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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 the board (“**Board**”) of directors of 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, and the announcement (“**Announcement**”) of the Company dated 15 April 2015 in relation to acquisition of approximately 28.16% issued share capital (“**Shanshui 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) by Tianrui (International) Holding Company Limited, a wholly-owned subsidiary of Tianrui Group Company Limited (“**Tianrui Group**”) which is owned as to 70% by Mr. Li Liufa (“**Chairman Li**”, the chairman, non-executive director and Controlling Shareholder of the Company). Unless stated otherwise, capitalized terms used herein shall have the same meaning as those defined in the Circular and the Announcement.

Reference is made to the announcement (“**Recent Announcement**”) made by Shanshui Cement on 11 November 2015 in relation to, among others, the winding-up petition by Shanshui Cement and its application for appointment of provisional liquidators, which would constitute a default of the US\$500,000,000 7.50% senior notes due 2020 issued by Shanshui Cement (“**2020 Notes**”). The Company has been notified by Tianrui Group, its controlling shareholder, that Tianrui Group is nevertheless prepared to execute a deed of undertaking in favor of, amongst others, the Grand Court of the Cayman Islands stating that, among others, if Shanshui Cement is contractually obliged to and is indeed required to redeem the 2020 Notes by reason of the changes (“**Reconstitution Plan**”) regarding Shanshui Cement’s board of directors as stated in the circular of Shanshui Cement dated 4 November 2015 (contrary to the “change of control” clause contained in the 2020 Notes) and Shanshui Cement’s board of directors is indeed reconstituted as requisitioned based upon the Reconstitution Plan, Tianrui Group shall cause Shanshui Cement to have sufficient funds in order to support the redemption of such 2020 Notes as required within such period as prescribed in the 2020 Notes, by taking appropriate actions which might include but not limited to providing Shanshui Cement with shareholders’ loans with interest charged at prevailing market rate, or alternatively by offering Tianrui Group as co-guarantor to secure third party funding for Shanshui Cement.

The Group wishes to emphasize that the Group does not hold any shares of Shanshui Cement as at the date of this announcement, and the subject matter in the aforesaid deed of undertaking does not have any adverse impact on the Group's current operation.

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, 17 November 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