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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)**

**CHANGE OF DIRECTORS  
CHANGE OF CHIEF FINANCIAL OFFICER  
CHANGE OF MEMBERS OF NOMINATION COMMITTEE AND  
REMUNERATION COMMITTEE  
AND  
CHANGE OF AUTHORIZED REPRESENTATIVE**

Reference is made to the announcement of the Company dated 26 April 2013 in relation to, among other things, retirement of Mr. Li Heping and Mr. Liu Wenying as an executive director and change of nomination committee member and remuneration committee member. Mr. Li Heping will remain as the chief executive officer of the Company and Mr. Liu Wenying will cease to be the authorized representative of the Company.

The Board hereby announces the following changes, all with effect from 11 May 2013:

- (i) resignation of Mr. Yu as an executive director and chief financial officer;
- (ii) appointment of Mr. Yang as an executive director of the Company, authorized representative and a member of the nomination committee;
- (iii) appointment of Mr. Xu as an executive director of the Company, chief financial officer and a member of the remuneration committee; and
- (iv) appointment of Mr. Wang as an executive director of the Company.

Reference is made to the announcement of China Tianrui Group Cement Company Limited (the “**Company**”) dated 26 April 2013 in relation to, among other things, retirement of Mr. Li Heping and Mr. Liu Wenying as an executive director of the Company and change of nomination committee member and remuneration committee member. Mr. Li Heping will remain as the chief executive officer of the Company and Mr. Liu Wenying will cease to be the authorized representative of the Company.

The board (“**Board**”) of directors of the Company hereby announces the following changes, all with effect from 11 May 2013:

## **RESIGNATION OF CHIEF FINANCIAL OFFICER AND EXECUTIVE DIRECTOR**

### **Resignation of Mr. Yu Yagang (郁亞杠) (“Mr. Yu”)**

Mr. Yu tendered his resignation as an executive director and chief financial officer of the Company with effect from 11 May 2013 due to his personal development. Mr. Yu will remain as the chief accountant of Tianrui Group Cement Company Limited (天瑞集團水泥有限公司) (“**Tianrui Cement**”), a wholly owned subsidiary of the Company.

Mr. Yu has confirmed that he has no disagreement with the Board and there are no matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company.

## **APPOINTMENT OF EXECUTIVE DIRECTORS, CHIEF FINANCIAL OFFICER AND AUTHORISED REPRESENTATIVE**

### **Appointment of Mr. Yang Yongzheng (楊勇正) (“Mr. Yang”)**

The Board has appointed Mr. Yang as an executive director, authorized representative of the Company and a member of the nomination committee with effect from 11 May 2013. Mr. Yang will remain as the general manager of Tianrui Cement.

Mr. Yang has entered into a service agreement with the Company for a term of three years with effect from 11 May 2013 subject to re-election. He is subject to retirement but eligible for re-election at the next annual general meeting of the Company. Thereafter, he is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Yang shall be entitled to an annual fee in a sum of RMB700,000 which has been determined by the Board with reference to the prevailing market conditions, his duties and responsibilities.

As at the date of this announcement, Mr. Yang does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed in this announcement, Mr. Yang confirmed that (i) he does not have any relationship(s) with any director, senior management or substantial or controlling shareholders of the Company; (ii) he has not held any other position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; (iii) there is no other information required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules; and (iv) there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Yang as an executive director of the Company.

#### **Appointment of Mr. Xu Wuxue (徐武學) (“Mr. Xu”)**

The Board has appointed Mr. Xu as an executive director, chief financial officer of the Company and a member of the remuneration committee with effect from 11 May 2013. Mr. Xu will remain as the chief financial officer of Tianrui Cement.

Mr. Xu has entered into a service agreement with the Company for a term of three years from 11 May 2013 subject to re-election. He is subject to retirement but eligible for re-election at the next annual general meeting of the Company. Thereafter, he is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Xu will be entitled to an annual fee in a sum of RMB600,000 which has been determined by the Board with reference to the prevailing market conditions, his duties and responsibilities.

As at the date of this announcement, Mr. Xu does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed in this announcement, Mr. Xu confirmed that (i) he does not have any relationship(s) with any director, senior management or substantial or controlling shareholders of the Company; (ii) he has not held any other position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; (iii) there is no other information required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules; and (iv) there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Xu as an executive director.

### **Appointment of Mr. Wang Delong (王德龍) (“Mr. Wang”)**

Mr. Wang has been appointed as an executive director of the Company with effect from 11 May 2013. Mr. Wang has also been appointed as the deputy chief executive officer of the Company.

Mr. Wang has entered into a service agreement with the Company for a term of three years from 11 May 2013 subject to re-election. He is subject to retirement but eligible for re-election at the next annual general meeting of the Company. Thereafter, he is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Wang will be entitled to an annual fee in a sum of RMB600,000 which has been determined by the Board with reference to the prevailing market conditions, his duties and responsibilities.

As at the date of this announcement, Mr. Wang does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed in this announcement, Mr. Wang confirmed that (i) he does not have any relationship(s) with any director, senior management or substantial or controlling shareholders of the Company; (ii) he has not held any other position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; (iii) there is no other information required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules; and (iv) there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Wang as an executive director of the Company.

### **The biographies of Mr. Yang, Mr. Xu and Mr. Wang are set out as follow:**

**Mr. Yang**, aged 43, has extensive experience in the cement industry and is primarily responsible for the daily production and operation of the Company and its subsidiaries (collectively the “Group”). Mr. Yang joined the Group in 2004, and has served as the deputy general manager of Shangqiu Tianrui Cement Company Limited (商丘天瑞水泥有限公司) and Dalian Tianrui Cement Company Limited (大連天瑞水泥有限公司), the general manager of Yingkou Tianrui Cement Company Limited (營口天瑞水泥有限公司) and the chairman and general manager of Liaoyang Tianrui Cement Company Limited (遼陽天瑞水泥有限公司) ever since. He was appointed as general manager of Tianrui Cement in 2012. Mr. Yang obtained his bachelor degree in Petroleum and Engineering from Henan University in 1991 and obtained his EMBA from Peking University in 2012. In June 2012, Mr. Yang was awarded “Advanced Worker in the Mining Industry and Building Material Industry of Small and Medium Enterprises in Liaoning Province” (遼寧省中小企業礦業建材行業先進工作者).

**Mr. Xu**, aged 37, has 15 years of experience in finance and accounting. Mr. Xu joined the Group in 2006 and served as the deputy financial controller and head of the finance department of Tianrui Cement, and was appointed as the chief financial officer of Tianrui Cement on 9 January 2013. Before joining the Group, Mr. Xu served as an accountant of the finance department of Ruzhou Tongyong Casting Co., Ltd. (汝州市通用鑄造公司) and the deputy general manager and head of the finance department of Xingfeng Group Co., Ltd. (星峰集團有限責任公司). Mr. Xu graduated from Luoyang Industrial College (洛陽工業高等專科學校) majoring in finance, in 1996.

**Mr. Wang**, aged 48, has extensive experience in finance and investment sectors. Mr. Wang joined the Group in February 2013 and was appointed as a director of Tianrui Cement. Before joining the Group, Mr. Wang was the chief editor of Henan Rural Financial Newspaper (河南農村金融時報), deputy director of Pingdingshan sub-branch of Agricultural Bank of China (中國農業銀行農行平頂山市分行), chief of risk control department of Henan branch of Agricultural Bank of China (農行河南省分行), director of Kaifeng branch of Agricultural Bank of China (農行開封市分行), deputy general manager of Beijing Zehua Investment Group (北京澤華投資集團), chairman of the board of Henan Qingan Chemical High-tech Co., Ltd. (河南慶安化工高科技股份有限公司), a subsidiary of Beijing Zehua Investment Group, chairman of Zhejiang Qingan Chemical Co., Ltd. (浙江慶安化工有限公司), and chairman of Zhejiang Jiaying Storage Terminal Co., Ltd. (浙江嘉興倉儲碼頭有限公司). In 1999, Mr. Wang graduated with the bachelor's degree in political economics from the Zhengzhou University. Mr. Wang is a senior economist.

The Board takes this opportunity to welcome Mr. Yang, Mr. Xu and Mr. Wang to join the Board of the Company.

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

Ruzhou City, Henan Province PRC, 10 May 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