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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)

ANNOUNCEMENT PLEDGE OF SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by China Tianrui Group Cement Company Limited (the “**Company**”) pursuant to Rule 13.17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

On 22 June 2017, Yu Kuo Company Limited (煜闊有限公司) (“**Yu Kuo**”), the controlling shareholder of the Company, pledged 537,381,647 ordinary shares in the issued shares of the Company (the “**Pledged Shares**”) in favour of a certain lender (the “**Lender**”) as security for a term loan facility in an aggregate amount of HK\$600,000,000 provided by the Lender to the Company. The Pledged Shares represent approximately 18.29% of the total issued shares of the Company as at the date of this announcement.

Yu Kuo is a company incorporated in the BVI with limited liability, which is owned by Holy Eagle Company Limited (神鷹有限公司) (“**Holy Eagle**”) as to 51.25% and by Yu Qi Company Limited (煜祺有限公司) (“**Yu Qi**”) as to 48.75%. Both Holy Eagle and Yu Qi are wholly owned by Tianrui (International) Holding Company Limited (天瑞(國際)控股有限公司), which is wholly owned by Tianrui Group Company Limited (天瑞集團股份有限公司), a company incorporated in the PRC with limited liability, which is 70% owned by Mr. Li Liufa (“**Mr. Li**”), the controlling shareholder of the Company and 30% owned by Ms. Li Fengluan, the spouse of Mr. Li. As at the date of this announcement, Mr. Li and Ms. Li Fengluan have an aggregate interest of approximately 50.62% of the issued share capital of the Company.

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

Ruzhou City, Henan Province, PRC, 26 June 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, Mr. Li Jiangming and Mr. Ding Jifeng

Non-executive Directors

Mr. Li Heping and Mr. Yang Yongzheng

Independent Non-executive Directors

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