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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of China Tianrui Group Cement Company Limited (the “**Company**”) will be held at 2:30 p.m. on 19 January 2017 at Room 1, United Conference Centre Limited, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the acquisition agreement (the “**Acquisition Agreement**”) entered into between the Company and Tianrui Group Company Limited (“**Tianrui Group Company**”) dated 25 November 2016, a copy of which has been produced to the EGM and marked “A” and initialled by the chairman of the EGM for the purpose of identification, pursuant to which Tianrui Group Company conditionally agreed to sell and the Company conditionally agreed to purchase the Sale Shares (as defined in the circular of the Company dated 30 December 2016 (the “**Circular**”)) at the consideration of RMB919,000,000 and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the grant of the Specific Mandate (as defined in the Circular) to the directors of the Company (the “**Director(s)**”) to exercise all the powers of the Company to allot and issue the Consideration Shares (as defined in the Circular) at the issue price of HK\$1.92 per Share (as defined in the Circular) be and is hereby approved, and any one Director be and is authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to any matter relating to or incidental to the Specific Mandate; and
- (c) any one Director or any two Directors (if the affixation of the common seal is necessary) be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company on) any and all such other documents, instruments and agreements and to do all such acts or things

deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated under the Acquisition Agreement as he/they may in his/their absolute discretion consider necessary, desirable or expedient to give effect to the Acquisition Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in his/their own opinion, in the interest of the Company and its shareholders as a whole.”

2. “**THAT** subject to the passing of resolutions numbered 1 above and the Whitewash Waiver (as defined in the Circular) granted or to be granted by the Executive (as defined in the Circular), the Whitewash Waiver be and is hereby approved and any one or more Directors be and is/are hereby authorised to do all things and acts and sign all documents which he/they consider desirable or expedient to implement and/or give full effect to any matters relating to or in connection with the Whitewash Waiver.”

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

Hong Kong, 30 December 2016

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Place of Business in Hong Kong:
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89 Queensway, Admiralty

Notes:

- (a) The register of members of the Company will be closed from Tuesday, 17 January 2017 to Thursday, 19 January 2017 (both dates inclusive), during which period no transfer of shares in the Company will be effected. Shareholders whose names appear on the register of members of the Company as on Thursday, 19 January 2017 are entitled to attend and vote at the EGM. In order to qualify for attending the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s 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 Monday, 16 January 2017.
- (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 Shops 1712–1716, 17th 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 this announcement, the Board consists of:

Chairman and Non-executive Director

Mr. Li Liufa

Executive Directors

Mr. Xu Wuxue and Mr. Li Jiangming

Non-executive Directors

Mr. Li Heping and Mr. Yang Yongzheng

Independent Non-executive Directors

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.