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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to (i) the notice of annual general meeting (the “**AGM Notice**”) of Dongwu Cement International Limited (the “**Company**”) dated 19 April 2016; (ii) the circular (the “**AGM Circular**”) of the Company dated 19 April 2016; and (iii) the form of proxy (the “**AGM Proxy Form**”) of the Company for use at the next annual general meeting of the Company, relating to, among others, the proposals for general mandates to issue new shares and to buy back shares. Unless the context herein otherwise requires, capitalised terms in this announcement shall have the same meanings as defined in the AGM Notice, AGM Circular and AGM Proxy Form.

The Company would like to clarify that references made to the nominal amount of share capital/or the nominal amount of shares of the Company in the AGM Notice, AGM Circular and AGM Proxy Form shall refer to the number of shares or number of issued shares.

As a result, resolution 7(c) in the AGM Notice shall be amended and read as follows:

“the aggregate number of shares of the Company allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of: (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of shares in the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or (v) a specified authority granted by the shareholders of the

Company in general meeting, shall not exceed 20 per cent. of the aggregate number of issued shares of the Company at the date of passing of this resolution, and the said approval shall be limited accordingly; and”

Resolution 8(b) in the AGM Notice shall be amended and read as follows:

“the aggregate number of shares of the Company to be bought back by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of issued shares of the Company at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and”

Resolution 9 in the AGM Notice shall be amended and read as follows:

“THAT conditional upon the passing of resolutions nos. 7 and 8, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot shares under the authority granted by the resolution set out as resolution no. 7 be and is hereby extended by the addition of the amount representing the aggregate number of shares bought back by the Company under the authority granted by the resolution set out as resolution no. 8 provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing of this resolution.”

On page 1 of the AGM Circular, the definition of “Proposed Share Buy-back Mandate” shall be amended and read as follows:

“a general mandate proposed to be granted to the Directors at the AGM to buy back Shares not exceeding 10% of the aggregate number of issued shares of the Company as at the date of passing of the Share Buy-back Resolution”

On page 4 of the AGM Circular, the paragraph under the section headed “3. Proposed General Mandate to Issue New Shares” shall be amended and read, among others, as follows:

“An ordinary resolution will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of issued shares of the Company at the date of passing the relevant ordinary resolution which will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the proposed resolution no. 7 in the notice of AGM...”

On page 4 of the AGM Circular, the paragraph under the section headed “4. Proposed General Mandate to Buy Back Shares” shall be amended and read, among others, as follows:

“An ordinary resolution will be proposed at the AGM to approve the grant of the Proposed Share Buyback Mandate to the Directors to buy back Shares representing up to 10% of the aggregate number of issued shares of the Company as at the date of passing the relevant resolution...”

Resolution 7 in the AGM Proxy Form shall be amended and read as follows:

“To grant a general mandate to the Board to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate number of issued shares of the Company as at the date of passing this resolution.”

Resolution 8 in the AGM Proxy Form shall be amended and read as follows:

“To grant a general mandate to the Board to buy-back shares of the Company not exceeding 10% of the aggregate number of issued shares of the Company as at the date of passing this resolution.”

Resolution 9 in the AGM Proxy Form shall be amended and read as follows:

“To extend, conditional upon the above resolutions nos. 7 and 8 being duly passed, the general mandate to allot shares of the Company by adding the amount representing the aggregate number of shares bought back by the Company to the general mandate.”

Save as disclosed above, all other information in the AGM Notice, AGM Circular and the AGM Proxy Form remains unchanged. This clarification announcement is supplemental to and should be read in conjunction with the AGM Notice, AGM Circular and the AGM Proxy Form, and in that connection the existing English and Chinese versions of the AGM Notice, AGM Circular and the AGM Proxy Form in the form as they are now will continue to be valid.

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

Hong Kong, 27 April 2016

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