
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for independent advice.

If you have sold or transferred all your shares in China Tianrui Group Cement Company Limited, you should at once hand this supplemental circular together with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to their 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 supplemental circular.



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)

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 28 APRIL 2017
IN RELATION TO THE RE-ELECTION OF A DIRECTOR
AT THE ANNUAL GENERAL MEETING**

AND

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular issued by China Tianrui Group Cement Company Limited (the “**Company**”) to its shareholders dated 28 April 2017 and the notice convening an annual general meeting of the Company (the “**AGM**”) at 10:00 a.m. on 6 June 2017 at the Zhongzhou Room, 3/F., Fuquan Grand Hotel, Shangtang Village, Lushan County, Pingdingshan City, Henan Province, PRC. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular for use at the AGM.

Whether you are able to attend the AGM or not, you are requested to complete the enclosed Second Proxy Form in accordance with the instructions printed on it and return the completed Second Proxy Form to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the Second Proxy Form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

15 May 2017

CONTENTS

	<i>Page</i>
Letter from the Board	1
Appendix I — Information of the Additional Retiring Director	5
Supplemental Notice of Annual General Meeting	6

LETTER FROM THE BOARD



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)

Chairman and Non-executive Director:

Mr. Li Liufa

Registered Office:

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Executive Directors:

Mr. Xu Wuxue

Mr. Li Jiangming

Mr. Ding Jifeng

Headquarters and Principal Place

of Business in the PRC:

Guang Cheng Road East No. 63

Ruzhou City

Henan Province

PRC

Non-executive Directors:

Mr. Li Heping

Mr. Yang Yongzheng

Independent Non-executive Directors:

Mr. Kong Xiangzhong

Mr. Wang Ping

Mr. Du Xiaotang

Place of Business in Hong Kong:

Room 2005A, 20/F., Lippo Centre Tower 2

89 Queensway, Admiralty

Hong Kong

15 May 2017

Dear Shareholders,

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 28 April 2017 (the “**Circular**”) which contains, *inter alia*, the notice of the AGM of which one of the agenda items is the re-election of retiring Directors of the Company. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to give you further information relating to the re-election of an additional retiring Director at the AGM, and to give you a supplemental notice of the AGM and the Second Proxy Form.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at 15 May 2017 (being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information referred to in this supplemental circular, the “**Latest Practicable Date**”), the Board comprises nine Directors namely Mr. Li Liufa, Mr. Xu Wuxue, Mr. Li Jiangming, Mr. Li Heping, Mr. Yang Yongzheng, Mr. Ding Jifeng, Mr. Kong Xiangzhong, Mr. Wang Ping, Mr. Du Xiaotang.

Subsequent to the despatch of the Circular and as disclosed in the announcement of the Company dated 15 May 2017 in relation to, among other things, the change of Directors, Mr. Ding Jifeng was appointed as an executive Director with effect from 15 May 2017. According to Article 83(3) of the Memorandum and Articles of Association of the Company, any Director appointed by the Board as an addition to the existing Board shall hold office until only the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Ding Jifeng shall retire from office as a Director at the AGM and being eligible, offer himself for re-election.

As a result, there are now four retiring Directors standing for re-election as Directors at the AGM. The resolution relating to the re-election of Mr. Ding Jifeng as a Director will be set out in the supplemental notice of the AGM.

Brief biographical details of Mr. Ding Jifeng are set out in Appendix I to this supplemental circular.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the notice of the AGM and the form of proxy (the “**First Proxy Form**”) sent together with the Circular do not contain the proposed resolution for the re-election of Mr. Ding Jifeng as a Director as set out in this supplemental circular, a supplemental notice of AGM has been set out on page 6 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

LETTER FROM THE BOARD

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the Second Proxy Form in accordance with the instructions printed on it and return the completed Second Proxy Form to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be) (the "**Closing Time**"). Shareholders who have appointed or intend to appoint proxy to attend the AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

A Shareholder who has not yet lodged the First Proxy Form with the Company's Hong Kong branch share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy to attend, speak and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's Hong Kong branch share registrar should note that:

- (i) If no Second Proxy Form is lodged with the Company's Hong Kong branch share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, a resolution for the re-election of an additional candidate as a Director as set out in this supplemental circular) except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's Hong Kong branch share registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's Hong Kong branch share registrar before the Closing Time.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

LETTER FROM THE BOARD

If you are a non-registered Shareholder, i.e. your Shares are held through an intermediary (for example, a bank, custodian or securities broker) or registered in the name of your nominee, you will not receive the Second Proxy Form directly from the Company, and you will need to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend, speak and vote at the AGM, you should seek authorisation to do so from your intermediary/nominee directly.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors are of the opinion that the proposed re-election of Mr. Ding Jifeng as an executive Director as set out in this supplemental circular is in the interests of the Company and its Shareholders and recommend you to vote in favour of the relevant resolution to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

Yours faithfully
On behalf of the Board
China Tianrui Group Cement Company Limited
Li Liufa
Chairman

The biographical details of the additional Director eligible for re-election at the AGM are set out below:

Mr. Ding Jianfeng, an executive Director

Mr. Ding Jifeng (丁基峰), male, aged 47, is a general manager of our Group. Mr. Ding joined our Group in December 2007 and has worked as deputy general manager of Tianrui Group Zhoukou Cement Company Limited (天瑞集團周口水泥有限公司), deputy general manager of Tianrui Group Zhengzhou Cement Company Limited (天瑞集團鄭州水泥有限公司), general manager of Zhengzhou Tianrui Cement Company Limited (鄭州天瑞水泥有限公司), chairman and the general manager of Weihui Tianrui Cement Company Limited (衛輝市天瑞水泥有限公司) ever since. He has extensive experience in the cement industry and is primarily responsible for the daily sales, administrative and human resources management of our Group. Before joining our Group, he served in Jiaxian Tian Guang and Pingding Shan Xingfeng Group since 1991. Mr. Ding graduated from Henan University in 1996, majoring in economic management. He has the title of “Economist”.

Mr. Ding has entered into a service agreement with the Company for a term of three years with effect from 15 May 2017 subject to re-election. He is subject to retirement but eligible for re-election at the next 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. Ding 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.

Save for disclosed above, Mr. Ding has not held any directorship in any public listed companies in Hong Kong or overseas in the past three years nor does he have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Ding as an executive Director.



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “**AGM Notice**”) dated 28 April 2017 issued by China Tianrui Group Cement Company Limited (the “**Company**”) to convene the annual general meeting (the “**AGM**”) of the Company on Tuesday, 6 June 2017 at 10:00 a.m. at the Zhongzhou Room, 3/F., Fuquan Grand Hotel, Shangtang Village, Lushan County, Pingdingshan City, Henan Province, PRC.

Details of the proposed resolutions to be considered at the AGM were stated in the AGM Notice. Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 28 April 2017. Apart from the amendments stated below, all the information contained in the AGM Notice remains valid and effective.

Due to the matters as set out in the supplemental circular of the Company dated 15 May 2017, this **SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held at the Zhongzhou Room, 3/F., Fuquan Grand Hotel, Shangtang Village, Lushan County, Pingdingshan City, Henan Province, PRC on Tuesday, 6 June 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution of the Company (with or without modifications), in addition to the resolutions set out in the AGM Notice:

ORDINARY RESOLUTION

2(i)(d) “To re-elect Mr. Ding Jifeng as an executive Director.”

Yours faithfully
On behalf of the Board
China Tianrui Group Cement Company Limited
Li Liufa
Chairman

Hong Kong, 15 May 2017

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A second form of proxy (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 15 April 2017 (the “**Supplemental Circular**”). Please refer to pages 2 to 3 of the Supplemental Circular for special arrangements about completion and submission of the Second Proxy Form.
2. Please refer to the AGM Notice for details of the other ordinary resolutions to be passed at the AGM, closure of the register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.