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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of China Shanshui Cement Group Limited.*



**CNBM**

**China National Building Material Company Limited<sup>\*</sup>**

**中國建 材 股 份 有 限 公 司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 3323)

## **ANNOUNCEMENT**

# **POSSIBLE VOLUNTARY GENERAL OFFER BY CHINA NATIONAL BUILDING MATERIAL COMPANY LIMITED AND ASIA CEMENT CORPORATION TO ACQUIRE ALL THE ISSUED SHARES IN CHINA SHANSHUI CEMENT GROUP LIMITED**

On 20 July 2015, China National Building Material Company Limited (“**CNBM**”) and Asia Cement Corporation (“**ACC**”) jointly issued a letter (the “**Letter**”) to notify the board of directors of China Shanshui Cement Group Limited (“**Shanshui Cement**”), among other things, that CNBM (or any of its designated subsidiaries) and ACC (or any of its designated subsidiaries) (collectively, the “**Offerors**”) are considering to jointly make a voluntary cash general offer to acquire all the issued shares in Shanshui Cement (other than those already owned or agreed to be acquired by the Offerors and parties acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”)) with any of the Offerors) at an offer price to be determined by the Offerors (the “**Possible Offer**”).

Shanshui Cement is a limited liability company incorporated in the Cayman Islands, the shares in which are listed on the main board of The Stock Exchange of Hong Kong Limited (Stock Code: 691). Shanshui Cement with its subsidiaries are principally engaged in the manufacturing and sale of cement, clinker and concrete.

As at the date of this announcement, CNBM holds approximately 16.67% of the issued share capital of Shanshui Cement. CNBM is approximately 44.10% owned by China National Building Material Group Corporation, which is a state-owned enterprise of the People's Republic of China.

As at the date of this announcement, ACC holds approximately 20.96% of the issued share capital of Shanshui Cement and controls the exercise of approximately 25.18% of the voting rights at general meetings of Shanshui Cement. ACC is a company incorporated in Taiwan with limited liability under the Taiwan Company Law, the shares of which are listed on the Taiwan Stock Exchange with the single largest shareholder being Far Eastern New Century Corp. holding approximately 22.33% of the issued share capital of ACC.

The Letter is for Shanshui Cement's information purposes only and does not constitute an offer, a firm intention to make an offer or an invitation to offer to acquire or dispose of any shares in Shanshui Cement in any jurisdiction. The terms set out in the Letter are not exhaustive and are not intended to be legally binding on any party.

Shareholders and potential investors of CNBM are advised to refer to the announcement of Shanshui Cement dated 21 July 2015 pursuant to Rule 3.7 of the Takeovers Code regarding the Letter and the Possible Offer.

This announcement is made by CNBM pursuant to Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Further announcement(s) regarding the Possible Offer in compliance with the Takeovers Code and the Listing Rules will be made by CNBM as and when appropriate or required.

**Warning: The feasibility and implementation of the Possible Offer are still under consideration by CNBM and ACC. There is no assurance that the Possible Offer will materialise and the Possible Offer may or may not proceed. Shareholders and potential investors of CNBM are advised to exercise caution when dealing in the securities of CNBM.**

By order of the Board  
**China National Building Material Company Limited\***  
**Chang Zhangli**  
*Secretary of the Board*

Beijing, the PRC, 21 July 2015

*As at the date of this announcement, the board of directors of the Company comprises Mr. Song Zhiping, Mr. Cao Jianglin, Mr. Peng Shou, Mr. Cui Xingtai and Mr. Chang Zhangli, as executive directors, Mr. Guo Chaomin, Mr. Huang Anzhong and Mr. Tao Zheng, as non-executive directors, and Mr. Shin Fang, Mr. Tang Yunwei, Mr. Zhao Lihua, Mr. Wu Liansheng and Mr. Sun Yanjun, as independent non-executive directors.*

*As at the date of this announcement, the board of directors of ACC comprises 10 directors, namely, Douglas Tong Hsu, Tsai Hsiung Chang, Johnny Shih, C.V. Chen, He Shan Ying, Kun Yen Lee, Peter Hsu, Chen Kun Chang, Connie Hsu and Ruey Long Chen, and 3 independent directors, namely, Ta-Chou Huang, Chi Schive and Gordon S. Chen.*

*As at the date of this announcement, the board of directors of Shanshui Cement comprises 3 executive directors, namely ZHANG Bin (Chairman and General Manager), ZHANG Caikui and LI Cheung Hung; 2 non-executive directors, namely CHANG Zhangli and LEE Kuan-chun (also known as Champion Lee); and 3 independent non-executive directors, namely, WU Xiaoyun, ZENG Xuemin and SHEN Bing.*

*The directors of CNBM jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to ACC or Shanshui Cement) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by ACC or Shanshui Cement) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*The directors of ACC jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to CNBM or Shanshui Cement) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by CNBM or Shanshui Cement) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*The directors of Shanshui Cement jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to CNBM or ACC) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by CNBM or ACC) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*\* For identification only*