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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 28 MAY 2014

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 April 2014. 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 Wednesday, 28 May 2014 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. Yu Kuo Company Limited, which is ultimately controlled by Chairman Li and holds a total of 950,000,000 Shares, representing approximately 39.57% of the total number of Shares in issue as at the date of the Annual General Meeting was required under the Listing Rules to abstain and had abstained from voting in respect of resolutions no.5(A) and 5(B) at the Annual General Meeting. Save as disclosed herein, to the Directors’ knowledge and belief, no Shareholders was required to vote for or against any resolution 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, save and except for the re-election of Mr. Wang Delong as executive Director, Mr. Tang Ming Chien as non-executive Director and Mr. Ma Chun Fung Horace as independent non-executive Director.

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 2013. | 1,859,803,755 (100%) | 0 (0%) | 1,859,803,755 |
| The resolution was duly passed as an ordinary resolution. | | | | |
| 2(i)(a) | To re-elect Mr. Li Liufa as a non-executive director; | 1,859,803,755 (100%) | 0 (0%) | 1,859,803,755 |
| The resolution was duly passed as an ordinary resolution. | | | | |
| 2(i)(b) | To re-elect Mr. Tang Ming Chien as a non-executive director; | 251,016,000 (13.50%) | 1,608,787,755 (86.50%) | 1,859,803,755 |
| The resolution was not duly passed as an ordinary resolution. | | | | |
| 2(i)(c) | To re-elect Mr. Ma Chun Fung Horace as an independent non-executive director; | 251,016,000 (13.50%) | 1,608,787,755 (86.50%) | 1,859,803,755 |
| The resolution was not duly passed as an ordinary resolution. | | | | |
| 2(i)(d) | To re-elect Mr. Yang Yongzheng as an executive director; | 1,859,803,755 (100%) | 0 (0%) | 1,859,803,755 |
| The resolution was duly passed as an ordinary resolution. | | | | |
| 2(i)(e) | To re-elect Mr. Xu Wuxue as an executive director; | 1,859,803,755 (100%) | 0 (0%) | 1,859,803,755 |
| The resolution was duly passed as an ordinary resolution. | | | | |
| 2(i)(f) | To re-elect Mr. Wang Delong as an executive director. | 251,016,000 (13.50%) | 1,608,787,755 (86.50%) | 1,859,803,755 |
| The resolution was not duly passed as an ordinary resolution. | | | | |

| Ordinary Resolutions | | Number of votes (%) | | Total number of votes |
|---|---|-------------------------|-----------|-----------------------|
| | | For | Against | |
| 2(ii) | To authorise the Board of Directors to fix the remuneration of the Directors | 1,859,803,755 (100%) | 0 (0%) | 1,859,803,755 |
| The resolution was duly passed as an ordinary resolution. | | | | |
| 3 | To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration. | 1,859,803,755 (100%) | 0 (0%) | 1,859,803,755 |
| 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 April 2014. | 1,859,803,755 (100%) | 0 (0%) | 1,859,803,755 |
| 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 April 2014. | 1,859,803,755 (100%) | 0 (0%) | 1,859,803,755 |
| The resolution was duly passed as an ordinary resolution. | | | | |

| Ordinary Resolutions | | Number of votes (%) | | Total number of votes |
|---|--|-------------------------|-----------|-----------------------|
| | | For | Against | |
| 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 April 2014. | 1,859,803,755 (100%) | 0 (0%) | 1,859,803,755 |
| The resolution was duly passed as an ordinary resolution. | | | | |
| 5(A) | To approve, ratify and confirm the transactions pursuant to the Clinker Supply Framework Agreement within the Clinker Annual Caps for the three years ending 31 December 2016 at RMB360,000,000, RMB480,000,000 and RMB480,000,000, respectively, and to authorize the Directors to sign, execute, perfect and deliver all such documents, and do all such actions in connection with the Clinker Supply Framework Agreement and the transactions contemplated thereunder. | 909,803,755 (100%) | 0 (0%) | 909,803,755 |
| The resolution was duly passed as an ordinary resolution. | | | | |

| Ordinary Resolutions | | Number of votes (%) | | Total number of votes |
|---|---|-----------------------|-----------|-----------------------|
| | | For | Against | |
| 5(B) | Conditional upon the passing of ordinary resolution no. 5(A), to approve, ratify and confirm the transactions pursuant to the Limestone Supply Framework Agreement within the Limestone Annual Caps for the three years ending 31 December 2016 at RMB60,000,000, RMB60,000,000 and RMB60,000,000, respectively, and to authorize the Directors to sign, execute, perfect and deliver all such documents, and do all such actions in connection with the Limestone Supply Framework Agreement and the transactions contemplated thereunder. | 909,803,755 (100%) | 0 (0%) | 909,803,755 |
| The resolution was duly passed as an ordinary resolution. | | | | |

As indicated above, the resolutions no.2(i)(b), 2(i)(c) and 2(i)(f) were not passed at the Annual General Meeting since there were not a majority of votes cast for such resolutions. As the result, Mr. Tang Ming Chien was not re-elected as the non-executive Director of the Company, Mr. Wang Delong was not re-elected as the executive Director of the Company and Mr. Ma Chun Fung Horace was not re-elected as the independent non-executive Director of the Company at the conclusion of the Annual General Meeting on 28 May 2014.

Mr. Tang Ming Chien, Mr. Wang Delong and Mr. Ma Chun Fung Horace have confirmed that they have no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders of the Company.

The Board noted that since Mr. Ma Chun Fung Horace was not re-elected as an independent non-executive Director of the Company: (i) the number of the independent non-executive Directors will fall below the minimum number required under Rule 3.10(1) of the Listing Rules; (ii) the number of members of the Audit Committee of the Company will fall below the minimum number required under Rule 3.21 of the Listing Rules; and (iii) there is a vacancy for chairman of the Audit Committee of the Company which does not fulfil the requirement under Rule 3.21 of the Listing Rules. The Company is endeavoring to identify a suitable candidate to fill up the abovementioned vacancies as soon as practicable and within three months as required under Rules 3.11 and 3.23 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

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, 28 May 2014

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

Chairman and Non-executive Director

Mr. Li Liufa

Executive Directors

Mr. Yang Yongzheng and Mr. Xu Wuxue

Independent Non-executive Directors

Mr. Kong Xiangzhong and Mr. Wang Ping