
IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should seek independent professional advice.



DONGWU CEMENT INTERNATIONAL LIMITED

東吳水泥國際有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares	:	125,000,000 Shares (comprising 75,000,000 new Shares to be offered by the Company and 50,000,000 Sale Shares to be offered by the Selling Shareholder, subject to the Over-allotment Option)
Number of International Placing Shares	:	112,500,000 Shares (comprising 62,500,000 new Shares to be offered by the Company and 50,000,000 Sale Shares to be offered by the Selling Shareholder, subject to re-allocation and the Over-allotment Option)
Number of Hong Kong Offer Shares	:	12,500,000 Shares (subject to re-allocation)
Maximum Offer Price	:	HK\$1.28 per Offer Share, payable in full on application in Hong Kong dollars, plus brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% and subject to refund
Nominal value	:	HK\$0.01 per Share
Stock code	:	695

Sole Sponsor



Guotai Junan Capital Limited

Sole Global Coordinator, Bookrunner and Lead Manager



Guotai Junan Securities (Hong Kong) Limited

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents Delivered To The Registrar of Companies" in Appendix VI to this prospectus, has been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above. Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

The Offer Price is expected to be determined by agreement between our Company (acting for ourselves and on behalf of the Selling Shareholder) and the Sole Global Coordinator (acting for itself and on behalf of the Underwriters) at the Price Determination Date. The Price Determination Date is expected to be on or around Thursday, 7 June 2012 or such later time as may be agreed by our Company and the Sole Global Coordinator, but in any event no later than 6:00 p.m. (Hong Kong time) on Monday, 11 June 2012.

The Offer Price will be not more than HK\$1.28 per Offer Share and is currently expected to be not less than HK\$1.00 per Offer Share. Investors applying for Hong Kong Offer Shares must pay, on application, the maximum Offer Price of HK\$1.28 per Offer Share, unless otherwise announced, together with brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is lower than HK\$1.28 per Offer Share. The Sole Global Coordinator (acting for itself and on behalf of the Underwriters), with the consent of our Company, may reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offer. In such case, a notice of the reduction in the number of Offer Shares being offered under the Global Offering and/or of the indicative offer price range will be published in The Standard (in English) and the Hong Kong Economic Journal (in Chinese) not later than the morning of the last day for lodging applications under the Hong Kong Public Offer. If applications for Hong Kong Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offer, then even if the number of Offer Shares and/or indicative Offer Price range is so reduced, such applications cannot subsequently be withdrawn. Further details are set out in the sections headed "Structure of the Global Offering" and "How to apply for Hong Kong Offer Shares" in this prospectus. If, for any reason, the Offer Price is not agreed between our Company (acting for ourselves and on behalf of the Selling Shareholder) and the Sole Global Coordinator (acting for itself and on behalf of the Underwriters) by 6:00 p.m. (Hong Kong time) on Monday, 11 June 2012, the Global Offering will not proceed and will lapse.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus and the related Application Forms, including the risk factors set out in the section headed "Risk Factors" in this prospectus.

Pursuant to certain provisions contained in the Underwriting Agreements in respect of the Offer Shares, the Sole Global Coordinator (acting for itself and on behalf of the Underwriters) has the right in certain circumstances, in its sole discretion, to terminate the obligations of the Underwriters pursuant to the Underwriting Agreements at any time prior to 8:00 a.m. (Hong Kong time) on the day on which dealings in our Shares first commence on The Stock Exchange of Hong Kong Limited (which is currently expected to be Wednesday, 13 June 2012). Further details of the terms of such provisions are set out in the section headed "Underwriting" in this prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except that the Offer Shares may be offered, sold or delivered (i) within the United States in reliance on an exemption from registration under any applicable United States state securities laws; and (ii) in offshore transactions outside the United States in reliance on any applicable laws of each jurisdiction where those offers and sales occur.

Friday, 1 June 2012