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CHINA TIANRUI GROUP CEMENT COMPANY LIMITED
中國天瑞集團水泥有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1252)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 26 APRIL 2013
RETIREMENT OF DIRECTORS
CHANGE OF NOMINATION COMMITTEE MEMBER
AND
CHANGE OF REMUNERATION COMMITTEE MEMBER**

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 25 March 2013. 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 Friday, 26 April 2013 at No. 63 Guangcheng Road East, Ruzhou City, Henan Province, PRC.

The Annual General Meeting was presided over by Mr. Liu Wenying, 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 entitled to attend and abstain from voting in favour any resolutions proposed to the Shareholders 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.

Save and except for the re-election of Mr. Li Heping and Mr. Liu Wenying as executive Director of the Company, all the resolutions at the Annual General Meeting were put to vote by the Shareholders by way of poll and 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 consider and approve the audited consolidated financial statements and the reports of the Directors and the independent auditor for the year ended 31 December 2012.	1,400,049,000 (100%)	0 (0%)	1,400,049,000
The resolution was duly passed as an ordinary resolution.				
2(i)(a)	To re-elect Mr. Li Heping as an executive Director;	200,649,000 (14.332%)	1,199,400,000 (85.668%)	1,400,049,000
The resolution was not duly passed as an ordinary resolution.				
2(i)(b)	To re-elect Mr. Liu Wenying as an executive Director;	200,649,000 (14.332%)	1,199,400,000 (85.668%)	1,400,049,000
The resolution was not duly passed as an ordinary resolution.				
2(i)(c)	To re-elect Mr. Kong Xiangzhong as an independent non-executive Director;	1,400,049,000 (100%)	0 (0%)	1,400,049,000
The resolution was duly passed as an ordinary resolution.				
2(i)(d)	To re-elect Mr. Wang Ping as an independent non-executive Director.	1,400,049,000 (100%)	0 (0%)	1,400,049,000
The resolution was duly passed as an ordinary resolution.				
2(ii)	To authorise the Board of Directors to fix the remuneration of the Directors	1,400,049,000 (100%)	0 (0%)	1,400,049,000
The resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of votes (%)		Total number of votes
		For	Against	
3	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration.	1,400,049,000 (100%)	0 (0%)	1,400,049,000
The resolution was duly passed as an ordinary resolution.				
4(A)	To grant a general mandate to the Directors to allot, issue and deal with the Shares in accordance with ordinary resolution number 4(A) as set out in the Notice of the Annual General Meeting dated 25 March 2013.	1,400,000,000 (99.997%)	49,000 (0.003%)	1,400,049,000
The resolution was duly passed as an ordinary resolution.				
4(B)	To grant a general mandate to the Directors to repurchase the Shares in accordance with ordinary resolution number 4(B) as set out in the notice of the Annual General Meeting dated 25 March 2013.	1,400,049,000 (100%)	0 (0%)	1,400,049,000
The resolution was duly passed as an ordinary resolution.				
4(C)	Conditional upon passing of ordinary resolutions number 4(A) and 4(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 4(B) as set out in the notice of the Annual General Meeting dated 25 March 2013.	1,400,000,000 (99.997%)	49,000 (0.003%)	1,400,049,000
The resolution was duly passed as an ordinary resolution.				

Retirement of Directors and Change of Nomination Committee Member and Remuneration Committee Member

As indicated above, the resolution 2(i)(a) regarding the re-election of Mr. Li Heping as an executive Director of the Company and the resolution 2(i)(b) regarding the re-election of Mr. Liu Wenying as an executive Director of the Company were not passed at the Annual General Meeting since there were not a majority of votes cast for such resolutions. As the result, Mr. Li Heping retired as an executive Director and ceased to be a member of the nomination committee of the Company and Mr. Liu Wenying retired as an executive Director and ceased to be a member of the remuneration committee of the Company at the conclusion of the Annual General Meeting on 26 April 2013.

Both Mr. Li Heping and Mr. Liu Wenying have confirmed that they have no disagreement with the Board and there are no matters in relation to their retirement that need to be brought to the attention of the Shareholders of the Company.

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, 26 April 2013

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

Chairman and Non-executive Director

Mr. Li Liufa

Executive Director

Mr. Yu Yagang

Non-executive Director

Mr. Tang Ming Chien

Independent Non-executive Directors

Mr. Kong Xiangzhong, Mr. Wang Ping and Mr. Ma Chun Fung Horace.