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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 20 NOVEMBER 2015

This announcement is made by China Tianrui Group Cement Company Limited (the “**Company**”) pursuant to Rule 13.39(5) of the Listing Rules.

Reference is made to the circular (the “**Circular**”) of the Company and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) dispatched to the shareholders of the Company, both dated 30 October 2015. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the Notice.

The board of directors of the Company is pleased to announce the poll results of the EGM of the Company held at 10 am on 20 November 2015 at 11th Floor, Hailian Building, Shang Wu Wai Huan Road No. 20, Zheng Dong Xin District, Zhengzhou City, Henan Province, PRC.

The EGM was presided over by Mr. Yang Yongzheng, an executive Director of the Company.

As at the date of the EGM, the total number of issued Shares of the Company was 2,400,900,000 Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against all the proposed resolutions at the EGM. There were no Shares entitling the holder(s) to attend and abstain from voting in favour of any resolutions proposed to the Shareholders at the EGM as set out in Rule 13.40 of the Listing Rules. Yu Kuo Company Limited, which is ultimately controlled by Chairman Li and holds a total of 950,000,000 Shares, representing approximately 39.57% of the total number of Shares in issue as at the date of the EGM was required under the Listing Rules to abstain and had abstained from voting at the EGM.

The resolution at the EGM was put to vote by the Shareholders by way of poll and was duly passed.

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the EGM.

Ordinary Resolution		Number of votes (%)		Total Number of Votes
		For	Against	
1	To approve, confirm and ratify the 2015 Framework Agreement and the transactions contemplated thereunder and authorize the Directors to sign, execute, perfect and deliver all such documents, and do all such actions in connection with the 2015 Framework Agreement and the transactions contemplated thereunder.	1,120,278,755 (100%)	0 (0%)	1,120,278,755
The resolution was duly passed as an ordinary resolution.				

This announcement is available for viewing on the designated website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and on the website of the Company at www.trcement.com.

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

Ruzhou City, Henan Province, PRC, 20 November 2015

As at the date hereof, the Board consists of:

Chairman and Non-executive Director

Mr. Li Liufa

Executive Directors

Mr. Yang Yongzheng, Mr. Xu Wuxue and Mr. Li Jiangming

Independent Non-executive Directors

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