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## **CHINA SHANSHUI CEMENT GROUP LIMITED**

**中國山水水泥集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 691)**

**US\$500,000,000 7.5% SENIOR NOTES DUE 2020**

**(Stock Code: 5880)**

## **INSIDE INFORMATION WINDING UP PETITION**

This announcement is made by China Shanshui Cement Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.24A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

The Company refers to its announcements dated 4 and 20 September 2018, and 12, 16, 23 and 29 October 2018 (the “**Petition Announcements**”) in which it announced (i) that a winding-up petition dated 30 August 2018 had been filed against it by Tianrui (International) Holding Company Limited (“**Tianrui**”) in the Grand Court of the Cayman Islands (the “**Grand Court**”) (the “**Cayman Petition**”), and that Tianrui filed an application on 6 September 2018, in the Cayman Proceedings, for the appointment of joint provisional liquidators (“**JPLs**”) over the Company (the “**Cayman Proceedings**”), (ii) that a winding-up petition dated 31 August 2018 had been filed by Tianrui against the Company in the Court of First Instance in the High Court of Hong Kong to commence an ancillary liquidation (the “**Hong Kong Petition**”); (iii) that the Cayman Petition had been struck out and the application for JPLs dismissed by order of the Grand Court dated 19 October 2018 (the “**Grand Court’s Order**”), and that the High Court of Hong Kong by consent had granted leave to Tianrui to withdraw the Hong Kong Petition; and (iv) the Grand Court’s reasoning in making the Grand Court’s Order.

### **TIANRUI’S APPEAL TO SET ASIDE THE GRAND COURT’S ORDER AND APPLICATION FOR A SPECIAL SITTING OF THE COURT OF APPEAL**

As previously announced, the Grand Court denied Tianrui’s application for leave to appeal the Grand Court’s Order. However, on 6 November 2018, Tianrui was granted leave by the Cayman Islands Court of Appeal (the “**Court of Appeal**”) to appeal against the Grand Court’s Order. On 8 November 2018, Tianrui filed a Notice of Appeal with the Court of Appeal seeking, among other things, to set aside the Grand Court’s Order (the “**Cayman Appeal**”).

On 13 November 2018, Tianrui filed an application for the Cayman Appeal to be heard as quickly as possible, and in any event within three months of the Grand Court’s Order (the “**Special Sitting Application**”).

The Company is taking legal advice regarding the Cayman Appeal and the Special Sitting Application. The Company will make further announcement(s) to keep its shareholders and investors informed of any significant developments in relation to the Cayman Appeal and the Special Sitting Application as and when appropriate.

## **CONTINUED SUSPENSION OF TRADING OF DEBT SECURITIES**

Trading in the debt securities of the Company on the Stock Exchange (Stock Code: 5880) will remain suspended until further notice.

**Noteholders of the Company and potential investors should exercise caution when dealing in the debt securities of the Company.**

By Order of the Board  
**China Shanshui Cement Group Limited**  
**CHANG Zhangli**  
*Chairman*

Hong Kong, 14 November 2018

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. CHANG Zhangli and Ms. WU Ling-ling; and three independent non-executive Directors, namely Mr. CHANG Ming-cheng, Mr. LI Jianwei and Mr. HSU You-yuan.*