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Dongwu Cement International Limited
東吳水泥國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 695)

**COMPLETION OF PLACING OF NEW SHARES
UNDER GENERAL MANDATE**

Placing Agent



The Board is pleased to announce that all the conditions of the Placing Agreement have been fulfilled before the Long Stop Date and Completion took place on 13 February 2015. An aggregate of 40,000,000 Placing Shares were allotted and issued to not less than six Placees at the Placing Price of HK\$1.30 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

Reference is made to the announcement of Dongwu Cement International Limited (the “**Company**”) dated 23 January 2015 (the “**Announcement**”) in relation to the placing of new Shares of the Company under the General Mandate. Unless otherwise specified, terms used herein shall have the same meanings as defined in the Announcement.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

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The net proceeds arising from the Placing are approximately HK\$51.3 million. The Company intends to use the net proceeds for acquiring 100% equity interest in Shanghai Biofit Environmental Technology Co., Ltd (details of which can be found in the announcement of the Company dated 31 October 2014) and for general working capital of the Group.

The Placing Shares represent approximately 7.25% of the issued share capital of the Company as at the date of this announcement immediately after Completion.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Placees (and their respective ultimate beneficial owners) is not a connected person of the Company and is third party independent of and not connected with the Company and its connected persons or any of their respective associates. None of the Placees has become a substantial Shareholder (as defined in the Listing Rules) immediately after Completion.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

	Immediately before Completion of Placing		Immediately after Completion of Placing	
	Number of Shares	%	Number of Shares	%
Goldview Development Limited (Note 1)	297,500,000	58.11%	297,500,000	53.89%
Concord Ocean Ltd (Note 2)	77,500,000	15.14%	77,500,000	14.04%
Public Shareholders				
Placees (Note 3)	0	0	40,000,000	7.25%
Other public Shareholders	<u>137,000,000</u>	<u>26.75%</u>	<u>137,000,000</u>	<u>24.82%</u>
	<u>512,000,000</u>	<u>100%</u>	<u>552,000,000</u>	<u>100%</u>

Note:

- (1) Goldview Development Limited is wholly-owned by Mr. Tseung Hok Ming, a non-executive Director.
- (2) Concord Ocean Ltd is wholly-owned by Mr. Jin Chungen, an executive Director.
- (3) The Placing Shares have been placed by the Placing Agent to not less than six Placees who are independent third parties. None of the Placees have become a substantial Shareholder. Accordingly, the shareholding held by the Placees is regarded as held by the public.

By Order of the Board
Dongwu Cement International Limited
Xie Yingxia
Chairman

Hong Kong, 13 February 2015

As at the date of this announcement, the Board comprises 2 executive Directors, namely Ms. Xie Yingxia and Mr. Jin Chungen, 2 non-executive Directors, namely Mr. Tseung Hok Ming and Mr. Yang Bin and 3 independent non-executive Directors, namely Mr. Cao Guoqi, Mr. Cao Kuangyu and Mr. Lee Ho Yiu Thomas.