

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



CHINA TIANRUI GROUP CEMENT COMPANY LIMITED

中國天瑞集團水泥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1252)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 2 JUNE 2015

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

Reference is made to the circular (the “**Circular**”) of the Company and the notice of the Annual General Meeting (the “**Notice**”), both dated 30 April 2015. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the Notice.

The Board of Directors of the Company is pleased to announce the poll results of the Annual General Meeting of the Company held at 10:00 a.m. on Tuesday, 2 June 2015 at No. 63 Guangcheng Road East, Ruzhou City, Henan Province, PRC.

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

As at the date of the Annual General Meeting, the total number of issued Shares of the Company was 2,400,900,000 Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against all the proposed resolutions at the Annual General Meeting. There were no Shareholders of the Company who are required to abstain from voting in favour at the Annual General Meeting as set out in Rule 13.40 of the Listing Rules, nor any Shareholder of the Company is required under the Listing Rules to abstain from voting at the Annual General Meeting.

All the resolutions at the Annual General Meeting were put to vote by the Shareholders by way of poll. All the resolutions were duly passed.

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

Ordinary Resolutions		Number of votes (%)		Total number of votes
		For	Against	
1	To review and consider and approve the audited consolidated financial statements and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2014.	1,969,387,755 (100%)	0 (0%)	1,969,387,755
The resolution was duly passed as an ordinary resolution.				
2	To declare a final dividend of RMB0.06 per share and a special dividend of RMB0.15 per share for the year ended 31 December 2014.	1,969,387,755 (100%)	0 (0%)	1,969,387,755
The resolution was duly passed as an ordinary resolution.				
3(i)(a)	To re-elect Mr. Li Jiangming as an executive director;	1,969,387,755 (100%)	0 (0%)	1,969,387,755
The resolution was duly passed as an ordinary resolution.				
3(i)(b)	To re-elect Mr. Kong Xiangzhong as an independent non-executive director;	1,969,387,755 (100%)	0 (0%)	1,969,387,755
The resolution was duly passed as an ordinary resolution.				
3(i)(c)	To re-elect Mr. Wang Ping as an independent non-executive director;	1,969,387,755 (100%)	0 (0%)	1,969,387,755
The resolution was duly passed as an ordinary resolution.				
3(i)(d)	To re-elect Mr. Du Xiaotang as an independent non-executive director;	1,969,387,755 (100%)	0 (0%)	1,969,387,755
The resolution was duly passed as an ordinary resolution.				
3(ii)	To authorise the Board of Directors of the Company to fix the remuneration of the Directors.	1,969,387,755 (100%)	0 (0%)	1,969,387,755
The resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of votes (%)		Total number of votes
		For	Against	
4	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company until the conclusion of the next annual general meeting and to authorise the Board of Directors to fix their remuneration.	1,969,387,755 (100%)	0 (0%)	1,969,387,755
The resolution was duly passed as an ordinary resolution.				
5(A)	To grant a general mandate to the Directors to allot, issue and deal with the Shares in accordance with ordinary resolution number 5(A) as set out in the Notice of the Annual General Meeting dated 30 April 2015.	1,969,387,755 (100%)	0 (0%)	1,969,387,755
The resolution was duly passed as an ordinary resolution.				
5(B)	To grant a general mandate to the Directors to repurchase the Shares in accordance with ordinary resolution number 5(B) as set out in the notice of the Annual General Meeting dated 30 April 2015.	1,969,387,755 (100%)	0 (0%)	1,969,387,755
The resolution was duly passed as an ordinary resolution.				
5(C)	Conditional upon passing of ordinary resolutions number 5(A) and 5(B), to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by the number of Shares repurchased in accordance with ordinary resolution number 5(B) as set out in the Notice of the Annual General Meeting dated 30 April 2015.	1,969,387,755 (100%)	0 (0%)	1,969,387,755
The resolution was duly passed as an ordinary resolution.				

FINAL DIVIDEND AND SPECIAL DIVIDEND FOR 2014

The Company will distribute the final dividend of RMB0.06 per share and special dividend of RMB0.15 per share for the year ended 31 December 2014 to the Shareholders (“**Qualifying Shareholders**”) whose respective names appear on the register of members of the Company as at the close of business on 8 June 2015 in cash on 17 June 2015 and the dividend warrants will be despatched to the Qualifying Shareholders on the same date. The final dividend and special dividend will be payable in Hong Kong Dollars based on the medium exchange rate between Renminbi and Hong Kong Dollars as announced by the People’s Bank of China on 2 June 2015 (HK\$1.00 to RMB0.78953). Accordingly, the final dividend payable per share is

HK\$0.08 while the special dividend payable per share is HK\$0.19. For determining the Qualifying Shareholders, the register of members of the Company will be closed from Saturday, 6 June 2015 to Monday, 8 June 2015, both days inclusive, during which period no transfer of Shares will be registered. In order to be qualified for the final dividend and the special dividend, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer forms 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 for registration no later than 4:30 p.m. on Friday, 5 June 2015.

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

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

Ruzhou City, Henan Province, PRC, 2 June 2015

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

Chairman and Non-executive Director

Mr. Li Liufa

Executive Directors

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

Independent Non-executive Directors

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