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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)

ANNOUNCEMENT

Reference is made to the circular (“**Circular**”) of China Tianrui Group Cement Company Limited (“**Company**”, together with its subsidiaries, the “**Group**”) dated 31 October 2014 in relation to the amended deed of non-competition (“**Amended Non-competition Deed**”) which has been approved in the extraordinary general meeting of the Company on 17 November 2014, and the announcement of the Company dated 15 April 2015 (“**Announcement**”) in relation to acquisition of approximately 28.16% issued share capital (“**Shanshui Shares**”) of China Shanshui Cement Group Limited (691.HK) (“**Shanshui Cement**”, a company which is listed on the Main Board of the Stock Exchange of Hong Kong Limited) by Tianrui (International) Holding Company Limited, a wholly-owned subsidiary of Tianrui Group Company Limited which is owned as to 70% by Mr. Li Liufa (“**Chairman Li**”, the chairman, non-executive director and Controlling Shareholder of the Company). Unless stated otherwise, capitalized terms used herein shall have the same meaning as those defined in the Circular and the Announcement.

Under the Amended Non-competition Deed, the Controlling Shareholders have undertaken to, inter alia, grant the Company the Option to acquire the Shanshui Shares upon the terms which are not less favourable than the acquisition in the first instance. The Controlling Shareholders have notified the Company of their intention to propose, among others, the appointment of senior management to the subsidiaries of Shanshui Cement and have proposed that Mr. Yang Yongzheng (“**Mr. Yang**”) (an executive Director and authorized representative, the chief operating officer and a member of the nomination committee of the board of directors (“**Board**”) of the Company, and general manager of Tianrui Group Cement Company Limited (天瑞集團水泥有限公司) (“**Tianrui Cement**”), a wholly-owned subsidiary of the Company) would be appropriate candidate, considering his industry experience and his position with the Company which would be beneficial to consistency of management if and when the Company decides to exercise the Option to acquire the Shanshui Shares and gains the right to propose candidate of its own preference. In this connection, the Board (including Independent non-executive directors) of the Company is of the view that appointment of Mr. Yang as the senior management of the subsidiaries of Shanshui Cement will be beneficial to consistency of management if and when the Company decides to exercise the Option to acquire the Shanshui Shares and gains the right to propose candidate of its own preference.

In light of Mr. Yang's proposed appointment to the senior management position of the subsidiaries of Shanshui Cement, the Board has resolved that Mr. Yang shall be re-designated as non-executive Director of the Company with effect from 3 December 2015. Mr. Yang has also resigned from being authorized representative and chief operating officer of the Company and general manager of Tianrui Cement with effect from 3 December 2015. Mr. Yang's membership in the nomination committee of the Board remains unchanged.

Biographical information of Mr. Yang

Mr. Yang Yongzheng (楊勇正), aged 47, was an executive Director of our Company between 11 May 2013 and 3 December 2015, and the chief operating officer of the Company between 1 October 2013 and 3 December 2015, and general manager of Tianrui Cement between 2012 and 3 December 2015 and a member of the nomination committee of the Board. Mr. Yang has extensive experience in the cement industry and used to serve several positions within the Group, such as the deputy general manager of Shangqiu Tianrui Cement Company Limited (商丘天瑞水泥有限公司) and Dalian Tianrui Cement Company Limited (大連天瑞水泥有限公司), the general manager of Yingkou Tianrui Cement Company Limited (營口天瑞水泥有限公司) and the chairman and general manager of Liaoyang Tianrui Cement Company Limited (遼陽天瑞水泥有限公司). Mr. Yang obtained his bachelor degree in Petroleum and Engineering from Henan University in 1991 and obtained his EMBA from Peking University in 2012. In June 2012, Mr. Yang was awarded "Advanced Worker in the Mining Industry and Building Material Industry of Small and Medium Enterprises in Liaoning Province" (遼寧省中小企業礦業建材行業先進工作者). Mr. Yang obtained the title of senior economist in December 2013.

Mr. Yang has entered into an appointment letter with the Company for a term of one year from 3 December 2015 subject to re-election. Mr. Yang will be entitled to an annual fee in a sum of HKD240,000 which has been determined by the Board with reference to the prevailing market conditions, his duties and responsibilities.

As at the date of this announcement, Mr. Yang does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed in this announcement, Mr. Yang confirmed that (i) he does not have any relationship(s) with any director, senior management or substantial or controlling shareholders of the Company; (ii) he has not held any other position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; (iii) there is no other information required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules; and (iv) he does not have any disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation his change of roles within the Group referred to in this announcement.

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

Ruzhou City, Henan Province, PRC, 3 December 2015

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

Chairman and Non-executive Director

Mr. Li Liufa

Executive Directors

Mr. Xu Wuxue and Mr. Li Jiangming

Non-executive Director

Mr. Yang Yongzheng

Independent Non-executive Directors

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