

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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

References are made to the announcements of China Tianrui Group Cement Company Limited (“**Company**”, together with its subsidiaries, the “**Group**”) dated 1 December 2015 and 3 December 2015 respectively, in relation to, among others, the resignation of Mr. Li Heping (“**Mr. Li**”) as chief executive officer of the Company and the resignation of Mr. Yang Yongzhong as authorized representative of the Company and the 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.

The Board hereby announces the following appointments, all with effect from 4 December 2015:

- (i) Mr. Li is appointed as non-executive director of the Company
- (ii) Mr. Li Fashen is appointed as general manager of Tianrui Cement
- (iii) Ms. Kwong Ying Ping Yvonne is appointed as authorized representative of the Company

APPOINTMENT OF MR. LI HEPING AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

Mr. Li has entered into an appointment letter as non-executive director of the Company for a term of 1 year with effect from 4 December 2015 subject to rotation and re-election in accordance with the articles of association of the Company. Mr. Li will not receive remuneration from the Company as a non-executive director.

As at the date of this announcement, Mr. Li 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. Li 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) there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to his appointment.

Mr. Li's biographical information is set out as follows:

Mr. Li Heping (李和平), aged 59, was the executive director of the Company between 9 December 2011 and 26 April 2013, and chief executive officer of the Company between 9 December 2011 and 1 December 2015. Mr. Li used to serve as the chief accountant of Luoyang Mining Machinery Factory (洛陽礦山機器廠), the deputy head of the Commission for Restructuring the Economic System of Henan Province (河南省經濟體制改革委員會), the general manager of Zhongxin Heavy Machinery Company (中信重型機械公司) and a director and senior management member of Tianrui Group Company Limited. Mr. Li was a non-executive Director and the chairman of the board of Sanmenxia Tianyuan Aluminum Company Limited (a company which was listed on the Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”) with the stock code of 8253.HK) between March 2006 and May 2012, currently an executive director and a member of executive committee of China Shanshui Cement Group Limited (“**Shanshui Cement**”, a company listed on the Hong Kong Stock Exchange with the stock code of 691.HK) since 1 December 2015, the chairman and legal representative of Shandong Shanshui Cement Group Co., Ltd., a wholly owned subsidiary of Shanshui Cement since 3 December 2015, and a director of Henan Tongli Cement Co., Ltd (a company listed on the Shenzhen Stock Exchange with the stock code of 000885.SZ). Mr. Li graduated from Henan University of Science & Technology (河南科技大學) (formerly known as Luoyang Institute of Agricultural Machinery) (洛陽農機學院) with a bachelor's degree in mechanic engineering in 1982 and Tsinghua University (清華大學) with a master's degree in engineering in 1988. Mr. Li also holds qualifications of “Senior Engineer” and “Senior Accountant”.

APPOINTMENT OF MR. LI FASHEN AS GENERAL MANAGER OF TIANRUI CEMENT

Mr. Li Fashen (李法伸) (formerly known as Li Fasen (李發森)) is currently the deputy general manager of the Group, and has been appointed as general manager of Tianrui Cement with effect from 4 December 2015. Details of Mr. Li Fashen's biographies are set out in the section headed “Profiles of Directors and Senior Management” of the 2014 annual report of the Company.

APPOINTMENT OF MS. KWONG YING PING YVONNE AS AUTHORIZED REPRESENTATIVE OF THE COMPANY

Ms. Kwong Yin Ping Yvonne (鄭燕萍) is currently the joint company secretary and an alternate authorized representative of the Company, and has been appointed as an authorized representative of the Company as required under Rule 3.05 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited with effect from 4 December 2015. Details of Ms. Kwong's biographies are set out in the section headed “Profiles of Directors and Senior Management” of the 2014 annual report of the Company.

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

Ruzhou City, Henan Province, PRC, 4 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 Directors

Mr. Li Heping and Mr. Yang Yongzheng

Independent Non-executive Directors

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