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*Unless otherwise defined in this announcement, terms defined in the prospectus of China Tianrui Group Cement Company Limited 中國天瑞集團水泥有限公司 (the “**Company**”) dated December 14, 2011 (the “**Prospectus**”) have the same meanings when used in this announcement.*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

Prospective investors of the Hong Kong Public Offer Shares should note that the Joint Global Coordinators (on behalf of the Hong Kong Underwriters) are entitled to terminate their obligations under the Hong Kong Underwriting Agreement by notice in writing to the Company, upon the occurrence of any of the events set out in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offer — Grounds for Termination” in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the date on which dealings in Shares first commence on the Stock Exchange (which is currently expected to be Friday, December 23, 2011).

*In connection with the Global Offering, Deutsche Bank AG, Hong Kong Branch as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Hong Kong Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market, for a limited period after the Listing Date. There is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct such stabilizing action. Such stabilization action, if taken, will be conducted at the absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time, and is required be brought to an end after a limited period. Such transactions may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements. The details of the intended stabilization and how it will be regulated under the Securities and Futures (Price Stabilizing) Rules of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“**SFO**”) are contained in the Prospectus.*

In connection with the Global Offering, the Stabilizing Manager after consultation with the Joint Global Coordinators, on behalf of the International Underwriters, may exercise the Over-allotment Option to allot and issue up to and not more than an aggregate of 60,135,000 Shares (representing 15% of the Offer Shares initially available under the Global Offering) to cover over-allocations (if any) in the International Placing at any time from the Listing Date until Wednesday, January 18, 2012, being the 30th day from the last day for the lodging of applications under the Hong Kong Public Offer. In the event that such Over-allotment Option is exercised, a press announcement will be made.

This announcement is for information purposes only and does not constitute an invitation or offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus issued by the Company for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.



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)

GLOBAL OFFERING

Number of Offer Shares : 400,900,000 Shares (subject to the Over-allotment Option)

Number of Hong Kong Public Offer Shares : 40,090,000 Shares (subject to adjustment)

Number of International Placing Shares : 360,810,000 Shares (subject to adjustment and the Over-allotment Option)

Offer Price : Not more than HK\$3.61 per Offer Share payable in full on application, subject to refund, plus brokerage of 1.0%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%

Nominal value : HK\$0.01 per Share

Stock code : 1252

Joint Global Coordinators, Joint Bookrunners, Joint Lead Managers and Joint Sponsors

Deutsche Bank 

 BOC INTERNATIONAL

 交銀國際
BOCOM INTERNATIONAL

 建银国际
CCB International

Application has been made to the Listing Committee of the Hong Kong Stock Exchange for the granting of the approval for the listing of, and permission to deal in the Shares in issue and to be issued pursuant to Global Offering (including the additional Shares which may be issued upon the exercise of the Over-allotment Option), the Shares to be issued pursuant to the Capitalization Issue and any Shares which may be issued pursuant to the exercise of the Share Option Scheme. The Global Offering comprises the Hong Kong Public Offering of initially 40,090,000 Hong Kong Public Offer Shares (subject to adjustment) and the International Placing of initially 360,810,000 International Placing Shares (subject to adjustment and the Over-allotment Option). The allocation of the Shares between the Hong Kong Public Offering and the International Placing is subject to adjustment as stated in the section headed “Structure of the Global Offering — The Hong Kong Public Offer” in the Prospectus. In the event the Over-allotment Option is exercised, an announcement will be made by the Company.

Applications for the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.

Applicants who wish to be allotted the Hong Kong Public Offer Shares in their own names should (i) complete and sign the **WHITE** Application Form; or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who wish to have the Hong Kong Public Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should complete and sign the **YELLOW** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, December 14, 2011 until 12:00 noon on Monday, December 19, 2011 from any of the following addresses of the Hong Kong Underwriters:

Deutsche Bank AG, Hong Kong Branch	52/F International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong
BOCI Asia Limited	26/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong
BOCOM International Securities Limited	9th Floor, Man Yee Building, 68 Des Voeux Road Central, Hong Kong
CCB International Capital Limited	34/F, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong

or any of the following branches of:

(a) The Hongkong and Shanghai Banking Corporation Limited

	Branch Name	Address
Hong Kong Island:	Hong Kong Office	Level 3, 1 Queen's Road Central, HK
	Cityplaza Branch	Unit 065, Cityplaza I, Taikoo Shing, HK
	Des Voeux Road West Branch	Western Centre, 40-50 Des Voeux Road West, HK
Kowloon:	Kwun Tong Branch	No. 1, Yue Man Square, Kwun Tong, Kowloon
	Mong Kok Branch	Basement & U/G, 673 Nathan Road, Mong Kok, Kowloon
New Territories:	Tuen Mun Town Plaza Branch	Shop 1, UG/F, Shopping Arcade Phase II, Tuen Mun Town Plaza, Tuen Mun, New Territories

(b) Bank of China (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island:	Bank of China Tower Branch	3/F, 1 Garden Road
	King's Road Branch	131-133 King's Road, North Point
	Lee Chung Street Branch	29-31 Lee Chung Street, Chai Wan
Kowloon:	Whampoa Garden Branch	Shop G8B, Site 1, Whampoa Garden, Hung Hom
	East Point City Branch	Shop 101, East Point City, Tseung Kwan O
	Mei Foo Mount Sterling Mall Branch	Shop N47-49 Mount Sterling Mall, Mei Foo Sun Chuen

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, December 14, 2011 until 12:00 noon on Monday, December 19, 2011 at the Depository Counter of HKSCC at 2/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have the **YELLOW** Application Forms and the Prospectus available.

Applicants may apply online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk from 9:00 a.m. on Wednesday, December 14, 2011 until 11:30 a.m. on Monday, December 19, 2011 (or such later date as may apply as described in the section headed “How to Apply for Hong Kong Public Offer Shares — 6. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus) (24 hours daily, except on the last application day).

Please refer to the “Structure of the Global Offering” and “How to Apply for Hong Kong Public Offer Shares” sections of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the final Offer Price on Thursday, December 22, 2011, whereas the general level of indication of interest in the International Placing and the basis of allotment and the level of applications under the Hong Kong Public Offering are expected to be published on Thursday, December 22, 2011 in *The Standard* (in English) and *Hong Kong Economic Times* (in Chinese) and be posted on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.trcement.com). The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration certificate numbers of successful applicants under the Hong Kong Public Offering will be available in a manner described in the section entitled “How to Apply for Hong Kong Public Offer Shares — 7. Publication of Results” in the Prospectus.

Dealings in the Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Friday, December 23, 2011. The Shares will be traded in board lots of 1,000 Shares each. The stock code is 1252. The Company will not issue any temporary documents of title.

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

Hong Kong, December 14, 2011

As at the date of this announcement, the executive Directors are Mr. Li Heping, Mr. Liu Wenying and Mr. Yu Yagang; the non-executive Directors are Mr. Li Liufa and Mr. Tang Ming Chien; and the independent non-executive Directors are Mr. Wang Yanmou, Mr. Poon Chiu Kwok, Mr. Ma Chun Fung Horace and Mr. Song Quanqi.

*Please also refer to the published version of this announcement in **The Standard** (in English) and in **Hong Kong Economic Times** (in Chinese).*