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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)

**DESPATCH OF CIRCULAR IN RELATION TO
DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO
ACQUISITION OF 100% INTEREST IN
HENAN YONGAN CEMENT COMPANY LIMITED AND
55% INTEREST IN
TIANRUI XINDENG ZHENGZHOU CEMENT COMPANY LIMITED
ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE
AND
APPLICATION FOR WHITEWASH WAIVER**

Reference is made to the announcement dated 25 November 2016 issued by China Tianrui Group Cement Company Limited (the “**Company**”) in relation to, among others, the Acquisition, the Specific Mandate and the Whitewash Waiver and the announcement of the Company dated 16 December 2016 in relation to the delay in despatch of the Circular (collectively, the “**Announcements**”). Save as defined herein, capitalised terms used in this announcement have the same meanings as defined in the Announcements.

DESPATCH OF CIRCULAR

The Board is pleased to announce that a circular (the “**Circular**”) containing among others: (1) details of the Acquisition, the Whitewash Waiver and the Specific Mandate; (2) a letter of recommendation from the Listing Rules IBC to the Independent Shareholders on the Acquisition and Specific Mandate; (3) a letter of recommendation from the Takeovers Code IBC to the Independent Shareholders on the Acquisition, the Whitewash Waiver and Specific Mandate; (4) a letter of advice by the Independent Financial Adviser to the Listing Rules IBC, the Takeovers Code IBC and the Independent Shareholders on the Acquisition, the Whitewash Waiver and the Specific Mandate; and (5) a notice convening the EGM has been despatched to the Shareholders on 30 December 2016.

The EGM will be held at 2:30 p.m. on 19 January 2017 at Room 1, United Conference Centre Limited, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong, details of which are set out in the notice of EGM contained in the Circular.

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

Hong Kong, 30 December 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 information contained in this announcement and confirm, having made all reasonable enquiries, 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 such statement contained in this announcement misleading.