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If you are in doubt as to any aspect of this Circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Tianrui Group Cement Company Limited**, you should at once hand this Circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

CONTINUING CONNECTED TRANSACTION AND MAJOR TRANSACTION IN RELATION TO THE 2025 FRAMEWORK AGREEMENT: PROVISION OF MUTUAL GUARANTEES

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**



A letter from the Board is set out on pages 4 to 19 of this circular.

A letter from the Independent Board Committee to the Independent Shareholders is set out on pages 20 to 21 of this circular.

A letter from the Independent Financial Adviser, containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 22 to 39 of this circular.

A notice convening an extraordinary general meeting of the Company to be held at 10:00 a.m. on Monday, 16 February 2026 at Conference Room, 10/F., Tianrui Group Building, South Side of Guangcheng East Road, Ruzhou City, Henan Province, PRC is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use in connection with the extraordinary general meeting is enclosed herewith and published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk). Whether or not you are able to attend the meeting, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not later than 48 hours before the time designated for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

29 January 2026

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“2022 Framework Agreement”	the agreement dated 4 November 2022, entered into between Tianrui Group Company, Tianrui Cement and the Company, pursuant to which the parties thereto have agreed to provide certain guarantees to each other
“2025 Framework Agreement”	the agreement dated 8 December 2025, entered into between Tianrui Group Company, Tianrui Cement and the Company, pursuant to which the parties thereto have agreed to provide certain guarantees to each other
“Annual Caps”	the annual caps for Company Guarantee and Tianrui Group Guarantee pursuant to the 2025 Framework Agreement
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“Company”	China Tianrui Group Cement Company Limited (中國天瑞集團水泥有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“Company Guarantee”	the guarantee provided by the Company to Tianrui Group Company (including its subsidiaries but, excluding its subsidiaries engaged in aluminum-related business) pursuant to the 2025 Framework Agreement or the guarantee provided by Tianrui Cement to Tianrui Group Company (including its subsidiaries but, excluding its subsidiaries engaged in aluminum-related business) pursuant to the 2022 Framework Agreement (as the context requires)

DEFINITIONS

“connected person(s)’’	has the meaning ascribed to it under the Listing Rules
“continuing connected transaction(s)’’	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)’’	has the meaning ascribed to it under the Listing Rules
“Counter Guarantee’’	the counter guarantee provided by Mr. Li pursuant to the Counter Guarantee Agreement
“Counter Guarantee Agreement’’	the agreement dated 8 December 2025 entered into between the Company and Mr. Li, pursuant to which Mr. Li has agreed to indemnify the Company for any amount that becomes payable by the Company or its subsidiaries in relation to the Company Guarantee
“Director(s)’’	the director(s) of the Company
“EGM’’	the extraordinary general meeting to be held by the Company to, amongst others, consider and approve the 2025 Framework Agreement and the Annual Caps
“Group’’	the Company and its subsidiaries
“Guarantees’’	the Tianrui Group Guarantee and the Company Guarantee
“Independent Board Committee’’	a Board committee comprising all the independent non-executive Directors
“Independent Financial Adviser’’	Maxa Capital Limited, a licensed corporation to carry out Type 1 (Dealing in Securities), Type 6 (Advising on Corporate Finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in connection with the Company Guarantee and the relevant annual caps pursuant to the 2025 Framework Agreement
“Independent Shareholders’’	has the meaning ascribed to it under the Listing Rules
“Latest Practicable Date’’	28 January 2026
“Listing Rules’’	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Mr. Li”	Li Liufa (李留法), chairman, non-executive director and a controlling shareholder of the Group
“Mrs. Li”	Mrs. Li Fengluan, the spouse of Mr. Li
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Cap 571, Laws of Hong Kong)
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Tianrui Cement”	Tianrui Group Cement Company Limited (天瑞集團水泥有限公司), a wholly foreign-owned enterprise established in the PRC with limited liability and a wholly-owned subsidiary of the Company
“Tianrui Group Company”	Tianrui Group Company Limited (天瑞集團股份有限公司), a company established in the PRC with limited liability
“Tianrui Group Guarantee”	the guarantee provided by Tianrui Group Company to the Company (including its subsidiaries) pursuant to the 2025 Framework Agreement or the guarantee provided by Tianrui Group Company to Tianrui Cement (including its subsidiaries) pursuant to the 2022 Framework Agreement (as the context requires)
“%”	per cent



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)

Directors:

Executive Directors:

Ms. Li Fengluan

Mr. Ding Jifeng

Mr. Li Jiangming

Mr. Jin Mingjie

Registered Office:

Cricket Square Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Non-executive Director and

Chairman:

Mr. Li Liufa

Headquarters and Principal Place

of Business in the PRC:

No. 63 Guang Cheng East Road

Ruzhou City

Henan Province

PRC

Independent non-executive Directors:

Mr. Kong Xiangzhong

Mr. Mak Tin Sang

Mr. Jiang Senlin

Place of Business in Hong Kong:

Room 1806, 18/F,

Harbour Centre

25 Harbour Road,

Wanchai, Hong Kong

29 January 2026

To the Shareholders

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTION
AND
MAJOR TRANSACTION
IN RELATION TO THE 2025 FRAMEWORK AGREEMENT:
PROVISION OF MUTUAL GUARANTEES**

INTRODUCTION

Reference is made to the Company's announcement dated 8 December 2025 in relation to the major and continuing connected transactions contemplated under the 2025 Framework Agreement.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, the Company Guarantee contemplated under the 2025 Framework Agreement constitutes continuing connected transactions for the Company subject to the reporting, announcement and Independent Shareholders' approval requirements.

The purpose of this circular is to set out, among other things, (i) the details of the 2025 Framework Agreement and the transactions contemplated thereunder; (ii) a letter from the Independent Board Committee; (iii) a letter from Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) a notice convening the EGM.

MAJOR TERMS OF THE 2025 FRAMEWORK AGREEMENT AND THE TRANSACTIONS CONTEMPLATED THEREUNDER

I. Major Terms of the 2025 Framework Agreement

The terms of the 2025 Framework Agreement are materially the same as the 2022 Framework Agreement.

1. Date

8 December 2025 (after trading hours)

2. Effective Period

The 2025 Framework Agreement shall be effective for a term from 1 January 2026 to 31 December 2028 (the “**Term**”), subject to all the conditions precedent (including Independent Shareholders' approval) thereto being fulfilled. For the avoidance of doubt, the 2022 Framework Agreement shall continue to be effective up to 31 December 2025.

3. Parties

- (a) The Company;
- (b) Tianrui Cement; and
- (c) Tianrui Group Company

4. Mutual Guarantee

(a) Tianrui Group Guarantee

Pursuant to the 2025 Framework Agreement, Tianrui Group Company has agreed, during the Term, to provide guarantees, directly by itself or through its subsidiaries, with respect to the Company or its subsidiaries, for bank loans to be borrowed and/or debentures or corporate bonds to be issued by any of them.

(b) Company Guarantee

Pursuant to the 2025 Framework Agreement, the Company has agreed, during the Term, to provide guarantees, directly by itself or through its subsidiaries, with respect to Tianrui Group Company or its subsidiaries (excluding any of its subsidiaries engaged in aluminum-related business) for bank loans to be borrowed and/or debentures or corporate bonds to be issued by any of them. In the event that the relevant loan, debenture or corporate bonds is to be borrowed or issued by any of Tianrui Group Company's subsidiaries, Tianrui Group Company shall provide the primary guarantee to the lenders in respect to the loan, debenture or corporate bonds while the Company Guarantee shall only be provided as additional credit support. In addition, with respect to such Company Guarantee, Tianrui Group Company undertakes to indemnify the Company for any amount payable by the Company in accordance with the terms and conditions of the Company Guarantee, including the principal amount of the relevant loan, debenture or corporate bonds, any interest, fees, damages and enforcement expenses for breach of the loan, debenture or corporate bonds.

For the avoidance of doubt, none of the members of the Group will be considered to be a subsidiary of Tianrui Group Company for the purpose of the 2025 Framework Agreement.

The provision of the Guarantees by each party under the 2025 Framework Agreement will be subject to the guarantor having fully understood the borrower's business obligations and financial position, and further in the case of Company Guarantee, it will also be subject to the review and approval of a special committee established by the Board for monitoring the risk control and management in relation to the 2025 Framework Agreement. For further details, please refer to the section headed "Risk Management Measures under the 2025 Framework Agreement" in this circular.

No commission is payable by the Company or Tianrui Group Company to each other in connection with any of the Guarantees, which the Directors consider is fair and reasonable to the Company and its Shareholders on the basis that, among others, commission in relation to guarantee is normally calculated based on the annual amount of the guarantees. The proposed Annual Caps of Tianrui Group Guarantee are higher than those of Company Guarantee, and it is also expected that the amount to be utilized under Tianrui Group Guarantee is greater than the amount to be utilized under Company Guarantee; therefore, the commission payable by the Company under the Tianrui Group Guarantee would be greater than that by Tianrui Group Company under the Company Guarantee, should any commission be payable. As such, it would be for the benefit of the Company for there not to be any commission payable under the 2025 Framework Agreement.

No security shall be provided over the assets of any member of the Group in relation to any of the Guarantees.

LETTER FROM THE BOARD

Pursuant to the 2025 Framework Agreement, no obligations under the Company Guarantee and Tianrui Group Guarantee shall be offset against each other.

5. **Conditions Precedent**

The Guarantees will be subject to the conditions precedent set out as follows:

- (i) the Company has complied with the requirements provided under the Listing Rules in respect of the transactions contemplated under the 2025 Framework Agreement;
- (ii) the 2025 Framework Agreement and the transactions contemplated thereunder have been approved by the Independent Shareholders at the EGM in compliance with the Listing Rules; and
- (iii) the Counter Guarantee Agreement has been executed.

6. **Proposed Annual Caps for the Guarantees**

The proposed Annual Caps provided in the 2025 Framework Agreement are set out as follows:

	Year ending 31 December		
	2026 <i>RMB (million)</i>	2027 <i>RMB (million)</i>	2028 <i>RMB (million)</i>
Maximum daily balance of the Company Guarantee	2,500	2,500	2,500
Maximum daily balance of Tianrui Group Guarantee	9,000	9,000	9,000

Under the 2022 Framework Agreement, the maximum daily balance of the Company Guarantee are RMB3,000 million for each of the three years ending 13 February 2026 respectively, and the maximum daily balance of the Tianrui Group Guarantee are RMB7,000 million for each of the three years ending 13 February 2026 respectively.

Regarding the Company Guarantee, the proposed annual cap of RMB2,500 million has been determined based on the historical highest daily balances of the Company Guarantee during the past three years while providing flexibility to cater for Tianrui Group Company's current and future funding needs. Based on the historical records during the past three years, the highest daily balance of the Company Guarantee in 2023, 2024 and the nine months ended 30 September 2025 was approximately RMB2,000.0 million, RMB1,900.0 million and RMB1,200.0 million, respectively, and accordingly the proposed annual cap has been adjusted from RMB3,000 million to RMB2,500 million. The proposed annual cap of RMB2,500 million were determined by the Board after taking into consideration the following factors: (a) funding needs of the Tianrui Group Company and its subsidiaries (excluding any of its subsidiaries engaged in aluminum-related business) for borrowings of approximately RMB1,098.5 million secured by Company Guarantee as of 30 September 2025; and (b) increase in future capital requirements of Tianrui Group

LETTER FROM THE BOARD

Company and its subsidiaries (excluding any of its subsidiaries engaged in aluminum-related business). As advised by the management of Tianrui Group Company, it is expected that approximately RMB1,400.0 million in bank facilities will be required to finance fixed assets investments in relation to its tourism, energy and other businesses.

In quantitative terms, the calculation of the Proposed Annual Caps is based on the aggregation of the outstanding borrowing amount RMB1,098.5 million of Tianrui Group Company as of 30 September 2025 and the estimated borrowing amounts for fixed assets investment in relation to Tianrui Group Company's tourism, energy and other businesses for the three years ending 31 December 2028, which will be mainly used for building up new coal coking production lines for its energy business which is expected to exceed RMB1,500 million.

Regarding the Tianrui Group Guarantee, the proposed annual cap of RMB9,000 million has been determined based on the historical highest daily balances of the Tianrui Group Guarantee during the past three years while providing flexibility to cater for the Group's funding needs. Based on the historical records over the past three years, the highest daily balance of the Tianrui Group Guarantee in 2023, 2024 and the nine months ended 30 September 2025 was approximately RMB8,200.0 million, RMB7,900.0 million and RMB8,158.1 million respectively, which represent the utilization rates of approximately 117.14%, 112.86% and 116.54% of the proposed annual cap of RMB7,000 million under the 2022 Framework Agreement. Therefore, the utilization rate of the Tianrui Group Guarantee has been adjusted from RMB7,000 million to RMB9,000 million. In quantitative terms, the proposed Annual Caps for Tianrui Group Guarantee in the 2025 Framework Agreement were determined by the Board after taking into consideration the following factors:

- (a) funding needs of the Group in respect of the borrowings of approximately RMB7,831.4 million which has been secured by Tianrui Group Guarantee as of 30 September 2025; and
- (b) the Group's possible needs for approximately RMB1,100 million to finance fixed assets investments, business acquisition, production improvement, by-product expansion and general working capital during the Term.

Therefore, the proposed annual cap of RMB9,000 million would cover the aggregated funding needs of the Group while affording buffer for business flexibility during 2026 to 2028. As a result of the Tianrui Group Guarantee, the Group will not only be able to enhance its ability to obtain bank loans and other borrowings, but it will also have the flexibility to approve and finalise relevant loans and borrowings in a timely manner, which is important to the Group's implementation of its business expansion and performance improvement.

LETTER FROM THE BOARD

A comparison between the proposed Annual Caps provided in 2025 Framework Agreement and the 2022 Framework Agreement is as follows:

	Annual Caps under 2022 Framework Agreement	Annual Caps under 2025 Framework Agreement
Company Guarantee	Maximum daily balance not exceeding RMB3,000 million during the term from 1 January 2023 to 31 December 2025	Maximum daily balance not exceeding RMB2,500 million during the term from 1 January 2026 to 31 December 2028
Tianrui Group Guarantee	Maximum daily balance of RMB7,000 million during the term from 1 January 2023 to 31 December 2025	Maximum daily balance of RMB9,000 million during the term from 1 January 2026 to 31 December 2028

Note: the 2022 Framework Agreement was approved in the extraordinary general meeting of the Company on 21 December 2022.

II. Counter Guarantee

On 8 December 2025 (after trading hours), Mr. Li, entered into the Counter Guarantee Agreement with the Company, pursuant to which Mr. Li agreed to indemnify the Company by means of the Counter Guarantee for any amount payable by the Company or its subsidiaries in connection with the Company Guarantee, including the principal amount of the relevant loan, debenture or corporate bonds, any interest, fees, damages and enforcement expenses for breach of the relevant loan, debenture or corporate bonds.

The Board considers that the Counter Guarantee is provided to the Group on normal commercial terms or better for the Group and no security shall be provided over the assets of any member of the Group in relation to such guarantee; therefore, the Counter Guarantee is exempted from reporting, announcement and Independent Shareholders' approval requirements according to Rule 14A.90 of the Listing Rules.

The Counter Guarantee arrangement for the 2025 Framework Agreement is identical in nature as Mr. Li's counter guarantee arrangement for the 2022 Framework Agreement.

REASONS FOR AND BENEFITS OF THE 2025 FRAMEWORK AGREEMENT

The 2025 Framework Agreement was entered into by the Company and Tianrui Group Company after taking into account the following factors:

- (a) It is common commercial practice for lenders in China to require the provision of guarantees as security for provision of loans to a borrower. In particular, privately-owned companies are often required by the PRC banks to provide third-party guarantee before granting a loan. Accordingly, financial institutions in the PRC have implemented tightened risk control measures, which require borrowers to extend or provide additional guarantees before granting loans.
- (b) The historical utilization of the Tianrui Group Guarantee is greater than that of the Company Guarantee. As at 30 September 2025, the outstanding balance of the Company Guarantee is approximately 1,098.5 million while the Tianrui Group Guarantee is approximately RMB 7,831.4 million. During the term of 2022 Framework Agreement and as at the Latest Practicable Date, there has not been default of any loans guaranteed by either the Tianrui Group Guarantee or the Company Guarantee under the 2022 Framework Agreement. The guaranteed amounts under the Tianrui Group Guarantee and the Company Guarantee as of 31 December 2023, 31 December 2024 and 30 September 2025 are as follows:

	31 December 2023 <i>RMB (million)</i>	31 December 2024 <i>RMB (million)</i>	30 September 2025 <i>RMB (million)</i>
Company Guarantee	2,000.0	1,900.0	1,200.0
Tianrui Group Guarantee	8,200.0	7,900.0	8,158.1

LETTER FROM THE BOARD

The highest daily balance of Company Guarantee are RMB2,000.0 million, RMB1,900.0 million and RMB1,200.0 million during the year ended 31 December 2023 and 2024, and the nine months ended 30 September 2025 respectively.

The highest daily balance of Tianrui Group Guarantee are RMB8,200.0 million, RMB7,900.0 million and RMB8,158.1 million during the year ended 31 December 2023 and 2024, and the nine months ended 30 September 2025 respectively. While the daily maximum balance of RMB8.2 billion in 2023, RMB7.9 billion in 2024 and RMB8.16 billion during nine months ended 30 September 2025 exceeds the maximum cap of Tianrui Group Guarantee (i.e. RMB7 billion), there is no breach of Listing Rules because the Tianrui Group Guarantee is provided to the Group on normal commercial terms or better for the Group and no security shall be provided over the assets of any member of the Group in relation to such guarantee, therefore, the Tianrui Group Guarantee is exempted from reporting, announcement and Independent Shareholders' approval requirements according to Rule 14A.90 of the Listing Rules.

- (c) The Group's business is capital-intensive. While the Group has continuously sought to diversify its external funding sources, domestic PRC bank loans remain a vital source in satisfying the Group's financing needs. Consistent with its business strategy, the Group intends to continue to engage in fixed assets investments, business acquisitions, production improvement and by-product expansion so as to benefit from the consolidation trend in China's cement industry and ensure the sustainable development of the Group's business in the long term. As a result of the Tianrui Group Guarantee, the Group will not only be able to enhance its ability to obtain bank loans and other borrowings, but it will also have the flexibility to approve and finalize relevant loans and borrowings in a timely manner, which is important to the Group's implementation of its business expansion and performance improvement.
- (d) With respect to the Company Guarantee:
 - (i) the Company will have recourse against Tianrui Group Company for the Company's potential losses. In the event that the relevant loan is to be borrowed by a subsidiary of Tianrui Group Company, Tianrui Group Company shall provide the primary guarantee, whereas the Company Guarantee is being provided for additional credit support. Furthermore, Tianrui Group Company, by entering into the 2025 Framework Agreement, has agreed to indemnify the Company for any amount payable in such situation, including the principal amount of the relevant loan, any interest, fees, damages and enforcement expenses for breach of the loan;
 - (ii) Mr. Li also agreed to indemnify the Company for any amount that the Company would have paid to the lenders of Tianrui Group Company in accordance with the terms and conditions of each individual guarantee under the 2025 Framework Agreement;

- (iii) the Company will not provide a guarantee to any of Tianrui Group Company's subsidiaries operating in aluminum-related business. The Company is of the view that Tianrui Group Company's aluminum related business is uncertain and has been affected by the unfavorable market condition in recent years. As such, the Company's exposure to the credit risk of Tianrui Group Company under the Company Guarantee will be minimized by carving out Tianrui Group Company's subsidiaries operating in aluminum-related business; and
- (iv) as at the Latest Practicable Date, Tianrui Group Company confirms that it does not have any repayment default in respect of any loan arrangements with banks. The financial position of Tianrui Group Company is reasonably healthy, certain particulars of which are set out in the section headed "Financial Information of Tianrui Group Company" in this circular.

(e) In order to secure sufficient funds for the operations of the Group, the Board also considered the following measures as alternatives to the Guarantees and the principal reasons for not adopting these measures are set out as follows:

- (i) *Guarantees provided by an independent third party*

To compensate for the risk exposure of an independent third party guarantor, the Company would need to pay a commission calculated based on the annual amount of the guarantee. Since the annual amount of the guarantee as suggested by the proposed Annual Caps for the Company Guarantee is high, the commission chargeable by such guarantor would be costly for the Group;
- (ii) *Individual guarantee relating to each individual loan agreement*

As described in paragraph (c) above, the Group's business is capital-intensive. Arranging individual guarantees relating to each individual loan agreement could limit the flexibility for the Group to approve and execute its relevant loans and borrowings on a timely basis.

(f) In line with the 2022 Framework Agreement, the Company has, together with Tianrui Cement as a party to the agreement, formulated the agreement and entered into the 2025 Framework Agreement with Tianrui Group Company. The principal reasons for this are set out as follows:

- (i) it has become increasingly common for banks in China to arrange cross-border finance such as offshore or onshore financing against domestic or overseas guarantee, which require companies outside of China to become parties in the arrangement. Some banks have proposed this kind of arrangement and requirement to the Company, Tianrui Cement, Tianrui Group Company or its subsidiaries (excluding any of its subsidiaries engaged in aluminum-related business), in order to lower finance cost, enlarge financing scale, manage foreign exchange risk or match cross-border funding needs.

LETTER FROM THE BOARD

- (ii) some banks are willing to offer a better finance service package for the group entities of a listed company, including majority shareholders and listed companies, which would require a guarantee from the listed company, since a public company listed on a stock exchange has better transparency and credit premium compared to a private company.

In consideration for the benefits received by the Group under the Tianrui Group Guarantee set out above, the Company has, therefore, agreed to provide the Company Guarantee.

INTERNAL CONTROL AND RISK MANAGEMENT MEASURES UNDER THE 2025 FRAMEWORK AGREEMENT

In order to strengthen oversight and internal controls in relation to the Company Guarantee and to manage the Group's risk exposure under the 2025 Framework Agreement, the Company will continue to implement the following internal control and risk management measures during the Term:

- (a) the Board shall continue to establish a special committee comprising not less than three Directors and the majority of the committee members shall be independent non-executive Directors. The special committee shall, during the Term:
 - (i) review and approve each Company Guarantee. The special committee has the right to fully understand the business operations and financial position of the borrower before approving each Company Guarantee. It would not constitute a breach of the 2025 Framework Agreement if, after a review of the financial position of the borrower, the special committee considers it inappropriate to approve such guarantee. To facilitate such review process, Tianrui Group Company and its subsidiaries shall promptly provide their financial statements and other relevant information as requested by the special committee. The special committee will take into account the following factors when approving such guarantee: 1) no guarantee should be granted to a borrower with negative consolidated equity attributable to owners; 2) no guarantee should be granted to a borrower operating in aluminum-related business; and 3) no guarantee should be granted to a borrower where an event occurs that may constitute an event of default under any of its existing loan agreements;
 - (ii) monitor the implementation of each individual guarantee provided by the Company under the 2025 Framework Agreement quarterly, including (i) the usage of borrowing, the latest debts to assets ratio of Tianrui Group Company, the latest net profit attributable to the shareholders of Tianrui Group Company and the lawsuits involving by Tianrui Group Company, to fully understand the business operations and financial position of the borrower; and (ii) the outstanding balance of the Company Guarantee to ensure providing such guarantee will not exceed the existing annual caps under the 2025 Framework Agreement;
 - (iii) consider the suitability of the guaranteed company;

- (iv) on quarterly basis, review and make sure no material adverse event or litigation issues will substantially affect the financial and operation of Tianrui Group Company and its subsidiaries and to determine the effect to the guarantee, including if they will constitute breach;
- (v) on quarterly basis, review the management accounts and relevant financial information, and inspect the assets, books and records of Tianrui Group Company;
- (vi) on quarterly basis, review and examine any material adverse changes on the business, property, assets or operations of Tianrui Group Company, or its ability to perform any of its obligations under the 2025 Framework Agreement; and
- (vii) on quarterly basis, review and examine any material adverse change in foreign exchange risk and the policy risk under the 2025 Framework Agreement.

(b) In addition, pursuant to Rules 14A.55 and 14A.56 of the Listing Rules, the independent non-executive Directors and auditors of the Company will conduct annual review and issue confirmations regarding the continuing connected transactions of the Company each year. As confirmed with the Company, the Company will continue to comply with the relevant annual review requirement under the Listing Rules on an on-going basis and therefore the transactions contemplated under the 2025 Framework Agreement will be reviewed annually by the independent non-executive directors and the auditor of the Company.

The Company will maintain a guarantee register recording the outstanding balance and the maximum daily balance of (i) the Company Guarantee and (ii) the Tianrui Group Guarantee, based on internal loan utilisation records. Before approving each Company Guarantee, the special committee will review the latest register to ensure that (1) the outstanding balance of the Tianrui Group Guarantee will remain greater than the outstanding balance of the Company Guarantee, and (2) the utilisation of each guarantee will remain within its respective Annual Cap.

The internal control and risk management measures under the 2025 framework agreement essentially remains the same as that for the 2022 Framework Agreement.

The Directors (including the independent non-executive Directors after considering the advice from the Independent Financial Adviser) are of the view that the terms of the 2025 Framework Agreement is not in the ordinary and usual course of business of the Group but is on normal commercial terms or better for the Group and the Annual Caps are fair and reasonable, and therefore are in the interests of the Company and the Shareholders as a whole.

BOARD'S APPROVAL

Save for Mr. Li, Mrs. Li (Mr. Li's spouse) and Mr. Li Jiangming, who is the brother of Mrs. Li, all of the Directors have confirmed that none of them has any material interest in the 2025 Framework Agreement; and therefore no Director (except Mr. Li, Mrs. Li and Mr. Li Jiangming) are required to abstain from voting at the meeting of the Board to approve the 2025 Framework

LETTER FROM THE BOARD

Agreement.

FINANCIAL INFORMATION OF TIANRUI GROUP COMPANY

The following table sets out the selected consolidated financial figures of Tianrui Group Company prepared in accordance with the PRC generally accepted accounting principles for the periods or as of the dates indicated:

	For the year ended 31 December	
	2024	2023
	<i>RMB'000</i> (audited)	<i>RMB'000</i> (audited)
Revenue	10,881,665	15,657,779
Profit before tax	448,426	404,948
Net profit (after tax)	164,076	167,957
Net cash from operation	1,591,579	1,638,535

	As at 31 December	
	2024	2023
	<i>RMB'000</i> (audited)	<i>RMB'000</i> (audited)
Cash and bank balances	2,933,809	5,922,291
Total assets	72,284,237	74,775,493
Total liabilities	29,546,745	32,296,418
Contingent liabilities	—	—
Banking facilities	13,645,651	15,254,805

INFORMATION ON THE PARTIES

The Group is principally engaged in businesses ranging from excavation of limestone, to production, sale and distribution of clinker and cement. The Company is incorporated in the Cayman Islands with limited liability, and is principally engaged in the manufacture and sale of cement, clinker and limestone aggregate. The Company is held by Yu Kuo as to 52.78%. Yu Kuo is indirectly wholly owned by Tianrui Group Company which is owned by Mr. Li as to 70% and Ms. Li as to 30%.

Tianrui Cement is a wholly foreign-owned enterprise established in the PRC with limited liability and a wholly-owned indirect subsidiary of the Company. Tianrui Cement is the principal subsidiary of the Company in PRC for the manufacture and sale of cement, clinker and limestone aggregate.

Tianrui Group Company is a company established in the PRC with limited liability and held as to 70% by Mr. Li and 30% by Mrs. Li, who are interested in different businesses such as foundry business, aluminum business, tourism and hotel business.

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, Tianrui Group Company is owned as to 70% by Mr. Li and as to 30% by Mrs. Li (Mr. Li's spouse), and Tianrui Group Company also indirectly holds approximately 52.78% shareholding in the Company and is hence the controlling shareholder of the Company. Tianrui Group Company is therefore a connected person of the Company. Therefore, the transactions contemplated under the 2025 Framework Agreement constitute continuing connected transactions of the Company under the Listing Rules.

Company Guarantee

Although the consideration ratio in respect of the Company Guarantee exceeds 100%, the Company Guarantee is not an acquisition by the Company and constitutes a major transaction (instead of a very substantial acquisition) under Chapter 14 of the Listing Rules and continuing connected transaction under Chapter 14A of the Listing Rules, and is subject to the reporting, announcement, circular and independent shareholders' approval requirements under the Listing Rules.

As the amount of the proposed Annual Caps (the daily maximum balance not exceeding RMB2,500 million for each of the three years ending 31 December 2028) of Company Guarantee exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules, the grant of Company Guarantee is also subject to the general disclosure obligations under Rule 13.15 of the Listing Rules.

Tianrui Group Guarantee

The Board considers that the Tianrui Group Guarantee is provided to the Group on normal commercial terms or better for the Group and no security shall be provided over the assets of any member of the Group in relation to such guarantee; therefore, the Tianrui Group Guarantee is exempted from reporting, announcement and Independent Shareholders' approval requirements according to Rule 14A.90 of the Listing Rules.

Counter Guarantee

The Board considers that the Counter Guarantee is provided to the Group on normal commercial terms or better for the Group and no security shall be provided over the assets of any member of the Group in relation to such guarantee; therefore, the Counter Guarantee is exempted from reporting, announcement and Independent Shareholders' approval requirements according to Rule 14A.90 of the Listing Rules.

The Independent Board Committee comprising all the independent non-executive Directors has been formed to advise the Independent Shareholders as to whether the terms of the 2025 Framework Agreement and the transactions contemplated thereunder, including the Annual Caps, are fair and reasonable and are in the interests of the Company and its Shareholders as a whole, and to advise the Independent Shareholders on how to vote, taking into account the recommendations of the Independent Financial Adviser.

BOARD'S APPROVAL

Save for Mr. Li, Mrs. Li (Mr. Li's spouse) and Mr. Li Jiangming, who is the brother of Mrs. Li, all of the Directors have confirmed that none of them has any material interest in the 2025 Framework Agreement; and therefore no Director (except Mr. Li, Mrs. Li and Mr. Li Jiangming) are required to abstain from voting at the meeting of the Board to approve the 2025 Framework Agreement.

EGM

The EGM will be held for the Independent Shareholders to consider and, if thought fit, approve the 2025 Framework Agreement and the transactions contemplated thereunder.

In accordance with the Listing Rules, any shareholder with a material interest in the 2025 Framework Agreement and his close associates shall abstain from voting at the EGM, accordingly, Yu Kuo, which holds a total of 52.78% Shares of the Company as at the Latest Practicable Date and is ultimately controlled by Mr. Li and Mrs. Li, being connected persons of the Company and having material interests in the 2025 Framework Agreement, will abstain from voting at the EGM for the resolution. The votes of the Independent Shareholders regarding the resolution for approval of the 2025 Framework Agreement and the transactions contemplated thereunder will be taken by poll.

FINANCIAL INFORMATION OF TIANRUI GROUP COMPANY

The following table sets out the selected consolidated financial figures of Tianrui Group Company prepared in accordance with the PRC generally accepted accounting principles and that of the Company which is prepared in accordance with IFRS for the periods or as of the dates indicated:

	For the year ended 31 December 2024 RMB'000 (audited)	Tianrui Group Company	For the year ended 31 December 2023 RMB'000 (audited)	Tianrui Group Company
Revenue	10,881,665	6,117,025	15,657,779	7,888,810
Profit before tax	448,426	478,701	404,948	(629,819)
Net profit (after tax)	164,076	214,215	167,957	(623,524)
Net cash from operating	1,591,579	1,550,539	1,638,535	(4,221,392)
Cash and bank balances	2,933,809	915,092	5,922,291	1,174,841
Total assets	72,284,237	37,215,106	74,775,493	40,573,494
Total liabilities	29,546,745	21,239,599	32,296,418	24,787,427
Contingent liabilities (Notes 2 & 3)	—	27,438	—	44,428
Utilised banking facilities (Note 4)	13,645,651	13,798,981	15,254,805	18,578,584

LETTER FROM THE BOARD

Note 1: Tianrui Group Company's financials have been prepared in accordance with PRC GAAP which has consolidated the corresponding amounts stated in the accounts of the Company, which have been prepared in accordance with IFRS.

Note 2: The contingent liabilities of the Company arise from provision of Company Guarantee.

Note 3: The outstanding amounts borrowed by the Company and secured by Tianrui Group Guarantee is approximately RMB1,098.5 million as at 30 September 2025. Under PRC GAAP, since the financials of the Company are consolidated into the financials of Tianrui Group Company, the Tianrui Group Guarantee is considered as intra-group guarantee and hence not accounted as contingent liability on the accounts of Tianrui Group Company.

Note 4: The utilized amounts of Company Guarantee which is outstanding from time to time has been reflected in the stated utilized banking facilities of Tianrui Group Company as at 31 December 2023 and 31 December 2024 respectively.

INFORMATION ON THE PARTIES

Tianrui Group Company is a company established in PRC with limited liability and held as to 70% by Mr. Li and 30% by Mrs. Li, who are interested in different businesses such as foundry business, aluminum business, tourism and hotel business.

The Group is principally engaged in businesses ranging from excavation of limestone, to production, sale and distribution of clinker and cement.

RECOMMENDATION

Your attention is drawn to the letter from the Independent Board Committee set out on pages 20 to 21 of this circular and the letter of advice from Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders set out on pages 22 to 39 of this circular in connection with the Company Guarantee under the 2025 Framework Agreement and the proposed annual caps for a term from 1 January 2026 to 31 December 2028 and the principal factors and reasons considered by Independent Financial Adviser in arriving at such advice respectively.

The Independent Board Committee, having taken into account the advice of Independent Financial Adviser, considers that the Company Guarantee contemplated under the 2025 Framework Agreement is not in the ordinary and usual course of business of the Group but is on normal commercial terms or better for the Group and the Annual Caps are fair and reasonable, and therefore are in the interests of the Company and the Shareholders as a whole.

Accordingly, the Board (including the independent non-executive Directors) recommends the Independent Shareholders to vote in favour of the resolution to approve the 2025 Framework Agreement and the Company Guarantee contemplated thereunder and the Annual Caps at the EGM as set out in the notice of the EGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 11 February 2026 to Monday, 16 February 2026, both days inclusive, during which period no transfer of Shares 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, 10 February 2026.

Your attention is drawn to additional information set out in the appendix to this circular.

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



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)

Independent Non-executive Directors:

Mr. Kong Xiangzhong

Mr. Mak Tin Sang

Mr. Jiang Senlin

29 January 2026

To the Shareholders

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTION
AND
MAJOR TRANSACTION
IN RELATION TO THE 2025 FRAMEWORK AGREEMENT:
PROVISION OF MUTUAL GUARANTEES**

We refer to the circular of the Company dated 29 January 2026 (the “**Circular**”) of which this letter forms part. Unless the context otherwise requires, terms defined in the Circular shall have the same meanings when used herein.

We have been appointed by the Board to form the Independent Board Committee to consider and advise the Independent Shareholders as to whether, in our opinion, the terms of the 2025 Framework Agreement and the Company Guarantee contemplated thereunder are in the ordinary and usual course of business of the Group and on normal commercial terms, and whether, in our opinion, the terms of the 2025 Framework Agreement and the Company Guarantee contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having considered the terms of the 2025 Framework Agreement and the advice of Independent Financial Adviser in relation to the Company Guarantee under the 2025 Framework Agreement and the proposed annual caps for a term from 1 January 2026 to 31 December 2028 as set out in the Circular, we are of the opinion that the Company Guarantee under 2025 Framework Agreement are not in the ordinary and usual course of business of the Group, but the terms of 2025 Framework Agreement are on normal commercial terms or better, and including the Company Guarantee Annual Caps provided in the 2025 Framework Agreement are fair and reasonable, and therefore are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the 2025 Framework Agreement and the Company Guarantee contemplated thereunder and the Annual Caps.

Yours faithfully,
Independent Board Committee

Kong Xiangzhong
Independent
non-executive director

Mak Tin Sang
Independent
non-executive director

Jiang Senlin
Independent
non-executive director

The following is the full text of the letter of advice from Maxa Capital Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, setting out its advice in respect of the terms of the 2025 Framework Agreement and the transactions contemplated thereunder, which has been prepared for the purpose of inclusion in this circular.



Unit 2602, 26/F, Golden Centre
188 Des Voeux Road Central
Sheung Wan
Hong Kong

29 January 2026

To the Independent Board Committee and the Independent Shareholders

Dear Sirs and Mesdames,

**CONTINUING CONNECTED TRANSACTION
AND
MAJOR TRANSACTION
IN RELATION TO THE 2025 FRAMEWORK AGREEMENT:
PROVISION OF MUTUAL GUARANTEES**

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the 2025 Framework Agreement and the Company Guarantee contemplated thereunder, including the Annual Caps of the Company Guarantee (the “**Proposed Annual Caps**”), details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular dated 29 January 2026 issued by the Company (the “**Circular**”) of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Circular unless the context requires otherwise.

Reference is made to the announcement of the Company dated 4 November 2022 and the circular of the Company dated 6 December 2022, in relation to the 2022 Framework Agreement pursuant to which, among others, Tianrui Cement agreed to provide the Company Guarantee to Tianrui Group Company (including its subsidiaries but excluding its subsidiaries engaged in aluminum-related business) for bank loans to be borrowed and/or debentures or corporate bonds to be issued by them for a term up to 31 December 2025. Accordingly, on 8 December 2025 (after trading hours), the Company entered into the 2025 Framework Agreement with Tianrui Group Company and Tianrui Cement, pursuant to which the Company has conditionally agreed to provide the Company Guarantee to Tianrui Group Company (including its subsidiaries but excluding its subsidiaries engaged in aluminum-related business) and Tianrui Group Company has conditionally agreed to provide the Tianrui Group Guarantee to the Company (including its subsidiaries), directly by themselves or through their subsidiaries, with respect to each other (inclusive of their subsidiaries) for bank loans to be borrowed and/or debentures or corporate bonds to be issued by them for a term from 1 January 2026 to 31 December 2028, subject to the Annual Caps for the Company Guarantee and the Tianrui Group Guarantee. For the avoidance of doubt, none of the members of the Group will be considered to be a subsidiary of Tianrui Group Company for the purpose of the 2025 Framework Agreement.

LISING RULES IMPLICATION

As at the Latest Practicable Date, Tianrui Group Company is owned as to 70% by Mr. Li and as to 30% by Mrs. Li (Mr. Li's spouse), and Tianrui Group Company also indirectly holds approximately 52.78% shareholding in the Company and is hence the controlling shareholder of the Company. Tianrui Group Company is therefore a connected person of the Company. Therefore, the transactions contemplated under the 2025 Framework Agreement constitute continuing connected transactions of the Company under the Listing Rules.

Although the consideration ratio in respect of the Company Guarantee exceeds 100%, the Company Guarantee is not an acquisition by the Company and constitutes a major transaction (instead of a very substantial acquisition) under Chapter 14 of the Listing Rules and continuing connected transaction under Chapter 14A of the Listing Rules, and is subject to the reporting, announcement, circular and independent shareholders' approval requirements under the Listing Rules.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Kong Xiangzhong, Mr. Mak Tin Sang and Mr. Jiang Senlin, has been established to advise the Independent Shareholders as to whether (i) the terms of the 2025 Framework Agreement and the Company Guarantee contemplated thereunder; and (ii) the Proposed Annual Caps are on normal commercial terms, in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote in respect of the relevant resolution(s) to be proposed at the EGM to approve the entering into of the 2025 Framework Agreement and the Company Guarantee contemplated thereunder, including the Proposed Annual Caps. We, Maxa Capital, have been engaged as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

OUR INDEPENDENCE

As at the Latest Practicable Date, we did not have any relationship with or interest in the Company, its subsidiaries and any other parties that could reasonably be regarded as relevant to our independence in accordance with Rule 13.84 of the Listing Rules and accordingly, were qualified to give independent advice to the Independent Board Committee and the Independent Shareholders in respect of the terms of the 2025 Framework Agreement and the Company Guarantee (including the Proposed Annual Caps) contemplated thereunder. In the past two years, we were appointed by the Company as the independent financial adviser in respect of certain continuing connected transactions in relation to the sales and purchases of clinker, raw coal and coking raw coal, details of which were set out in the circular of the Company dated 2 October 2025. The aforesaid previous appointment was limited to providing one-off independent advisory service, for which we received normal professional fees. Accordingly, we do not consider such previous appointment gives rise to any conflict of interest for us in acting as the Independent Financial Adviser in respect of the 2025 Framework Agreement and the Company Guarantee (including the Proposed Annual Caps) contemplated thereunder. Apart from the normal advisory fees payable to us in connection with this appointment, no arrangement exists whereby we shall receive any other fees or benefits from the Company, Tianrui Group Company or their respective substantial shareholders or associates.

BASIS OF OUR OPINION

In formulating our opinion and recommendation, we have reviewed, among others, (i) the 2025 Framework Agreement; (ii) the annual reports of the Company for the year ended 31 December 2023 (the “**2023 AR**”) and 31 December 2024 (the “**2024 AR**”) and the interim report of the Company for the six months ended 30 June 2025 (the “**2025 IR**”); and (iii) the basis of calculation of the Proposed Annual Caps and the underlying assumptions.

We consider that we have reviewed sufficient and relevant information and documents and have taken reasonable steps as required under Rule 13.80 of the Listing Rules to reach an informed view and to provide a reasonable basis for our recommendation. We have relied on the statements, information, opinions and representations contained in the Circular and the information and representations provided to us by the Directors and the management of the Group (the “**Management**”). We have assumed that (i) all statements, information and representations provided by the Directors and the Management; and (ii) the information referred to in the Circular, for which they are solely responsible, were true and accurate at the time when they were provided and continued to be so as at the Latest Practicable Date and the Shareholders will be notified of any material changes to such information and representations before the EGM. We have also assumed that all statements of belief, opinion, intention and expectation made by the Directors in the Circular were reasonably made after due enquiry and careful consideration.

We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the representations and opinions expressed by the Company, its advisers and/or Director. We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent verification of the information included in the Circular and provided to us by the Directors and the Management, nor have we conducted any form of in-depth investigation into the business and affairs or the future prospects of the Company, Tianrui Group Company and each of their respective subsidiaries or associates.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in the Circular misleading.

Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company. Where information in this letter has been extracted from published or otherwise publicly available sources, the sole responsibility of us is to ensure that such information has been correctly and fairly extracted, reproduced or presented from the relevant stated sources and not be used out of context.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the 2025 Framework Agreement and the Company Guarantee (including the Proposed Annual Caps) contemplated thereunder, we have taken into consideration the following principal factors and reasons:

1. Background of the 2025 Framework Agreement

1.1 Information of the Group

The Group is principally engaged in businesses ranging from excavation of limestone to production, sale and distribution of clinker and cement. As of 31 December 2024, the Group possessed clinker production capacity of 28.4 million tonnes, cement production capacity of 56.4 million tonnes and production capacity of limestone aggregate of 30.2 million tonnes.

Set out below are the summarised financial information of the Group for the two years ended 31 December 2023 and 2024 (“**FY2023**” and “**FY2024**”, respectively), as extracted from the 2023 AR and 2024 AR, and for the six months ended 30 June 2024 and 2025 (“**1H2024**” and “**1H2025**”, respectively), as extracted from the 2025 IR:

	For the year ended 31 December		For the six months ended 30 June	
	2023 RMB'000 (audited)	2024 RMB'000 (audited)	2024 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
	Revenue	7,888,810	6,117,025	2,583,798
(Loss)/profit and total comprehensive (expense)/income for the year/period	(623,524)	214,215	25,889	72,257

The revenue of the Group was approximately RMB6.1 billion for FY2024, representing a decrease of approximately RMB1.8 billion or 22.5% as compared to approximately RMB7.9 billion for FY2023, whereas the profit and total comprehensive income was approximately RMB214.2 million for FY2024, representing an increase of approximately RMB837.7 million as compared to the loss and total comprehensive expense of approximately RMB623.5 million for FY2023. Such decrease in revenue was primarily attributable to the decrease in the Group's sales volume and sales price of cement and limestone aggregate. The turnaround from loss and total comprehensive expenses for FY2023 to profit and total comprehensive income for FY2024 was mainly attributable to the increase in other income of approximately RMB1.5 billion for FY2024 as the Group recognised interest income from suppliers and Tianrui Group Company in an aggregate amount of approximately RMB1.4 billion for FY2024.

The revenue of the Group was approximately RMB3.0 billion for 1H2025, representing an increase of approximately RMB378.9 million or 14.7% as compared to approximately RMB2.6 billion for 1H2024, whereas the profit and total comprehensive income was approximately RMB72.3 million for 1H2025, representing an increase of approximately RMB46.4 million or 179.1% as compared to approximately RMB25.9 million for 1H2024. Such increase in revenue was primarily attributable to the increase in revenue from cement sales. Increase in the profit and total comprehensive income of the Group was mainly attributable to the increase in profit from the Northeastern China region due to the increase in unit gross profit.

	As at 31 December		As at 30 June	
	2023 RMB'000 (audited)	2024 RMB'000 (audited)	2025 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
	Total assets	40,573,494	37,215,106	36,351,373
– Cash, deposits and bank balances	1,174,841	915,092	467,664	
Total liabilities	24,787,427	21,239,599	20,268,366	
– Total borrowings	16,592,494	11,722,613	11,003,606	
Total equity	15,786,067	15,975,507	16,083,007	

The Group's total assets decreased by approximately RMB3.4 billion or 8.3% from approximately RMB40.6 billion as at 31 December 2023 to approximately RMB37.4 billion as at 31 December 2024. Such decrease in total assets was mainly attributable to the decrease in (i) pledged bank balances; and (ii) property, plant and equipment. Among all assets, the Group's cash, deposits, and bank balances decreased by approximately RMB259.7 million or 22.1% from approximately RMB1,174.8 million as at 31 December 2023 to approximately RMB915.1 million as at 31 December 2024, which was mainly attributable to repayment of borrowings. The Group's total liabilities decreased by approximately RMB3.5 billion or 14.3% from approximately RMB24.8 billion as at 31 December 2023 to approximately RMB21.2 billion as at 31 December 2024. Such decrease in total liabilities was mainly attributable to the decrease in borrowings due after one year. The Group's total equity slightly increased from approximately RMB15.8 billion as at 31 December 2023 to approximately RMB16.0 billion as at 31 December 2024, representing an increase of approximately RMB189.4 million or 1.2%.

The Group's total assets decreased by approximately RMB863.7 million or 2.3% from approximately RMB37.2 billion as at 31 December 2024 to approximately RMB36.4 billion as at 30 June 2025. Such decrease in total assets was mainly attributable to the decrease in loan receivable. Among all assets, the Group's cash, deposits, and bank balances decreased by approximately RMB447.4 million or 48.9% from approximately RMB915.1 million as at 31 December 2024 to approximately RMB467.7 million as at 30 June 2025, which was mainly attributable to the increase in restricted pledged bank balances and repayment of borrowings. The Group's total liabilities decreased by approximately RMB971.2 million or 4.6% from approximately RMB21.2 billion as at 31 December 2024 to approximately RMB20.3 billion as at 30 June 2025. Such decrease in total liabilities was mainly attributable to the decrease in borrowings due within one year. The Group's total equity slightly increased from approximately RMB16.0 billion as at 31 December 2024 to approximately RMB16.1 billion as at 30 June 2025, representing an increase of approximately RMB107.5 million or 0.7%.

1.2 Information of Tianrui Cement

Tianrui Cement is a wholly foreign-owned enterprise established in the PRC with limited liability and a wholly-owned indirect subsidiary of the Company. Tianrui Cement is the principal subsidiary of the Company in PRC for the manufacture and sale of cement, clinker and limestone aggregate.

As part of our due diligence work, we have obtained and reviewed the audited financial reports of Tianrui Cement for FY2023 and FY2024, and the management accounts of Tianrui Cement for 1H2025. We note that Tianrui Cement accounts for over 90% of the revenue and assets of the Group for the respective periods.

1.3 Information of Tianrui Group Company

Tianrui Group Company is a company established in the PRC with limited liability and held as to 70% by Mr. Li and 30% by Mrs. Li, who are interested in different businesses such as foundry business, aluminum business, tourism and hotel business.

LETTER FROM INDEPENDENT FINANCIAL ADVISER

Set out below are the financial highlights of Tianrui Group Company for FY2023 and FY2024, (the “**Review Period**”).

	For the year ended 31 December	
	2024 <i>RMB'000</i> (audited)	2023 <i>RMB'000</i> (audited)
Revenue	10,881,665	15,657,779
Profit before tax	448,426	404,948
Net profit after tax	164,076	167,957
Net cash from operation	1,591,579	1,638,535
 As at 31 December		
	2024 <i>RMB'000</i> (audited)	2023 <i>RMB'000</i> (audited)
Current assets	21,187,518	21,815,350
– Cash and bank balances	2,933,809	5,922,291
Total assets	72,284,237	74,775,493
Current liabilities	19,900,864	21,653,930
Total liabilities	29,546,745	32,296,418
Net assets	42,737,492	42,479,075
Banking facilities	13,645,651	15,254,805
 Financial ratios		
Current ratio (<i>times</i>) ^(Note)	1.1	1.0
Total liabilities to total equity (%)	69.1%	76.0%

Note: Current ratio is calculated by the current assets divided by current liabilities as at the respective year end.

As illustrated above, Tianrui Group Company recorded revenue of approximately RMB10.9 billion and for FY2024, representing a decrease of approximately 30.5% as compared to that for FY2023, which was primarily attributable to (i) the decrease in the revenue derived from cement production business and construction materials trading business affected by the reduced demand from real estate companies; and (ii) the decrease in the revenue derived from its iron casting business due to the reduced market demand. Tianrui Group Company recorded a net profit of RMB164.1 million, representing a decrease of approximately 2.3% as compared to approximately RMB168.0 million for FY2023. The cash and bank balances of Tianrui Group Company decreased by approximately 50.5% from approximately RMB5.9 billion as at 31 December 2023 to approximately RMB2.9 billion as at 31 December 2024, which was mainly due to the increase in net cash outflow from financial activities resulting from repayment of borrowings. The banking facilities of Tianrui Group Company decreased by approximately 10.5% from approximately RMB15.3 billion in FY2023 to approximately RMB13.6 billion in FY2024 due to the expiration of partial bank facilities during FY2024. Total liabilities to total equity ratio improved from approximately 76.0% as at 31 December 2023 to approximately 69.1% as at 31 December 2024, which was mainly attributable to the decrease in total liabilities due to the repayment of bank borrowings.

As stated in the Letter from the Board and confirmed by the Management, as at the Latest Practicable Date, there has been no default of any loans guaranteed by the Company Guarantee under the 2022 Framework Agreement.

As confirmed by the Management, Tianrui Group Company is not involved in any material litigation or arbitration and there is no outstanding or pending litigation or claim of material importance against Tianrui Group Company as at the Latest Practicable Date.

Based on the information available from the public domain, we note that Tianrui Group Company obtained an AA long term corporate credit rating and an AA+ credit rating for its corporate bond amounted RMB1 billion and issued in 2014 from China Lianhe Credit Rating Co., Ltd. with a stable outlook on 27 June 2023. The abovementioned corporate bond was matured and redeemed by Tianrui Group Company on 25 June 2024. Based on our search through public available sources, on a best effort basis, we have not identified (i) any updated credit rating of Tianrui Group Company or any subsequent issuance of corporate bond by Tianrui Group Company since the release of abovementioned credit ratings; and (ii) any default in loan repayment of Tianrui Group Company.

Taking into account that (i) Tianrui Group Company has a solid financial position with cash and bank balance of approximately RMB2.9 billion and net assets of approximately RMB42.7 billion as at 31 December 2024; (ii) there has been no default of any loans guaranteed by the Company Guarantee under the 2022 Framework Agreement; and (iii) we have not identified any default in loan repayment of Tianrui Group Company through public available sources, we consider that Tianrui Group Company has sufficient ability to settle the liabilities arising from the loans obtained from the lenders under the Company Guanrantee of no more than RMB2,500 million.

2. Reasons for and benefits of the 2025 Framework Agreement

Details of the reasons for and benefits of entering into of the 2025 Framework Agreement are set out in the section headed “Reasons for and benefits of the 2025 Framework Agreement” in the Letter from the Board.

As stated in the Letter from the Board, while the Group has continuously sought to diversify its external funding sources, domestic PRC bank loans remain a vital source in satisfying the Group's financing needs. Consistent with its business strategy, the Group intends to continue to engage in fixed assets investments, business acquisitions, production improvement and by-product expansion so as to benefit from the consolidation trend in China's cement industry and ensure the sustainable development of the Group's business in the long term. As a result of the Tianrui Group Guarantee, the Group will not only be able to enhance its ability to obtain bank loans and other borrowings, but it will also have the flexibility to approve and finalise relevant loans and borrowings in a timely manner, which is important to the Group's implementation of its business expansion and performance improvement. As disclosed in the Letter from the Board, approximately RMB7,831.4 million of guarantee amounts have been utilised by the Company under the Tianrui Group Guarantee as at 30 September 2025. The maximum daily balance of the Tianrui Group Guarantee under the 2025 Framework Agreement for each of the three years ending 31 December 2028 is RMB9,000 million, which will enable

the Group to obtain additional financing from commercial banks under the Tianrui Group Guarantee after taking into account the utilised amount as at 30 September 2025. In addition, the historical utilisation of the Tianrui Group Guarantee under the 2022 Framework Agreement and the proposed maximum daily balance of the Tianrui Group Guarantee under the 2025 Framework Agreement are much greater than the historical utilisation of the Company Guarantee under the 2022 Framework Agreement and the proposed maximum daily balance of the Company Guarantee under the 2025 Framework Agreement. The Company will be benefited from the Tianrui Group Guarantee which will facilitate the Group's daily operation with additional loan facility.

In respect of the risk exposure of the Company under the Company Guarantee, we note that the Company has taken the following actions to limit the risk exposure of the Company in the Company Guarantee:

- (i) the Company will have recourse against Tianrui Group Company for the Company's potential losses. In the event that the relevant loan is to be borrowed by a subsidiary of Tianrui Group Company, Tianrui Group Company shall provide the primary guarantee, whereas the Company Guarantee is being provided for additional credit support. Furthermore, Tianrui Group Company, by entering into the 2025 Framework Agreement, has agreed to indemnify the Company for any amount payable in such situation, including the principal amount of the relevant loan, any interest, fees, damages and enforcement expenses for breach of the loan;
- (ii) Mr. Li also agreed to indemnify the Company for any amount that the Company would have paid to the lenders of Tianrui Group Company in accordance with the terms and conditions of each individual guarantee under the 2025 Framework Agreement;
- (iii) the Company will not provide a guarantee to any of Tianrui Group Company's subsidiaries operating in aluminum-related business. The Company is of the view that Tianrui Group Company's aluminum related business is uncertain and has been affected by the unfavorable market condition in recent years. As such, the Company's exposure to the credit risk of Tianrui Group Company under the Company Guarantee will be minimized by carving out Tianrui Group Company's subsidiaries operating in aluminum-related business; and
- (iv) as at the Latest Practicable Date, Tianrui Group Company confirms that it does not have any repayment default in respect of any loan arrangements with banks. The financial position of Tianrui Group Company is reasonably healthy, certain particulars of which are set out in the section headed "1.2 Information of Tianrui Group Company" in this letter.

Mr. Li agreed to indemnify the Company by means of the Counter Guarantee for any amount payable by the Company or its subsidiaries in connection with the Company Guarantee without charging any fees.

Mr. Li is the controlling Shareholder, the non-executive Director and the Chairman of the Company, and the founder of the Group. He is primarily responsible for the Group's overall strategic planning and the management of the Group's business. As at the Latest Practicable Date, he was interested in 1,627,385,716 Shares, representing approximately 52.78% of the total issued Shares. We have obtained and reviewed the written confirmation provided by Mr. Li together with his spouse Mrs. Li to the Company in which they confirmed that (i) they have no material debt arrangement; (ii) their net assets value are not less than RMB10 billion; and (iii) except for the Counter Guarantee, they are only subject to other guarantee arrangements domestically or overseas of approximately RMB6.0 billion. According to the Hurun Global Rich List 2025 (2025 胡潤全球富豪榜) published by Hurun Report, Mr. Li and his family ranked No. 1,796 with a net asset value of approximately RMB15.5 billion. According to the official website of Hurun Report (<https://www.hurun.net>), Hurun Report is a well-known wealth ranking institution and was founded in Shanghai in 1999. Shareholders should note that we have not assessed the reliability of the net asset value of approximately RMB15.5 billion of Mr. Li and his family as stated in the Hurun Global Rich List 2025.

In light of the above, we concur with the Company that Mr. Li has sufficient financial capacity to fulfill his obligation under the Counter Guarantee.

Having considered that (i) the Company could benefit from the provision of Tianrui Group Guarantee by obtaining bank facility with lower cost and more flexibility; (ii) the financial institutions in the PRC will require the provision of guarantees from the Company as security for provision of loans to Tianrui Group Company for credit enhancement owing to the fact that the Company is a principal subsidiary of Tianrui Group Company; (iii) that the risk exposure in respect of the Company Guarantee to the Company is reasonable and controllable given Tianrui Group Company has a solid financial position and Mr. Li will provide the Counter Guarantee for all amount repaid by the Company as guarantor to the financial institutions if Tianrui Group Company defaults on the loan facilities; (iv) Mr. Li has sufficient financial capacity to fulfill his obligation under the Counter Guarantee, we are of the view that although the provision of Company Guarantee is not conducted in the ordinary and usual course of business of the Group, it is in the interests of the Company and the Shareholders as a whole.

3. Principal terms of the 2025 Framework Agreement

Date

8 December 2025 (after trading hours)

Effective Period

The 2025 Framework Agreement shall be effective for a term from 1 January 2026 to 31 December 2028 (the “Term”), subject to all the conditions precedent (including Independent Shareholders’ approval) thereto being fulfilled. For the avoidance of doubt, the 2022 Framework Agreement shall continue to be effective up to 31 December 2025.

Parties

- (a) The Company;
- (b) Tianrui Cement; and
- (c) Tianrui Group Company

Mutual Guarantee

- (a) Tianrui Group Guarantee

Pursuant to the 2025 Framework Agreement, Tianrui Group Company has agreed, during the Term, to provide guarantees, directly by itself or through its subsidiaries, with respect to the Company or its subsidiaries, for bank loans to be borrowed and/or debentures or corporate bonds to be issued by any of them.

- (b) Company Guarantee

Pursuant to the 2025 Framework Agreement, the Company has agreed, during the Term, to provide guarantees, directly by itself or through its subsidiaries, with respect to Tianrui Group Company or its subsidiaries (excluding any of its subsidiaries engaged in aluminum-related business) for bank loans to be borrowed and/or debentures or corporate bonds to be issued by any of them. In the event that the relevant loan, debenture or corporate bonds is to be borrowed or issued by any of Tianrui Group Company's subsidiaries, Tianrui Group Company shall provide the primary guarantee to the lenders in respect to the loan, debenture or corporate bonds while the Company Guarantee shall only be provided as additional credit support. In addition, with respect to such Company Guarantee, Tianrui Group Company undertakes to indemnify the Company for any amount payable by the Company in accordance with the terms and conditions of the Company Guarantee, including the principal amount of the relevant loan, debenture or corporate bonds, any interest, fees, damages and enforcement expenses for breach of the loan, debenture or corporate bonds.

For the avoidance of doubt, none of the members of the Group will be considered to be a subsidiary of Tianrui Group Company for the purpose of the 2025 Framework Agreement.

The provision of the Guarantees by each party under the 2025 Framework Agreement will be subject to the guarantor having fully understood the borrower's business obligations and financial position, and further in the case of Company Guarantee, it will also be subject to the review and approval of a special committee established by the Board for monitoring the risk control and management in relation to the 2025 Framework Agreement. For further details, please refer to the section headed "Risk Management Measures under the 2025 Framework Agreement" in this circular.

No commission is payable by the Company or Tianrui Group Company to each other in connection with any of the Guarantees, which the Directors consider is fair and reasonable to the Company and its Shareholders on the basis that, among others, commission in relation to guarantee is normally calculated based on the annual amount of the guarantees. The proposed Annual Caps of Tianrui Group Guarantee are higher than those of Company Guarantee, and it is also expected that the amount to be utilized under Tianrui Group Guarantee is greater than the amount to be utilized under Company Guarantee; therefore, the commission payable by the Company under the Tianrui Group Guarantee would be greater than that by Tianrui Group Company under the Company Guarantee, should any commission be payable. As such, it would be for the benefit of the Company for there not to be any commission payable under the 2025 Framework Agreement.

No security shall be provided over the assets of any member of the Group in relation to any of the Guarantees.

Pursuant to the 2025 Framework Agreement, no obligations under the Company Guarantee and Tianrui Group Guarantee shall be offset against each other.

Conditions Precedent

The Guarantees will be subject to the conditions precedent set out as follows:

- (i) the Company has complied with the requirements provided under the Listing Rules in respect of the transactions contemplated under the 2025 Framework Agreement;
- (ii) the 2025 Framework Agreement and the transactions contemplated thereunder have been approved by the Independent Shareholders at the EGM in compliance with the Listing Rules; and
- (iii) the Counter Guarantee Agreement has been executed.

Counter Guarantee

On 8 December 2025 (after trading hours), Mr. Li, entered into the Counter Guarantee Agreement with the Company, pursuant to which Mr. Li agreed to indemnify the Company by means of the Counter Guarantee for any amount payable by the Company or its subsidiaries in connection with the Company Guarantee, including the principal amount of the relevant loan, debenture or corporate bonds, any interest, fees, damages and enforcement expenses for breach of the relevant loan, debenture or corporate bonds.

The Counter Guarantee arrangement for the 2025 Framework Agreement is identical in nature as Mr. Li's counter guarantee arrangement for the 2022 Framework Agreement.

We have reviewed the 2025 Framework Agreement and note that the terms and conditions of the 2025 Framework Agreement are substantially the same as those of the 2022 Framework Agreement approved by the Independent Shareholders at the extraordinary general meeting on 21 December 2022.

In respect of the guarantee amount under the Mutual Guarantee arrangement, we note that the Proposed Annual Caps for Company Guarantee for the three years ending 31 December 2028 are RMB2,500 million, and the proposed annual caps for Tianrui Group Guarantee for the three years ending 31 December 2028 are RMB9,000 million, which is substantially higher than the Proposed Annual Caps for Company Guarantee. As disclosed in the Letter from the Board, approximately RMB7,831.4 million of guarantee amounts have been utilised by the Company under the Tianrui Group Guarantee as at 30 September 2025 while the highest daily balance of the Company Guarantee for the nine months ended 30 September 2025 was approximately RMB1,200 million. We have discussed with the Management and understand that (i) it is expected that the guarantee amount under the Tianrui Group Guarantee will still be substantially higher than the guarantee amount under the Company Guarantee taking into account the outstanding loan amount under the 2022 Framework Agreement and future funding need of the Tianrui Group Company and the Group; and (ii) in case of the guarantee amount provided by the Company to Tianrui Group Company may be higher than the guarantee amount provided by the Tianrui Group Company to the Company, the Company's special committee, which is established to monitor and minimise the risk exposure of the Company in relation to the Company Guarantee, will consider whether it is appropriate to approve additional guarantee amount under the Company Guarantee cautiously and the Company will take active action to ensure the guarantee amount under the Company Guarantee not to be higher than the guarantee amount under the Tianrui Group Guarantee to minimise the risk exposure of the Company in relation to the Company Guarantee. Given that (i) the historical guarantee amounts under the Tianrui Group Guarantee were substantially higher than the historical guarantee amounts under the Company Guarantee; (ii) the Proposed Annual Caps for the Company Guarantee for the three years ending 31 December 2028 will be reduced from RMB3,000 million to RMB2,500 million while the proposed annual caps for the Tianrui Group Guarantee for the three years ending 31 December 2028 will be raised from RMB7,000 million to RMB9,000 million; (iii) the Company will ensure the guarantee amount under the Company Guarantee not to be higher than the guarantee amount under the Tianrui Group Guarantee to minimise the risk exposure of the Company in relation to the Company Guarantee; and (iv) the Company has Counter Guarantee arrangement that Mr. Li agreed to indemnify the Company for any amount payable by the Company or its subsidiaries in connection with the Company Guarantee, we consider that the arrangement and the terms of the Mutual Guarantee are fair and reasonable and the Company's interest and risk exposure is sufficiently protected.

Given the Company Guarantee will be provided by the Company to its connected persons for the purpose of loan borrowings and has a cap of RMB2,500 million during the validity period of the 2025 Framework Agreement of three years, we have reviewed the transactions of similar nature based on the following selection criteria: (i) the guarantor is a company listed on the Main Board of the Stock Exchange or its wholly-owned subsidiary whose ordinary business is not providing financial guarantee services; (ii) the guarantee is provided for the purpose of loan borrowings of connected person(s) of the listed company; and (iii) the guarantee was announced during the period from 8 June 2024 to 8 December 2025, being recent period of 18 months prior to the date of the 2025 Framework Agreement, which could provide sufficient volume of samples under similar market dynamics and economic environment for comparative analysis. We consider the abovementioned criteria could provide recent and representative samples in relation to provision of guarantees provided by the companies listed on the Stock Exchange or its wholly-owned subsidiary to its connected person(s). We have identified an

LETTER FROM INDEPENDENT FINANCIAL ADVISER

exhaustive list of 8 comparable transactions (the “**Comparable Guarantees**”) based on the above selection criteria by searching on the website of Stock Exchange, which we consider is a sufficient sample size for comparison purpose. Although the business, operation and prospects of the Group are not the same as the listed companies to provide Comparable Guarantees, we consider that the Comparable Guarantees can provide a fair and representative reference of the recent market practices in relation to principal terms of the provision of guarantees provided by the companies listed on the Stock Exchange to its connected person(s) and the Comparable Guarantees are fair and representative samples for our assessment of the principal terms of the 2025 Framework Agreement.

We have reviewed the principal terms of the Comparable Guarantees as disclosed in the announcement published by relevant listed companies on the website of Stock Exchange and set out below are the summary of the Comparable Guarantees’ principal terms:

Announcement Date	Stock code	Company	Guarantee amount	Guarantee fee	Mutual Guarantee Arrangement (Y/N)	Counter Guarantee Arrangement (Y/N)
2025/6/5	866	China Qinfa Group Limited	RMB417 million	Nil	N	N
2025/4/28	2520	Shanxi Installation Group Co., Ltd.	USD11 million (equivalent to RMB78 million)	Nil	N	Y
2025/2/11	893	China Vanadium Titano-Magnetite Mining Company Limited (the “ China Vanadium ”)	RMB690 million to RMB930 million	1.25% of the maximum guaranteed amount	N	Y
2025/1/17	358	Jiangxi Copper Company Limited	RMB2,900 million	Nil	Y	Y
2024/10/25	1733	E-Commodities Holdings Limited	RMB107.8 million	Nil	N	N
2024/9/30	2160	MicroPort CardioFlow Medtech Corporation	RMB16 million	Nil	N	N
2024/9/27	1513	Livzon Pharmaceutical Group Inc	RMB2,100 million	Nil	N	Y
2024/8/26	182	Concord New Energy Group Limited (the “ Concord New Energy ”)	RMB90 million	1.5%	N	Y
		The Company	RMB2,500 million	Nil	Y	Y

Source: www.hkexnews.hk

As illustrated from the table above, we noted that (i) the guarantee amount of the Comparable Guarantees ranged from RMB16 million to RMB2,900 million; (ii) 6 out of 8 Comparable Guarantees have nil guarantee fee arrangement; (iii) 7 out of 8 Comparable Guarantees have nil mutual guarantee arrangement; and (iv) 5 out of 8 Comparable Guarantees have counter guarantee arrangement.

Taking into account that (i) the financial institutions in the PRC will require the provision of guarantees from the Company as security for provision of loans to Tianrui Group Company for credit enhancement owing to the fact that the Company is a principal subsidiary of Tianrui Group Company; (ii) the guarantee amount of the Company Guarantee is within the range of the guarantee amount of Comparable Guarantees; (iii) although the Company Guarantee has nil guarantee fee arrangement as compared to the guarantee provided by China Vanadium and Concord New Energy to their connected person(s), such arrangement is justifiable considering that the Company could also enjoy Tianrui Group Guarantee from a mutual guarantee arrangement while China Vanadium and Concord New Energy provided unilateral guarantee to their connected person(s) and the majority of the Comparable Guarantees also have nil guarantee fee arrangement; (iv) the Company has mutual guarantee arrangement, which is favourable than the majority of the Comparable Guarantees as the Company could also enjoy guarantee provided by its connected person to support its own financial needs; and (v) the Company has counter guarantee arrangement, which is in line with the arrangement of majority of Comparable Guarantees and such arrangement could lower the risk exposure to the Company as guarantor, we consider the provision of Company Guarantee under the 2025 Framework Agreement is generally in line with the market practice in relation to provision of guarantees provided by the companies listed on the Stock Exchange or its wholly-owned subsidiary to its connected person(s) and fair and reasonable.

In light of the above, we consider the terms of 2025 Framework Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned.

4. Proposed Annual Caps

The following table sets forth (i) the historical maximum daily balance for the provision of the Company Guarantee for the two years ended 31 December 2024 and for the nine months ended 30 September 2025; (ii) the existing annual caps for the provision of the Company Guarantee for each of the three years ending 31 December 2025; and (iii) the Proposed Annual Caps for each of the three years ending 31 December 2028.

RMB' million (except for utilisation rates)	Proposed Annual Caps for the years ending 31 December					
	Historical amounts for the years ended 31 December			2026	2027	2028
	2023	2024	2025			
Annual Caps	3,000	3,000	3,000	2,500	2,500	2,500
Historical maximum daily balance for provision of the Company Guarantee	2,000	1,900	1,200 ^{Note 1}			
Utilisation Rates	66.7%	63.3%	40.0% ^{Note 2}			

Note:

1. *Being the historical maximum daily balance for provision of the Company guarantee for the nine months ended 30 September 2025.*
2. *Calculated based on the historical maximum daily balance for provision of the Company guarantee for the nine months ended 30 September 2025.*

The Proposed Annual Caps were determined (i) based on the historical highest daily balances of the Company Guarantee during the past three years while providing flexibility to cater for Tianrui Group Company's current and future funding needs. Based on the historical records during the past three years, the highest daily balance of the Company Guarantee in 2023, 2024 and the nine months ended 30 September 2025 was approximately RMB2,000.0 million, RMB1,900.0 million and RMB1,200.0 million respectively, and accordingly the proposed annual cap adjusted from RMB3,000 million to RMB2,500 million; (ii) after taking into consideration the following factors:

- (a) funding needs of the Tianrui Group Company and its subsidiaries (excluding any of its subsidiaries engaged in aluminum-related business) for borrowings of approximately RMB1,098.5 million secured by Company Guarantee as of 30 September 2025; and
- (b) increase in future capital requirements of Tianrui Group Company and its subsidiaries (excluding any of its subsidiaries engaged in aluminum-related business). As advised by the Management, it is expected that approximately RMB1,400.0 million in bank facilities will be required to finance fixed assets investments in relation to its tourism, energy and other businesses.

In assessing the fairness and reasonableness of the Proposed Annual Caps, we have reviewed historical maximum daily balance for the provision of Company Guarantee for the two years ended 31 December 2024 and for the nine months ended 30 September 2025, which represent the utilisation rates of approximately 66.7%, 63.3% and 40.0% for the corresponding periods.

We have reviewed the calculation of the Proposed Annual Caps and discussed with the Company about the basis and underlying assumptions of such calculation. We note from the calculation that the Proposed Annual Caps are based on the aggregation of the outstanding borrowing amount of Tianrui Group Company as of 30 September 2025 and the estimated borrowing amounts for fixed assets investment in relation to Tianrui Group Company's tourism, energy and other businesses for the three years ending 31 December 2028, which will be mainly used for building up new coal coking production lines for its energy business. We have reviewed a list of the outstanding borrowings of Tianrui Group Company guaranteed by the Company as of 30 September 2025 and the development plan and budget for certain coal coking project of Tianrui Group Company and note that the assumptions used in the calculation of the Proposed Annual Caps are in line with that in the outstanding borrowing list and the fund demand set out in the development plan and the budget for certain businesses of Tianrui Group Company. Based on the above, we consider that the Proposed Annual Caps are fair and reasonable.

5. Internal Control Measures

The Company has adopted internal approval and monitoring procedures relating to the Guarantee, details of which are included in the sections headed “RISK MANAGEMENT MEASURES UNDER THE 2025 FRAMEWORK AGREEMENT” in the Letter from the Board. We have obtained and reviewed the Company’s administrative regulations on connected transactions and the Company’s 2024 assessment report of risk management and internal control, and note that the risk management and internal control measures set out in the Letter from the Board are in line with such administrative regulations and the assessment report. We have also obtained and reviewed three resolution documents of the Company’s special committee established to monitor and minimise the risk exposure of the Company in relation to the Company Guarantee, which were the written records of the approval of the special committee for certain guarantees provided by the Company to Tianrui Group Company during 2023 to 2025 and randomly selected by the Company as per our request. We note from such resolution documents that the special committee has reviewed (i) details of each guarantee provided by the Company to Tianrui Group Company, including the usage of borrowing, the latest debts to assets ratio of Tianrui Group Company, the latest net profit attributable to the shareholders of Tianrui Group Company and the lawsuits involving by Tianrui Group Company, to fully understand the business operations and financial position of the borrower; and (ii) the outstanding balance of the Company Guarantee to ensure providing such guarantee will not exceed the existing annual caps under the 2022 Framework Agreement and granted the approval with signatures of all committee members.

Pursuant to Rules 14A.55 and 14A.56 of the Listing Rules, the independent non-executive Directors and auditors of the Company will conduct annual review and issue confirmations regarding the continuing connected transactions of the Company each year. We have reviewed the 2023 AR and 2024 AR and noted that the independent non-executive directors and the auditors of the Company have reviewed the non-exempt continuing connected transactions during such years and provided the relevant confirmations. As confirmed with the Company, the Company will continue to comply with the relevant annual review requirement under the Listing Rules on an on-going basis and therefore the transactions contemplated under the 2025 Framework Agreement will be reviewed annually by the independent non-executive directors and the auditor of the Company.

Based on the above, we are of the view that there are appropriate measures in place to monitor the transactions contemplated under the 2025 Framework Agreement and the Proposed Annual Caps and hence the interest of the Shareholders would be safeguarded.

RECOMMENDATION

Having considered the above factors and reasons, we are of the opinion that (i) the entering into of the 2025 Framework Agreement, though not in the ordinary and usual course of business of the Group, is in the interest of the Company and its Shareholders as a whole; and (ii) the terms of the 2025 Framework Agreement and the Proposed Annual Caps are fair and reasonable and on normal commercial terms. Accordingly, we advise the Independent Board Committee to recommend and we also recommend the Independent Shareholders to vote in favour of the resolutions in relation to the 2025 Framework Agreement and the Company Guarantee (including the Proposed Annual Caps) contemplated thereunder to be proposed at the EGM.

Yours faithfully,
For and on behalf of
Maxa Capital Limited
Sammy Leung
Managing Director

Mr. Sammy Leung is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of Maxa Capital to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO and has over 14 years of experience in the corporate finance industry.

1. FINANCIAL INFORMATION OF THE GROUP

The consolidated financial statements of the Company for the years ended 31 December 2022, 2023 and 2024 and the six months ended 30 June 2025 together with the relevant notes to the financial statements of the Company can be found on the annual report of the Company for the year ended 31 December 2022, 2023 and 2024 and the interim report for the six months ended 30 June 2025. Please see below the hyperlinks to the said annual reports and interim report:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0505/2024050500039.pdf>
<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0427/2023042702166.pdf>
<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0620/2025062002330.pdf>
<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0930/2025093002038.pdf>

2. STATEMENT OF INDEBTEDNESS

As at the close of business of 30 November 2025, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this Circular, the Group has outstanding borrowings and indebtedness of approximately RMB12,612.9 million, comprising bank loans of approximately RMB11,656.1 million and other borrowings of approximately RMB956.8 million.

In respect of the bank loans, the Group had secured bank loans of approximately RMB7,773.3 million (secured by the assets of the Group and the shares of the Group's subsidiary), of which the guaranteed portion was approximately RMB 6,121.8 million and the unguaranteed portion was approximately RMB 1,651.5 million. The Group also had unsecured bank loans of approximately RMB3,882.8 million, of which the guaranteed portion was approximately RMB3,178.5 million and the unguaranteed portion was approximately RMB704.3 million.

Apart from the bank loans, the other borrowings of the Group amounted to approximately RMB 956.8 million, comprising secured other borrowings of approximately RMB 731.6 million (all of which were guaranteed, and were secured by the assets of the Group and the shares of the Group's subsidiary), and unsecured other borrowings of approximately RMB 225.2 million, of which the guaranteed portion was approximately RMB 222.8 million and the unguaranteed portion was approximately RMB 2.4 million.

The issued and outstanding short-term bills which will mature within one year are of approximately RMB2.4 million, obligations under financial guarantee contract which will mature within one year are of approximately RMB34.4 million, other financial liabilities of approximately RMB954.4 million will mature within one year. The total borrowing and bonds which will mature after one year are approximately RMB1,355.3 million.

The maximum daily balance for the guaranteed amount provided by the Group to Tianrui Group and its subsidiaries was RMB2,500 million for the year ended 31 December 2025. As at 30 November 2025, bank borrowings of approximately RMB1,378.5 million are secured by the guarantee provided by the Group to Tianrui Group.

Other than as disclosed above, and apart from intra-group liabilities and normal accounts payable in the ordinary course of business of the Group, the Group did not have any outstanding loan capital issued or agreed to be issued, bank overdrafts, bank loans, hire purchase commitments (nor any finance lease commitments) or other similar indebtedness, liabilities under acceptances (other than normal trade bills), acceptance credits, mortgage, charges, guarantees or other contingent liabilities as at the close of business on 30 November 2025.

3. WORKING CAPITAL

Taking into account the financial resources of the Group, including internal resources and present available banking and other facilities, the Directors are of the opinion that the Group has sufficient working capital for its present requirement, that is, for at least the next 12 months from the date of this circular.

1. RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in the compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Circular misleading.

2. DISCLOSURE OF INTERESTS

Directors' and Senior Management' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at Latest Practicable Date, the interests and short positions of our Directors and chief executives in the shares, underlying shares or debentures of the Company or any of our associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix C3 of the Listing Rules, were as follows:

Name of Director	Capacity/ Nature of interests	Total number of shares	Approximate percentage of shareholding (%)
Mr. Li Liufa ⁽¹⁾	Interest of corporation controlled by the director/Long position	1,627,385,716	52.78
Ms. Li Fengluan ⁽¹⁾	Interest of corporation controlled by the director/Long position	1,627,385,716	52.78

Notes:

- (1) Yu Kuo Company Limited (“**Yu Kuo**”) is wholly owned by Carosse Limited (“**Carosse**”), which is wholly owned by Tianrui (International) Holding Company Limited (“**Tianrui International**”), which is wholly owned by Tianrui Group Company Limited (“**Tianrui Group Company**”). Tianrui Group Company is 70% owned by Mr. Li Liufa and 30% owned by Ms. Li Fengluan, the spouse of Mr. Li Liufa respectively. Mr. Li Liufa and Ms. Li Fengluan are deemed to be interested in the shares held by Yu Kuo. For details of corporate reorganisation, please refer to the Company’s announcement dated 8 December 2023.
- (2) On 18 January 2024, the pledge of 160,000,000 shares in the Company by Yu Kuo as security for loan facility has been released. On 18 January 2024, Yu Kuo pledged 97,000,000 shares in Company as security for loan facility. Other than above, no disclosure of interest form was filed by Yu Kuo with respect to pledge of shares during the year ended 31 December 2024. For the summary of disclosure of interest forms filed by Yu Kuo during the year of 2024 and the six months ended 30 June 2025, please refer to the 2024 annual report and the 2025 interim report of the Company.

Save as disclosed above, as at Latest Practicable Date, none of the Directors or chief executives of the Company has or is deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which each of them has taken or deemed to have taken under the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register required to be kept therein or which will be required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

As at Latest Practicable Date, to the best knowledge of the Directors and the senior management of the Company, the followings are the persons, who had interests or short positions in the Shares and underlying Shares as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO:

Name	Capacity/ Nature of Interests	Total number of Shares	Approximate percentage of shareholding (%)
Yu Kuo	Beneficial owner/Long position ⁽¹⁾	1,627,385,716	52.78
Tianrui Group Company	Interest of corporation controlled by the substantial shareholder/ Long position ⁽¹⁾	1,627,385,716	52.78
Tianrui International	Interest of corporation controlled by the substantial shareholder/ Long position ⁽¹⁾	1,627,385,716	52.78

Name	Capacity/ Nature of Interests	Total number of Shares	Approximate percentage of shareholding (%)
Carosse	Interest of corporation controlled by the substantial shareholder/Long position ⁽¹⁾	1,627,385,716	52.78
Mr. Li Liufa	Interest of corporation controlled by the director/Long position ⁽¹⁾	1,627,385,716	52.78
Ms. Li Fengluan	Interest of corporation controlled by the director/Long position ⁽¹⁾	1,627,385,716	52.78
The Export-Import Bank of China	Party with security interest over the shares/Long position	315,000,000	10.72
Buttonwood Investment Holding Company Ltd	Interest of controlled corporation/Long position	315,000,000	10.72
China Huarong Asset Management Co., Ltd.	Interest of controlled corporation/Long position	470,000,000	16.00
China Huarong International Holdings Limited	Interest of controlled corporation/Long position	300,000,000	10.21
Right Select International Limited	Interest of controlled corporation/Long position	300,000,000	10.21
Best Ego Limited	Party with security interest over the shares/Long position	300,000,000	10.21

Name	Capacity/ Nature of Interests	Total number of Shares	Approximate percentage of shareholding (%)
China Huarong (Macau) International Company Ltd	Interest of controlled corporation/Long position	170,000,000	5.79
<p>(1) Yu Kuo is wholly owned by Carosse, which is wholly owned by Tianrui International, whereas Tianrui International is wholly owned by Tianrui Group Company. Tianrui Group Company is 70% and 30% owned by Mr. Li Liufa and Ms. Li Fengluan, the spouse of Mr. Li Liufa respectively. Mr. Li Liufa, Ms. Li Fengluan, Tianrui Group Company, Tianrui International and Carosse are respectively deemed to be interested in the shares held by Yu Kuo. For details of corporate reorganisation, please refer to the Company's announcement dated 8 December 2023.</p> <p>(2) On 18 January 2024, the pledge of 160,000,000 shares in the Company by Yu Kuo as security for loan facility has been released. On 18 January 2024, Yu Kuo pledged 97,000,000 shares in Company as security for loan facility. Other than above, no disclosure of interest form was filed by Yu Kuo with respect to pledge of shares during the year ended 31 December 2024. For the summary of disclosure of interest forms filed by Yu Kuo during the year of 2024 and the six months ended 30 June 2025, please refer to the 2024 annual report and the 2025 interim report of the Company.</p>			

Saved as disclosed above, as at Latest Practicable Date, no other person has any interest or short position which shall be recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO.

3. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and their respective associates that has interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, save and except for the following:

(1) Ruiping Shilong

Pingdingshan Ruiping Shilong Cement Company Limited (平頂山瑞平石龍水泥有限公司) ("Ruiping Shilong") is a limited liability company incorporated in the PRC, of which 40% is owned by Tianrui Cement (the Company's wholly-owned subsidiary) and 60% is owned by Ruiping Power. Ruiping Power is held by Tianrui Foundry (indirectly and jointly wholly-owned by Mr. Li and Mrs. Li) as to 40% and by an Independent Third Party as to 60%. Ruiping Shilong is engaged in manufacturing and selling clinker in certain areas of Henan province, so its business competes with the Company's clinker operation in those areas.

As at the Latest Practicable Date, the Directors held the view that the Group is financially and operationally independent from Ruiping Shilong. The controlling shareholders of the Company currently have no intention to inject their indirect interest in Ruiping Shilong into the Group.

(2) Shanshui Cement

As of the Latest Practicable Date, Tianrui (International) Holding Company Limited, a wholly-owned subsidiary of Tianrui Group Company which is owned as to 70% by Mr. Li, has acquired a total of 951,462,000 shares of China Shanshui Cement Group Limited (691.HK) ("**Shanshui Cement**", a company which is listed on the Main Board of the Stock Exchange) representing approximately 21.85% issued share capital of Shanshui Cement. Shanshui Cement is engaged in production of clinker and cement in China.

As at the Latest Practicable Date, the Directors held the view that the Group is financially and operationally independent from Shanshui Cement. The Company has an option to acquire the shares in Shanshui Cement pursuant to a non-competition deed, but has decided not to exercise the said option at this stage after considering, among others, the recent financial performance of Shanshui Cement.

4. MATERIAL CHANGE

As at the Latest Practicable Date, the Directors confirm that there is no material adverse change in the financial or trading position or outlook of the Group since 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up.

5. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors has entered into any service contracts or appointment letter with the Company or any other member of the Group save for those expiring or determinable by the relevant employer within one year without payment of compensation, other than statutory compensation.

6. DIRECTORS' INTEREST IN ASSETS OR CONTRACTS

As at the Latest Practicable Date, none of the Directors of the Company had any interest in any assets which have been since 31 December 2024 (being the date to which the latest published audited accounts of the Company were made up) acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors is materially interested in any contract or arrangement subsisting at the Latest Practicable Date which is significant in relation to the business of the Group, save for (i) the clinker purchase agreement entered into between Ruiping Shilong and Tianrui Cement dated 6 June 2025 (the "**2025 Ruiping Shilong Clinker Purchase Framework Agreement**") and the raw coal supply agreement entered into between Ruiping Shilong and Tianrui Cement dated 6 June 2025 (the "**2025 Ruiping Shilong Raw Coal Supply Agreement**"), the coking raw coal supply framework agreement dated 6 June 2025 ("**2025 Ruzhou Coking Raw Coal Supply Framework Agreement**"), details of which have been disclosed in the announcement of the Company dated 6 June 2025; (ii) the deposit services agreement (the "**2025 Deposit Services Agreement**") entered into between Tianrui Cement and Tianrui Finance dated 8 December 2025 and the financial services agreement

(the “**2025 Financial Services Agreement**”) entered into between Tianrui Cement and Tianrui Finance dated 8 December 2025, details of which have been disclosed in the announcement of the Company dated 8 December 2025; (iii) the framework agreement (the “**2025 Framework Agreement**”) entered into between Tianrui Group Company, Tianrui Cement and the Company dated 8 December 2025 and the counter guarantee agreement (the “**2025 Counter Guarantee Agreement**”) entered into between the Company and Mr. Li dated 8 December 2025, details of which have been disclosed in the announcement of the Company dated 8 December 2025.

7. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has given its advice for inclusion in this Circular:

Name	Qualification
Maxa Capital Limited	Independent financial adviser and a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulatory activities under the SFO

As at the Latest Practicable Date, Maxa Capital Limited has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its letter and reference to its name and opinion in the form and context in which it appears.

As at the Latest Practicable Date, Maxa Capital Limited did not have any shareholding in the Company or any other member of the Group or the right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any other member of the Group.

8. EXPERT’S INTERESTS IN ASSETS

As at the Latest Practicable Date, the expert referred to in the paragraph named “Qualification and Consent of Expert” above does not have any interest in any assets which have been since 31 December 2024 (being the date to which the latest published audited accounts of the Company were made up) acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

9. MISCELLANEOUS

- (a) The joint company secretaries of the Company are Mr. Li Jiangming and Ms. Lui Mei Ka.
- (b) The registered office of the Company is situated at Cricket Square Hutchins Drive PO Box 2681 Grand Cayman KY1-1111, Cayman Islands. The headquarters and principal place of business of the Company is at No. 63 Guangcheng Road East, Ruzhou City, Henan Province, PRC.
- (c) The place of business in Hong Kong of the Company registered under Part 16 of the Companies Ordinance (Cap 622) is at Room 1806, 18/F, Harbour Centre, 25 Harbour Road, Wan Chai, Hong Kong.

- (d) The English text of this Circular shall prevail over the Chinese text in case of any inconsistency.

10. DOCUMENTS FOR DISPLAY

Copies of the following documents will be published on the websites of the Company (www.trcement.com) and the Stock Exchange (www.hkexnews.hk) for a period of not less than 14 days from the date of this circular up to and including the date of the EGM:

- (a) the 2025 Framework Agreement and the Counter Guarantee Agreement;
- (b) the Counter Guarantee Agreement;
- (c) the letter from Independent Financial Advisor, the text of which is set out in this circular;
- (d) the consent letter of Independent Financial Advisor as referred to in the section headed “Qualifications and Consent of Expert” in this Appendix II.



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 IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China Tianrui Group Cement Company Limited (the “**Company**”) will be held at 10:00 a.m. on Monday, 16 February 2026 at Conference Room, 10/F., Tianrui Group Building, South Side of Guangcheng East Road, Ruzhou City, Henan Province, PRC for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“THAT

- (i) the form and substance of the 2025 Framework Agreement dated 8 December 2025 (a copy of which is tabled at the EGM and signed by the chairman of the meeting for identification purpose) entered into between the Company, Tianrui Group Company Limited (天瑞集團股份有限公司) (“**Tianrui Group Company**”) and Tianrui Cement Group Company Limited (天瑞水泥集團有限公司) (“**Tianrui Cement**”) (the “**2025 Framework Agreement**”) pursuant to which the parties thereto have agreed to grant guarantees to each other and the transactions contemplated under it be and are hereby approved, confirmed and ratified; and
- (ii) 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 2025 Framework Agreement and the Counter Guarantee Agreement (as defined in the circular of the Company dated 29 January 2026) and the transactions contemplated thereunder or incidental to the 2025 Framework Agreement 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 in the context of the guarantee 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, 29 January 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (a) For determining the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 11 February 2026 to Monday, 16 February 2026, both days inclusive, during which period no transfer of Shares 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, 10 February 2026.
- (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:

Executive Directors

Ms. Li Fengluan, Mr. Ding Jifeng, Mr. Li Jiangming and Mr. Jin Mingjie

Non-executive Director and Chairman

Mr. Li Liufa

Independent non-executive Directors

Mr. Kong Xiangzhong, Mr. Mak Tin Sang and Mr. Jiang Senlin