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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)

FOURTH 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)**
- (4) PROPOSED GRANT OF SPECIFIC MANDATE OF WEST CHINA CEMENT TO ALLOT AND ISSUE THE CONSIDERATION SHARES**
- (5) RESUMPTION OF TRADING**

UPDATE ON THE TRANSACTION

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, 29 February 2016 and 20 May 2016 (the “**Joint Announcement(s)**”) 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.

As disclosed in the Joint Announcements and the Circular, pursuant to the Acquisition Agreement, if any of the conditions precedent of the Acquisition Agreement (the “**Condition(s)**”) was not satisfied or waived at or before the Long Stop Date, being 5:00 p.m. (Hong Kong time) on 30 June 2016 (or such other date as West China Cement, Grand Winner and Conch Cement may agree), the Acquisition Agreement should cease and determine.

As certain Conditions have not been satisfied or waived before the Long Stop Date, including but not limited to the approval of the Transaction by commerce authorities in the PRC, the Acquisition Agreement has ceased and determined after the Long Stop Date in accordance with the terms of the Acquisition Agreement.

Conch Cement and West China Cement will continue to explore future opportunities for business collaboration in different structures or manners.

UPDATE ON THE OFFERS

As disclosed in the Joint Announcement dated 27 November 2015, the possible mandatory unconditional cash offers (i.e. the Offers, which comprise the Share Offer and the Option Offer) for all the issued securities of West China Cement which are not already owned or agreed to be acquired by the Offeror and parties acting in concert with it as required under Rule 26.1 of the Takeovers Code is subject to Acquisition Completion. As the Acquisition Agreement has ceased and determined, the Offers will not proceed. The offer period in relation to the Offers expires on 30 June 2016.

RESUMPTION OF TRADING

At the request of West China Cement, trading in the Shares (stock code: 2233) and the senior notes of the Company (stock code: 5800) on the Stock Exchange was halted with effect from 9:00 a.m. on 29 June 2016 pending the publication of this announcement. West China Cement has applied to the Stock Exchange for the resumption of trading in its Shares and its senior notes on the Stock Exchange with effect from 9:00 a.m. on 4 July 2016.

Shareholders and investors are advised to exercise caution when dealing in the securities of Conch Cement and West China Cement.

By order of the board of
directors of
**Conch International
Holdings (HK) Limited**
Ding Feng
Director

By order of the board of
directors of
**Anhui Conch Cement
Company Limited**
Gao Dengbang
Chairman

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

Hong Kong, 30 June 2016

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

Executive directors

Mr. Gao Dengbang
Mr. Wang Jianchao
Mr. Wu Bin
Mr. Ding Feng
Mr. Zhou Bo

Independent non-executive directors

Mr. Yang Mianzhi
Mr. Tai Kwok Leung
Mr. Leung Tat Kwong Simon

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

Mr. Ding Feng
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.