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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 8 AUGUST 2017**

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**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of the Company dated 19 July 2017. Save as defined herein, capitalised terms used in this announcement have the same meanings as defined in the Circular and the Notice.

The Board is pleased to announce that the resolution as set out in the Notice (the “**Resolution**”) was duly passed by way of poll at the EGM held at 2:30 p.m. on 8 August 2017 at 14/F Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong.

The EGM was presided over by Mr. Li Jiangming, an executive Director of the Company.

As at the date of the EGM, the total number of issued Shares of the Company was 2,938,281,647 Shares. In accordance with the Listing Rules, any shareholder with a material interest in the 2017 Framework Agreement and his close associates shall abstain from voting at the EGM, accordingly Yu Kuo Company Limited, which holds a total of 1,986,984,822 Shares, representing approximately 67.62% of the total number of Shares in issue as at the date of the EGM and is ultimately controlled by Chairman Li, being connected persons of the Company and having material interests in the 2017 Framework Agreement, will abstain from voting at the EGM for the resolution. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on the Resolution was 951,296,852 Shares, representing approximately 32.38% of the total issued Shares of the Company as at the date of the EGM. Save as disclosed above, (i) there were no Shares entitling the holder to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Listing Rules and (ii) no Shareholders had stated their intention in the Circular to vote against or abstain from voting on the Resolution at the EGM.

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

The poll results of the Resolution proposed at the EGM were as follows:

Ordinary Resolution		Number of votes cast and percentage of total number of votes cast (approximate %)		Total Number of votes cast
		For	Against	
1	To approve, confirm and ratify the 2017 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 2017 Framework Agreement and the transactions contemplated thereunder.	485,103,390 (100%)	0 (0%)	485,103,390

For details of the Resolution, please refer to the Notice and the Circular.

As more than 50% of the votes were cast in favour of the Resolution at the EGM, the Resolution was duly passed as an ordinary resolution of the Company.

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

Hong Kong, 8 August 2017

*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.*