzhen Stock Exchange), representing approximately 15.03% equity interests of Tongli Cement as at the date of this announcement. Tongli Cement is engaged in, among others, the manufacture and sale of cement in China. All the procedural requirements set out in the Amended Non-competition Deed have been fulfilled prior to the said acquisitions.

Under the Amended Non-competition Deed, the Controlling Shareholders have undertaken to, inter alia, grant the Company the Option to acquire the Tongli Shares upon the terms which are not less favourable than the acquisition in the first instance. The Controlling Shareholders have notified the Company of their intention to propose the appointment of directors to the board of Tongli Cement and have proposed that Mr. Li Heping (chief executive officer of the Company) would be appropriate director candidate, considering his industry experience and position with the Company which would be beneficial to consistency of management if and when the Company decides to exercise the Option to acquire the Tongli Shares and gains the right to propose director(s) of its own preference to the board of Tongli Cement. In this connection, the Board (including Independent non-executive directors) of the Company is of the view that exercising the Option at this stage would not be in the interest of the Company, particularly since this would cause cashflow pressure on the Company, while it shares the view that appointment of the Proposed Director to become board members of Tongli Cement will be beneficial to consistency of management if and when the Company

decides to exercise the Option to acquire the Tongli Shares and gains the right to propose director(s) of its own preference to the board of Tongli Cement. Appointment of the Proposed Director is subject to approval by shareholders of Tongli Cement, and if the appointment is approved, the Company shall make appropriate internal control arrangement.

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
Li Liufa
Chairman

Ruzhou City, Henan Province, PRC, 21 August 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