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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)

PROFIT WARNING

This announcement is made by China Tianrui Group Cement Company Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”) pursuant to Inside Information Provisions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) and Rule 13.09(2) of the Listing Rules.

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company and potential investors that based on the preliminary review of the unaudited management accounts of the Group for the year ended 31 December 2015 and the information currently available, it is expected that the Group will experience a decline of more than 30% in its net profit for the year ended 31 December 2015 as compared with the corresponding period of 2014. The principal reason for the decline is that, during 2015, the growth of market demand for cement had declined and the selling prices of cement products had dropped significantly as compared to 2014 due to the slower growth in China’s fixed asset investments which has affected the cement industry in general.

The Company is still in the process of finalising its audited consolidated financial statements for the year of 2015. The information contained in this announcement is only based on a preliminary assessment by the management of the Company with reference to the information currently available, which have not been audited by the Company’s auditors and are subject to possible adjustments arising from further review. The annual results are expected to be published on or before 31 March 2016.

References are made to (1) the announcement dated 9 September 2015 (the “**Announcement**”) issued by the Company in relation to, among others, the Acquisition and the Whitewash Waiver; and (2) the announcement of the Company dated 25 January 2016 (“**Delay Announcement**”) regarding the further delay in despatch of the Circular to postpone the despatch date of the circular (“**Circular**”) in relation to the Acquisition and Whitewash Waiver to a date not later than 31 March 2016. Save as defined herein, capitalized terms used in this announcement have the same meanings as defined in the Announcement and the Delay Announcement.

Pursuant to Rule 10 of The Code on Takeovers and Mergers issued by the Securities and Futures Commission (the “**Takeovers Code**”), this profit warning constitutes a profit forecast and is required to be reported on by the Company’s financial advisers and its auditor or accountant in accordance with Rule 10.4 of the Takeovers Code. However, due to the time constraints faced by the Company when issuing this announcement, this profit warning does not meet the standard required by Rule 10 of the Takeovers Code. This profit warning is normally required to be separately reported on by the Company’s financial adviser and its auditor or accountant and such report shall be contained in the next document to be issued by the Company to its shareholders. In the event that the Company (i) publishes its annual results announcement for the twelve months ended 31 December 2015 (to which this profit warning relates) prior to the issue of the Circular, and (ii) includes such annual results together with the notes to the financial statements in the Circular, the inclusion of such a report by its financial adviser and its auditor or accountant in the Circular will no longer be required. If the Circular is despatched to shareholders before the annual results announcement of the Company for the twelve months ended 31 December 2015 is published, the profit warning will be reported on in accordance with Rule 10 of the Takeovers Code.

Shareholders and potential investors of the Company should note that this profit warning has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on this profit warning in assessing the merits and demerits of the Acquisition and the Whitewash Waiver. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 18 February 2016

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

Chairman and Non-executive Director

Mr. Li Liufa

Executive Directors

Mr. Xu Wuxue and Mr. Li Jiangming

Non-executive Directors

Mr. Li Heping and Mr. Yang Yongzheng

Independent Non-executive Directors

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.