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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 and 14 November 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; (iv) that Tianrui had filed a notice of appeal in the Cayman Proceedings to, among other things, set aside the Grand Court’s Order (the “**Cayman Appeal**”); and (v) that Tianrui had 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**”).

UPDATE ON THE CAYMAN APPEAL AND SPECIAL SITTING APPLICATION

Further to the above, the Special Sitting Application has been allowed and the hearing of the Cayman Appeal has been fixed for 14 to 16 January 2019.

The Company does not believe there is any reasonable basis for the Cayman Appeal and (i) will vigorously resist the Cayman Appeal (including at the hearing on 14 to 16 January 2019) and (ii) has filed a cross appeal against the Cayman Appeal.

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, 13 December 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.