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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. ANNOUNCEMENT PURSUANT TO RULE 13.51B(2) OF THE LISTING RULES

This announcement is made by China Tianrui Group Cement Company Limited (the “**Company**”) pursuant to Rule 13.51B(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the chairman and non-executive director of the Company, Mr. Li Liufa (“**Chairman Li**”).

Reference is made to the Company’s announcement dated 2 April 2019 in relation to a legal proceeding commenced in Hong Kong by China Shanshui Cement Group Limited (“**CSC**”) and certain of its subsidiaries (the “**Action**”). In the Action, Chairman Li and two holding companies of the Company, namely Tianrui (International) Holding Company Limited (“**Tianrui International**”) and Tianrui Group Company Limited (“**Tianrui Group**”, together with Chairman Li and Tianrui Group, the “**Tianrui Parties**”), are, among others, the defendants in the Action. The allegation against the Tianrui Parties in the Action is that they have acted improperly to harm CSC’s interest. The Company has been informed by the Tianrui Parties that such allegations are totally unfounded. On the contrary, Tianrui Group has, on various occasions, supported CSC and its subsidiaries financially with multiple unsecured and interest-free loans, and has provided corporate guarantee in respect of CSC’s debts due to third parties. As at the date of this announcement, not less than US\$129 million of such loans provided by Tianrui Group remains outstanding.

The Company has been informed by the Tianrui Parties that the allegations against the Tianrui Parties in the Action are unfounded and that the claims of CSC are groundless, and the Tianrui Parties will vigorously defend the Action.

2. VOLUNTARY ANNOUNCEMENT

The Company has further been informed by Tianrui International that on 30 August 2018, Tianrui International presented a petition to the Grand Court of the Cayman Islands to wind up CSC on just and equitable grounds. Subsequent to an order obtained by CSC at the Court of First Instance to strike out the petition, the petition was reinstated by the Cayman Islands Court of Appeal (“CICA”) following a successful appeal by Tianrui International. CSC’s application for leave to appeal the decision of the CICA to the Privy Council was rejected on all grounds at the conclusion of the hearing of CSC’s application for such leave on 16 April 2019 (Cayman time). The winding-up petition against CSC remains in force.

By order of the board
China Tianrui Group Cement Company Limited
Li Fengluan
Executive director

Ruzhou City, Henan Province, the PRC, 30 April 2019

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

Chairman and Non-executive Director

Mr. Li Liufa

Executive Directors

Ms. Li Fengluan, Mr. Ding Jifeng, Mr. Xu Wuxue and Mr. Li Jiangming

Independent Non-executive Directors

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