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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)**

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 19 JANUARY 2017  
AND  
(2) GRANT OF WHITEWASH WAIVER**

**POLL RESULTS OF THE EGM**

The Board is pleased to announce that the resolution as set out in the Notice was duly passed by the Independent Shareholders at the EGM held on 19 January 2017 by way of poll.

**GRANT OF WHITEWASH WAIVER**

The Executive granted the Whitewash Waiver on 17 January 2017, subject to the conditions set out therein. The Acquisition, the Specific Mandate and the Whitewash Waiver have been approved by the Independent Shareholders at the EGM by way of poll. Further announcement will be made by the Company upon Completion.

This announcement is made by China Tianrui Group Cement Company Limited (the “**Company**”) pursuant to Rule 13.39(5) of the Listing Rules and the Takeovers Code.

Reference is made to the circular of the Company dated 30 December 2016 (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting of the Company (the “**EGM**”) dated 30 December 2016. Save as defined herein, capitalised terms used in this announcement have the same meanings as defined in the Circular and the Notice.

## POLL RESULTS OF THE EGM

The Board is pleased to announce that the resolution as set out in the Notice (the “**Resolution**”) was duly passed by way of poll at the EGM 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.

The EGM was presided over by Mr. Li Jiangming, an executive Director of the Company.

As at the date of the EGM, the total number of issued Shares of the Company was 2,400,900,000 Shares. As at the date of the EGM, (i) Yu Kuo, which is ultimately controlled by Chairman Li, holds a total of 950,000,000 Shares, representing approximately 39.57% of the total number of Shares in issue as at the date of the EGM; and (ii) Wan Qi holds a total of 689,400,000 Shares, representing approximately 28.71% of the total number of Shares in issue as at the date of the EGM. As Yu Kuo and Wan Qi (being a party which is presumed to be acting in concert with Yu Kuo under the Takeovers Code) are involved in or interested in the Acquisition, the Specific Mandate, the Whitewash Waiver and the transactions contemplated thereunder, Yu Kuo and Wan Qi had abstained from voting on the Resolution at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on the Resolution was 761,500,000 Shares, representing approximately 31.72% of the total issued Shares of the Company as at the date of the EGM. Save as disclosed above, (i) there were no Shares entitling the holder to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Listing Rules and (ii) no Shareholders had stated their intention in the Circular to vote against or abstain from voting on the Resolution at the EGM.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed by the Company and acted as the scrutineer for the vote-taking at the EGM.

The poll results of the Resolution proposed at the EGM were as follows:

Ordinary Resolution		Number of votes cast and percentage of total number of votes cast (approximate %)		Total Number of votes cast
		For	Against	
1	<p>(a) To approve, confirm and ratify the Acquisition Agreement and all transactions contemplated hereunder;</p> <p>(b) To approve the grant of the Specific Mandate to the Directors to exercise all the powers of the Company to allot and issue the Consideration Shares and authorise any one Director to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to any matter relating to or incidental to the Specific Mandate; and</p> <p>(c) To authorise any one Director of the Company or any two directors of the Company (if the affixation of the common seal is necessary) for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company on) any and all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated under the Acquisition Agreement as he/they may in his/their absolute discretion consider necessary, desirable or expedient to give effect to the Acquisition Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in his/their own opinion, in the interest of the Company and its shareholders as a whole.</p>	632,604,000 (100%)	0 (0%)	632,604,000
2	To approve the Whitewash Waiver and to authorise any one or more Directors to do all things and acts and sign all documents which he/they consider desirable or expedient to implement and/or give full effect to any matters relating to or in connection with the Whitewash Waiver.	632,602,000 (99.99%)	2,000 (0.01%)	632,604,000

For details of the Resolution, please refer to the Notice and the Circular.

As more than 50% of the votes were cast in favour of the Resolution at the EGM, the Resolution was duly passed as an ordinary resolution of the Company.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon Completion (assuming that save for the issue of the Consideration Shares, there is no issue or repurchase of Shares by the Company from the date of this announcement to the date of Completion and there is no grant and exercise of any options under the Share Option Scheme). Shareholders should take note that the analysis under scenario (ii) is shown for illustration purpose only.

Yu Kuo and its parties acting in concert	As at the date of this announcement		Upon Completion	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Yu Kuo <sup>(1)</sup>	950,000,000	39.57%	1,487,381,647	50.62%
Wan Qi <sup>(1)</sup>	<u>689,400,000</u>	<u>28.71%</u>	<u>689,400,000</u>	<u>23.46%</u>
Sub-total:	<u>1,639,400,000</u>	<u>68.28%</u>	<u>2,176,781,647</u>	<u>74.08%</u>
<b>Public Shareholders</b>				
PA Investment Funds SPC				
— PA Greater China Industrial Opportunities Fund Segregated Portfolio	237,600,000	9.90%	237,600,000	8.09%
Yue Xiu Investment Fund Series Segregated Portfolio Company	123,000,000	5.12%	123,000,000	4.19%
Other public Shareholders	<u>400,900,000</u>	<u>16.70%</u>	<u>400,900,000</u>	<u>13.64%</u>
Total	<u>2,400,900,000</u>	<u>100%</u>	<u>2,938,281,647</u>	<u>100%</u>

*Note:*

1. Wan Qi is a company incorporated in BVI with limited liability and is wholly-owned by Mr. Tang Ming Chien. Wan Qi and Mr. Tang Ming Chien are presumed to be acting in concert with Yu Kuo and other Controlling Shareholders under the Takeovers Code as it holds more than 20% interests in the Company.

## GRANT OF WHITEWASH WAIVER

The Executive granted the Whitewash Waiver on 17 January 2017, subject to (i) the issue of the new Shares being approved by a vote of the Independent Shareholders at the EGM, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by Yu Kuo and parties acting in concert with it between the Announcement and the Completion. The Acquisition, the Specific Mandate and the Whitewash Waiver have been approved by the Independent Shareholders at the EGM by way of poll. Further announcement will be made by the Company upon Completion.

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

Hong Kong, 19 January 2017

*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.*