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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)

VOLUNTARY ANNOUNCEMENT
DISCLOSEABLE TRANSACTION – ACQUISITION OF THE ENTIRE
INTEREST IN SHANGHAI BIOFIT
ADJUSTED CONSIDERATION

Reference is made to the announcement (the “**Announcement**”) of the Dongwu Cement International Limited (the “**Company**”) dated 16 February 2015. Unless otherwise specified, terms used herein shall have the same meanings as defined in the same meanings as defined in the Announcement.

As disclosed in the Announcement, the Purchaser, a wholly-owned subsidiary of the Company, entered into the Acquisition Agreement with the Vendors on 16 February 2015, pursuant to which the Purchaser agreed to purchase and the Vendors agreed to sell the Sale Equity Interest, which represent the entire equity interest of the Target Company at the Consideration. The amount of consideration was preliminarily determined at RMB32 million, subject to the adjustment (the “**Adjustment**”) to be calculated with reference to the Valid Net Assets Value as audited by independent auditors (the “**Independent Auditors**”). The Consideration shall be settled in three installments, namely 1st Payment, 2nd Payment and 3rd Payment. For details of the Adjustment and payment arrangement, please refer to the Announcement.

According to the auditing results issued by the Independent Auditors on 27 March 2015 and based on the Adjustment as agreed under the Acquisition Agreement, the Adjusted Consideration shall be RMB30,254,269 and amount to be paid by the Purchaser as 1st Payment, 2nd Payment and 3rd Payment shall be RMB12 million, RMB14,603,415 and RMB3,650,854, respectively (the “**Payment Schedule**”). On 13 April 2015, the Purchaser and the Vendors entered into a supplemental acquisition

agreement to acknowledge and confirm the Adjusted Consideration (i.e., RMB30,254,269) and the Payment Schedule. Save as the changes in the aforesaid, the terms and conditions of the Acquisition Agreement remain the same.

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

Hong Kong, 13 April 2015

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