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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)

VOLUNTARY ANNOUNCEMENT

ISSUANCE OF DOMESTIC CORPORATE BONDS BY PRC SUBSIDIARY

This is a voluntary announcement regarding the issuance of domestic corporate bonds by a PRC subsidiary of the Company in the PRC. Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

The board of directors of China Tianrui Group Cement Company Limited (the “**Company**”) is pleased to announce that Tianrui Group Cement Company Limited (天瑞集團水泥有限公司) (“**Tianrui Cement**”), a wholly-owned subsidiary of the Company, has successfully completed an issuance of corporate bonds in an aggregate principal amount of RMB2 billion to institutional investors in the PRC on 6 February 2013, which have a term of eight years and bear interest at a rate of 7.10% per annum (the “**2013 Tianrui Cement Corporate Bonds**”). The 2013 Tianrui Cement Corporate Bonds are jointly and severally guaranteed by Tianrui Group Foundry Company Limited (天瑞集團鑄造有限公司) (“**Tianrui Foundry**”) and Tianrui Group Travel Development Company Limited (天瑞集團旅遊發展有限公司) (“**Tianrui Travel**”). The guarantees have been provided at no cost to Tianrui Cement.

Principal terms of the 2013 Tianrui Cement Corporate Bonds are summarized as follows.

Issuer: Tianrui Cement

Aggregate principal amount: RMB2 billion

Maturity date: 4 February 2021

Interest rate: 7.10% per annum, payable annually in arrears on 4 February of each year, commencing 4 February 2013

Use of proceeds: (i) RMB1.84 billion, for acquisition of clinker and cement production lines in Henan province, Liaoning province and other areas; and

(ii) RMB160 million, for general working capital purposes.

Guarantors: Tianrui Foundry and Tianrui Travel, both are indirectly controlled by Mr. Li Liufa, the founder, chairman and a controlling shareholder of the Company.

Guarantee: Tianrui Foundry and Tianrui Travel unconditionally and irrevocably guarantee, on a joint and several basis, the due and punctual payment of the principal of and interest on the 2013 Tianrui Cement Corporate Bonds. The guarantees have been provided at no cost to Tianrui Cement.

Repayment: The 2013 Tianrui Cement Corporate Bonds should be repaid in full upon the maturity.

Way of underwriting: The 2013 Tianrui Cement Corporate Bonds were underwritten on a stand-by basis by underwriters, including, among others, Huaxi Securities Co., Ltd. (華西證券有限責任公司), as the lead underwriter, and Haitong Securities Co., Ltd. (海通證券股份有限公司) and Hong Yuan Securities Co., Ltd. (宏源證券股份有限公司), as vice-lead underwriters.

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

Hong Kong, 6 February 2013

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

Chairman and Non-executive Director

Mr. Li Liufa

Executive Directors

Mr. Li Heping, Mr. Liu Wenying and Mr. Yu Yagang

Non-Executive Director

Mr. Tang Ming Chien

Independent Non-executive Directors

Mr. Kong Xiangzhong, Mr. Wang Ping and Mr. Ma Chun Fung Horace.