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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)**

## **CHARGE OF SHARES BY CONTROLLING SHAREHOLDER**

This announcement is made by China Tianrui Group Cement Company Limited (“**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

The Company has been notified that Yu Kuo Company Limited which is a controlling shareholder (as defined in the Listing Rules) has executed the relevant documentation to create a charge over 223,332,245 shares (the “**Charged Shares**”) in the share capital of the Company on 16 January 2015 in favour of a financial institution (“**Chargee**”) nominated by certain institutional lenders (“**Lenders**”), as security for a loan advanced by the Lenders to Yu Kuo Company Limited and/or its nominees.

As at the date of this announcement, Yu Kuo Company Limited is ultimately owned by Mr. Li Liufa (the chairman and non-executive director) and Mr. Li Xuanyu (Mr. Li Liufa’s son). As at the date of this announcement, Yu Kuo Company Limited owns a total of 950,000,000 shares of the Company, representing approximately 39.57% of the issued share capital of the Company. The Charged Shares represent approximately 9.30% of the issued share capital of the Company as at the date of this announcement. The above charge of shares does not fall within the scope of Rule 13.17 of the Listing Rules.

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

Ruzhou City, Henan Province, PRC, 19 January 2015

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

*Chairman and Non-executive Director*

Mr. Li Liufa

*Executive Directors*

Mr. Yang Yongzheng, Mr. Xu Wuxue and Mr. Li Jiangming

*Independent Non-executive Directors*

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