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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)

**INSIDE INFORMATION**  
**DISPOSAL OF SHARES BY A**  
**CONTROLLING SHAREHOLDER**

This announcement is made by Dongwu Cement International Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

**PROPOSED TRANSACTIONS**

The board of directors (the “**Directors**” and each a “**Director**”) of the Company (the “**Board**”) was informed by Goldview Development Limited (“**Goldview**”), a controlling shareholder of the Company which is wholly-owned by Mr. Tseung Hok Ming, a non-executive Director, that on 12 September 2025, Goldview entered into the following sale and purchase agreements (the “**Agreements**”) for the disposal (the “**Proposed Transactions**”) of shares of the Company (the “**Shares**”):

- (i) a sale and purchase agreement with Port & Shipping Group (HK) Investment Co., Limited (“**Port & Shipping HK**”) for the disposal of 154,560,000 Shares by Goldview to Port & Shipping HK at an aggregate consideration of RMB285,600,000, representing 28% of the issued Shares as at the date of this announcement (“**Proposed Transaction I**”); and

- (ii) a sale and purchase agreement with Suzhou Fenyuan Capital Management Co., Limited\* (蘇州汾源資本管理有限公司) (“**Fenyuan Capital**”, together with Port & Shipping HK, the “**Acquirers**”) for the disposal of 49,680,000 Shares by Goldview to Fenyuan Capital (or its nominee) at an aggregate consideration of RMB91,800,000, representing 9% of the issued Shares as at the date of this announcement (“**Proposed Transaction II**”).

Prior to the completion of the Proposed Transactions and as at the date of this announcement, Goldview is beneficially interested in 297,500,000 Shares, representing approximately 53.89% of the issued Shares as at the date of this announcement.

Completion of Proposed Transaction I is conditional upon the conditions precedent set out in the Agreement for Proposed Transaction I being fulfilled (or waived, as the case may be), which include but are not limited to (i) Proposed Transaction I not triggering any mandatory general offer obligation for the entire share capital of the Company; (ii) the completion of the disposal of the entire issued share capital of Orient Chengzheng Rare Earth Co., Limited by the Company as further set out in the announcement of the Company dated 12 September 2025; (iii) approvals from certain PRC regulatory authorities (including approvals from the State-owned Assets Supervision and Administration Commission of Suzhou Municipality (“**Suzhou Municipal SASAC**”) and the State-owned Assets Supervision and Administration Commission of the Jiangsu Province; PRC overseas direct investment approval; PRC antitrust approval (if applicable); and all other authorisations, consents and approvals of, and all other notice to and filings or registrations with, any governmental authority as required pursuant to any applicable laws) being obtained by Port & Shipping HK; and (iv) Board approval being obtained for the change of composition of the Board to the effect that four Directors (including the chairman of the Board) nominated by Port & Shipping HK being appointed to the Board and four Directors (including the existing chairman of the Board) resigning from the Board, with such change to be effective upon completion of Proposed Transaction I.

Completion of Proposed Transaction II is conditional upon the conditions precedent set out in the Agreement for Proposed Transaction II being fulfilled (or waived, as the case may be), which include but are not limited to (i) the completion of the disposal of the entire issued share capital of Orient Chengzheng Rare Earth Co., Limited by the Company as further set out in the announcement of the Company dated 12 September 2025; (ii) approvals from certain PRC regulatory authorities (including approval from FOHO New & High-Tech Industrial Development Zone Management Committee of Jiangsu Province (“**FOHO Management Committee**”); PRC overseas direct investment approval; PRC antitrust approval (if applicable); and all other authorisations, consents and approvals of, and all other notice to and filings or registrations with, any governmental authority as required pursuant to any applicable laws) being obtained by Fenyuan Capital; and (iii) Board approval being obtained for the appointment of one Director nominated by Fenyuan Capital to be effective upon completion of Proposed Transaction II.

The Proposed Transactions are not inter-conditional upon each other.

Upon completion of the Proposed Transactions, assuming there is no change in the issued Shares of the Company:

- (i) Port & Shipping HK will be beneficially interested in 154,560,000 Shares, representing 28% of the issued Shares as at the completion of the Proposed Transactions. Accordingly, Port & Shipping HK will become a substantial shareholder (as defined in the Listing Rules) and the single largest shareholder of the Company;
- (ii) Goldview will be beneficially interested in 93,260,000 Shares, representing approximately 16.89% of the issued Shares as at the completion of the Proposed Transactions. Accordingly, Goldview will cease to be a controlling shareholder (as defined in the Listing Rules) of the Company but will remain as a substantial shareholder (as defined in the Listing Rules) of the Company; and
- (iii) Fenyuan Capital (or its nominee) will be beneficially interested in 49,680,000 Shares, representing 9% of the issued Shares as at the completion of the Proposed Transactions.

## INFORMATION ON THE ACQUIRERS

The Board was informed by Port & Shipping HK that it is a wholly-owned Hong Kong subsidiary of Suzhou Port & Shipping Investment and Development Group Co., Ltd.\* (蘇州市港航投資發展集團有限公司) (“**Port & Shipping Group**”), and its ultimate beneficial owner is the Suzhou Municipal SASAC. Port & Shipping HK’s principal businesses are equity investments, ship management, supply chain management services, freight forwarding and food import and export. Port & Shipping Group is primarily engaged in port operation and management, shipping services, multimodal transport, integrated logistics park operations and international trade services. Focusing on building a modern port and shipping logistics system, developing a robust industrial cluster, and promoting regional integration, Port & Shipping Group is committed to driving coordinated development among ports, industries, and urban economies. On this basis, Port and Shipping Group is actively expanding into low-altitude economy related industries, exploring and promoting the application of drones in smart logistics, smart warehousing, and port area monitoring. By integrating new generation information technologies such as artificial intelligence and big data, Port and Shipping Group aims to enhance operational efficiency, safety standards, and service capabilities in a comprehensive manner, with a view to establish a new pattern of digital, intelligent, and green development. The Board was also informed by Port & Shipping HK that it is interested in the Company because it sees the growing potential in certain of the Company’s businesses and assets, and more specifically, Port & Shipping HK considers the Company’s pier shoreline location and international trade business have strategic potential to create synergies for Port & Shipping Group.

The Board was informed by Fenyuan Capital that it is a wholly-owned subsidiary of Suzhou FOHO Investment Group Co., Ltd.\* (蘇州汾湖投資集團有限公司) (“**FOHO Investment Group**”), and its ultimate beneficial owner is the FOHO Management Committee. Fenyuan Capital serves as the external investment platform of FOHO Investment Group and is principally involved in participating in the private equity funds investments and taking stakes in high quality enterprises. FOHO Investment Group is primarily engaged in the construction, management, and operation of infrastructure projects within the FOHO New & High-Tech Industrial Development Zone, which include providing financing, asset management, urban renewal, property management, real estate development, and equity investment. The Board was also informed by Fenyuan Capital that it considers the acquisition of Shares of the Company represents a good investment opportunity for Fenyuan Capital because the Company is a listed company with proper corporate governance structure and transparent market trading price, and the completion of the acquisition of Shares by Fenyuan Capital contributes to the improvement and development of its core business, so as to attain the goals of preserving and adding value to its state-owned assets.

The Company will continue to keep its shareholders and potential investors updated by way of further announcement(s) as and when appropriate (if any).

**Shareholders and potential investors of the Company should note that completion of each of the Proposed Transactions is subject to the satisfaction of the conditions precedent as set out in the respective Agreements. Accordingly, each of the Proposed Transactions may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in any securities of the Company.**

By Order of the Board  
**Dongwu Cement International Limited**  
**Liu Dong**  
*Chairman*

Hong Kong, 12 September 2025

*As at the date of this announcement, the Board comprises Mr. Liu Dong and Mr. Wu Junxian as executive Directors; Mr. Tseung Hok Ming and Ms. Xie Yingxia as non-executive Directors; and Mr. Yuan Yuan, Mr. Yu Ronald Patrick Lup Man and Mr. Suo Suo as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the Board 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 statements in this announcement misleading.*

\* *For identification purpose only*