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CONCH

**CONCH INTERNATIONAL
HOLDINGS (HK) LIMITED**
海螺國際控股(香港)有限公司
*(Incorporated in Hong Kong
with limited liability)*

CONCH

**ANHUI CONCH CEMENT
COMPANY LIMITED**
安徽海螺水泥股份有限公司
*(A joint stock limited company incorporated
in the People's Republic of China)*
(Stock Code: 914)



**WEST CHINA
CEMENT LIMITED**
中國西部水泥有限公司
*(Incorporated in Jersey with limited liability,
with registered number 94796)*
(Stock Code: 2233)

West China Cement Limited
US\$400 MILLION 6.50%
SENIOR NOTES DUE 2019
(Stock Code: 5800)

THIRD SUPPLEMENTAL JOINT ANNOUNCEMENT

IN RELATION TO

- (1) MAJOR AND CONNECTED TRANSACTION OF WEST CHINA CEMENT IN RELATION TO THE ACQUISITION OF TARGET COMPANIES**
- (2) DISCLOSEABLE TRANSACTION OF CONCH CEMENT IN RELATION TO THE DISPOSAL OF TARGET COMPANIES AND ACQUISITION OF SHARES IN WEST CHINA CEMENT**
- (3) POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS BY OPTIMA CAPITAL LIMITED FOR AND ON BEHALF OF THE OFFEROR FOR ALL THE ISSUED SECURITIES IN WEST CHINA CEMENT (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT AND THOSE HELD BY PERSONS WHO AGREED TO EXECUTE LETTERS OF UNDERTAKING) AND**
- (4) PROPOSED GRANT OF SPECIFIC MANDATE OF WEST CHINA CEMENT TO ALLOT AND ISSUE THE CONSIDERATION SHARES**

Reference is made to the joint announcements issued by West China Cement Limited (“**West China Cement**”), Anhui Conch Cement Company Limited (“**Conch Cement**”) and Conch International Holdings (HK) Limited (the “**Offeror**”) dated 27 November 2015, 29 December 2015 and 29 February 2016 (the “**Joint Announcements**”) and the circular issued by West China Cement dated 31 December 2015 (the “**Circular**”) in relation to, among other matters, the acquisition of the Target Companies by West China Cement pursuant to the Acquisition Agreement. Capitalised terms used herein have the same meanings as those defined in the Joint Announcements and the Circular unless the context requires otherwise.

Update on the satisfaction of a condition precedent under the Acquisition Agreement

As disclosed in the Joint Announcements, pursuant to the original terms of the Acquisition Agreement, completion of the Acquisition Agreement is conditional upon, among other things, West China Cement having obtained signed Letters of Undertaking from those Optionholders listed in the Acquisition Agreement who in aggregate hold not less than 80% (after deduction of the number of Share Options held by Mr. Zhang, Mr. Ma and Dr. Ma Weiping) of all Share Options granted and to deliver the same to Conch Cement no later than the earlier of: (i) 29 February 2016; and (ii) three (3) Business Days prior to Completion Date (the “**Condition**”).

As disclosed in the joint announcement dated 29 February 2016 (being one of the Joint Announcements), Conch Cement granted a consent to West China Cement and Grand Winner on 29 February 2016 to extend the deadline for the satisfaction of the Condition to the earlier of: (i) 31 May 2016; and (ii) three (3) Business Days prior to Completion Date.

Conch Cement, the Offeror and West China Cement are pleased to jointly announce that the Condition has been satisfied as at the date of this joint announcement.

Warning: Apart from the Condition, the Acquisition Completion is subject to fulfilment of certain other conditions which have not been fulfilled as at the date of this joint announcement. The Offers will only be made if the Acquisition Completion takes place. Accordingly, the Transaction may or may not be completed and the Offers may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the shares of Conch Cement and West China Cement.

By order of the board of
directors of
**Conch International
Holdings (HK) Limited**
Zhang Mingjing
Director

By order of the board of
directors of
**Anhui Conch Cement
Company Limited**
Wang Jianchao
Vice-chairman

By order of the board of
directors of
**West China Cement
Limited**
Zhang Jimin
Chairman

Hong Kong, 20 May 2016

As at the date of this joint announcement, the Conch Cement Board comprises:

Executive directors

Mr. Wang Jianchao
Ms. Zhang Mingjing
Mr. Zhou Bo

Non-executive director

Mr. Guo Jingbin

Independent non-executive directors

Mr. Wong Kun Kau
Mr. Tai Kwok Leung
Mr. Zhao Jianguang

As at the date of this joint announcement, the board of directors of the Offeror comprises:

Ms. Zhang Mingjing
Mr. Zhou Bo
Mr. Yang Kaifa

As at the date of this joint announcement, the West China Cement Board comprises:

Executive directors

Mr. Zhang Jimin (*Chairman*)
Dr. Ma Weiping (*Chief Executive Officer*)

Non-executive directors

Mr. Ma Zhaoyang
Mr. Qin Hongji
Ms. Liu Yan

Independent non-executive directors

Mr. Lee Kong Wai, Conway
Mr. Wong Kun Kau
Mr. Tam King Ching, Kenny

The directors of West China Cement jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror or any of its associates and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror or any of its associates and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.

The directors of the Offeror and the directors of Conch Cement jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the West China Cement Group, Mr. Zhang and parties acting in concert with him), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the West China Cement Group, Mr. Zhang and parties acting in concert with him) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.