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華潤水泥控股有限公司

China Resources Cement Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1313)

INSIDE INFORMATION
UPDATE ON POTENTIAL DISPOSAL OF THREE SHANXI SUBSIDIARIES

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

Reference is made to the Company’s announcement dated 5 November 2018 (the “**Announcement**”) in relation to, among other things, the potential disposal of Three Shanxi Subsidiaries by CRC Investments. Unless specified otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

UPDATE ON THE POTENTIAL DISPOSAL

The pre-listing disclosure period in relation to the potential disposal of CRC Investments’ 72% equity interests of the Three Shanxi Subsidiaries has already ended. In compliance with the relevant regulatory requirements in PRC, disclosure of detailed information relating to the Public Tender shall be made to the public on the website of the Shanghai United Assets and Equity Exchange* (上海聯合產權交易所) at <http://www.suaee.com> on the date of this announcement for a period of 20 working days commencing on 28 December 2018, during which potential purchaser(s) may apply to bid in the Public Tender.

As stated in the detailed information of the Public Tender, the minimum bidding price of the Equity Interests shall be RMB199,800,000.00 and the aggregate consideration for the Equity Interests and the Shareholders’ Loans is expected to be not less than RMB2,584,247,635.18, which were determined with reference to, among other things, (i) the valuation of equity interests in the Three Shanxi Subsidiaries as at the benchmark date of 31 December 2017 conducted by an independent qualified appraisal institution and (ii) the unaudited principal amounts of the Shareholders’ Loans in the sum of RMB2,384,447,635.18 as at 31 October 2018 which bears an interest at the one-year benchmark loan interest rate published by the People’s Bank of China.

GENERAL

The Board wishes to emphasize that as at the date of this announcement, no binding agreement with respect to the Potential Disposal has been entered into by the Company or CRC Investments, and there is no assurance that any definitive transaction will materialize. The Company will make further announcement(s) as and when appropriate or required.

The Potential Disposal of the Equity Interests and the Shareholders' Loans, if materialised, may constitute a notifiable transaction of the Company.

As the Company or CRC Investments may or may not enter into a binding agreement with respect to the Potential Disposal, and even if it decides to do so, the Potential Disposal may or may not proceed to completion for various reasons and accordingly, shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
CHINA RESOURCES CEMENT HOLDINGS LIMITED
ZHOU Longshan
Chairman

Hong Kong, 27 December 2018

As at the date of this announcement, the executive Directors are Mr. ZHOU Longshan, Mr. JI Youhong, and Mr. LAU Chung Kwok Robert; the non-executive Directors are Mr. CHEN Ying, Mr. WANG Yan, Madam WAN Suet Fei and Mr. JING Shiqing; and the independent non-executive Directors are Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham, Madam ZENG Xuemin and Mr. LAM Chi Yuen Nelson.

** For identification purpose only.*