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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)

UPDATE ANNOUNCEMENT —

**(I) DISCLOSEABLE TRANSACTION — DEEMED DISPOSAL OF
EQUITY INTERESTS IN THE TARGET COMPANIES; AND
(II) DISCLOSEABLE TRANSACTION — GRANT OF RIGHT TO
REPURCHASE EQUITY INTERESTS IN THE TARGET COMPANIES**

Reference is made to the announcement of China Tianrui Group Cement Company Limited (the “**Company**”) dated 29 December 2018 (the “**Announcement**”). Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcement.

The Company would like to update the Shareholders that, on 31 May 2019, the Investor, Tianrui Cement and the Fourth Target Company entered into an amendment agreement (the “**Amendment Agreement**”) to replace the existing share pledge over the 100,000,000 shares of Shanshui Cement held by Tianrui (International) Holding Company Limited with a share charge over 50,000,000 Shares held by Yu Kuo Company Limited, a controlling Shareholder of the Company, in favour of the Investor as security for the obligations of Tianrui Cement under the Share Repurchase Agreements.

Save as disclosed above, the other terms of the Share Repurchase Agreements remain unchanged.

As at the date of this announcement, Tianrui Group has pledged a total of 250,000,000 Shares in favour of the Investor as security for the obligations of the Group under the Agreements. Such pledged Shares represent approximately 8.51% of the Shares in issue as at the date of this announcement. Tianrui Group is owned as to 70% by Chairman Li and as to 30% by Ms. Li. As at the date of this announcement, Chairman Li and Ms. Li have an aggregate interest of approximately 67.62% of the Shares in issue.

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

Ruzhou City, Henan Province, PRC, 12 June 2019

As at the date of this notice, 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; and independent non-executive Directors, Mr. Kong Xiangzhong, Mr. Wang Ping and Mr. Du Xiaotang.