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CHINA TIANRUI GROUP CEMENT COMPANY LIMITED

中國天瑞集團水泥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1252)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of China Tianrui Group Cement Company Limited (the “**Company**”) will be held at 10:30 a.m. on Monday, 20 December 2021 at the Conference Room, 11th Floor, Hailian Building, No. 20 Shangwu Wai Huan Road, Zhengdong Xin District, Zhengzhou City, Henan Province, PRC for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1 “THAT

- (i) the 2021 Clinker Purchase Framework Agreement (“**2021 Clinker Purchase Framework Agreement**”) dated 12 November 2021 entered into between Tianrui Cement Group Company Limited (天瑞水泥集團有限公司) (“**Tianrui Cement**”) and Pingdingshan Ruiping Shilong Cement Company Limited (平頂山瑞平石龍水泥有限公司) (“**Ruiping Shilong**”) (copy of which have been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) in relation to the supply of clinker by Ruiping Shilong to Tianrui Cement and its subsidiaries (collectively, the “**Cement Group**”), including but not limited to the purchase of the clinker as stipulated thereunder, be and is hereby approved, confirmed and ratified;
- (ii) the proposed maximum aggregate annual amount payable by Tianrui Cement to Ruiping Shilong for purchase of clinker for each of the years ending 31 December 2022, 2023 and 2024 shall not exceed RMB1,200,000,000, RMB1,200,000,000 and RMB1,200,000,000 be and is hereby approved;

- (iii) any one of the directors of the Company (each a “**Director**”) be and is hereby authorised to take all steps, for and on behalf of the Company, which are in his opinion necessary or expedient to implement and/or give effect to the terms of the 2021 Clinker Purchase Framework Agreement; and
- (iv) the Directors be and are hereby authorised to sign, execute, perfect and deliver all such documents, and do all such actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and completion of the 2021 Clinker Purchase Framework Agreement and the related proposed annual caps and the transactions contemplated thereunder or incidental to the 2021 Clinker Purchase Framework Agreement and the related proposed annual caps and all other matters incidental thereto or in connection therewith and to agree to the variation and waiver of any of the matters relating thereto that are, in the opinion of the Directors, appropriate, desirable or expedient and are in the best interests of the Company.”

2 “**THAT**

- (i) the 2021 limestone supply framework agreement (“**2021 Limestone Supply Framework Agreement**”) dated 12 November 2021 entered into between Tianrui Cement and Ruiping Shilong (copy of which have been produced to the meeting marked “**B**” and initialed by the chairman of the meeting for the purpose of identification) in relation to the purchase of limestone by Ruiping Shilong from the Cement Group, including but not limited to the supply of limestone as stipulated thereunder, be and is hereby approved, confirmed and ratified;
- (ii) the proposed maximum aggregate annual amount payable by Ruiping Shilong to Tianrui Cement for supply of limestone for each of the years ending 31 December 2022, 2023 and 2024 shall not exceed RMB300,000,000, RMB300,000,000 and RMB300,000,000 be and is hereby approved;
- (iii) any one of the directors of the Company (each a “**Director**”) be and is hereby authorised to take all steps, for and on behalf of the Company, which are in his opinion necessary or expedient to implement and/or give effect to the terms of the 2021 Limestone Supply Framework Agreement; and

- (iv) the Directors be and are hereby authorised to sign, execute, perfect and deliver all such documents, and do all such actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and completion of the 2021 Limestone Supply Framework Agreement and the related proposed annual caps and the transactions contemplated thereunder or incidental to the 2021 Limestone Supply Framework Agreement and the related proposed annual caps and all other matters incidental thereto or in connection therewith and to agree to the variation and waiver of any of the matters relating thereto that are, in the opinion of the Directors, appropriate, desirable or expedient and are in the best interests of the Company.”

By order of the Board
China Tianrui Group Cement Company Limited
Li Liufa
Chairman

Ruzhou City, Henan Province, PRC, 3 December 2021

Notes:

- (a) For determining the shareholders of the Company who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 15 December 2021 to Monday, 20 December 2021, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the entitlement to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 14 December 2021.
- (b) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjourned meeting.
- (c) In the case of joint holders of any share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the EGM, in person or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- (d) Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting at the EGM if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Board consists of:

Chairman and non-executive Director

Mr. Li Liufa

Executive Directors

Ms. Li Fengluan, Mr. Ding Jifeng, Mr. Xu Wuxue and Mr. Li Jiangming

Independent non-executive Directors

Mr. Kong Xiangzhong, Mr. Wang Ping and Mr. Du Xiaotang