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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)

RESIGNATION OF NON-EXECUTIVE DIRECTOR, APPOINTMENTS OF EXECUTIVE DIRECTOR AND ALTERNATE DIRECTOR

The Board of Directors (the “**Board**”) of China Tianrui Group Cement Company Limited (the “**Company**”) announces that with effect from 18 January 2018:

- (1) Mr. Li Heping has resigned as a Non-executive Director of the Company;
- (2) Ms. Li Fengluan has been appointed as an Executive Director of the Company;
and
- (3) Mr. Lv Xing has been appointed as the Alternate Director to Mr. Yang Yongzheng, a Non-executive Director of the Company.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The Board of the Company announces that Mr. Li Heping (“**Mr. Li**”) has tendered his resignation to the Board as a Non-executive Director of the Company with effect from 18 January 2018 in order to devote more time to his other business commitments.

Mr. Li confirmed that he has no disagreement with the Board and that he is not aware of any matters that need to be brought to the attention of shareholders of the Company in relation to his resignation. The Board would like to thank Mr. Li for his service and contribution to the Company during his term of office and wish Mr. Li every success in all of his future endeavours.

The Board would like to take the opportunity to express its sincere gratitude to Mr. Li for his invaluable contribution to the Company during his tenure of office.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board announces that Ms. Li Fengluan (“**Ms. Li**”) has been appointed as an Executive Director of the Company with effect from 18 January 2018.

Biographical details of Ms. Li are set out as follows:

Ms. Li Fengluan (李鳳變), aged 55, obtained a Bachelor Degree from Henan University (河南大學) in 1984 and an EMBA from Peking University (北京大學) in 2008. Ms. Li is the spouse of Mr. Li Liufa, the Chairman, Non-executive Director and a controlling shareholder of the Company and the elder sister of Mr. Li Jiangming, an Executive Director of the Company. Ms. Li joined Tianrui Group Company Limited (天瑞集團股份有限公司) (“**Tianrui Group Company**”) in 1985. Ms. Li is now the deputy general manager and director of Tianrui Group Company, and the Chairman and legal representative of Tianrui Cement Group Company Limited (天瑞水泥集團有限公司) (“**Tianrui Cement**”) and Tianrui Group Finance Company Limited (天瑞水泥集團財務有限責任公司) (“**Tianrui Finance**”). Ms. Li has over 30 years of extensive experience in finance and accounting, auditing and operation management and holds the qualification of “Accountant”. Save as disclosed above, Ms. Li does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. Ms. Li does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the date of this announcement.

Ms. Li has entered into a service agreement with the Company for a term of 3 years with effect from 18 January 2018 subject to re-election. She is subject to retirement but eligible for re-election at the next general meeting of the Company. Thereafter, she is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Ms. Li shall be entitled to an annual fee in sum of RMB700,000 which has been determined by the Board with reference to the prevailing market conditions, her duties and responsibilities.

As at the date of this announcement, Ms. Li has a long position in 1,986,984,822 shares of the Company (representing approximately 67.62% of the total issued share capital of the Company) and a short position in 440,000,000 shares of the Company (representing approximately 14.97% of the total issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance (“**SFO**”). 1,986,984,822 shares of the Company (representing approximately 67.62% of the total issued share capital of the Company) is directly held by Yu Kuo Company Limited (“**Yu Kuo**”). The entire issued share capital of Yu Kuo is held by Holy Eagle Company Limited and Yu Qi Company Limited, which are held indirectly by Mr. Li Liufa and Ms. Li Fengluan through Tianrui Group Company and Tianrui (International) Holding Company Limited. Therefore, Mr. Li Liufa and Ms. Li are deemed to be interested in the shares held by Yu Kuo.

Saved as disclosed above, in relation to the appointment of Ms. Li as an Executive Director of the Company, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) nor are there other matters that need to be brought to the attention of the shareholders of the Company.

APPOINTMENT OF ALTERNATE DIRECTOR

The Board announces that Mr. Lv Xing (“Mr. Lv”) has been appointed as an Alternate Director to Mr. Yang Yongzheng, a Non-executive Director of the Company with the effect from 18 January 2018.

Biographical details of Mr. Lv are set out as follows:

Mr. Lv Xing (呂行), male, aged 39, is the deputy financial controller of our Company and a deputy chief accountant of our Group. Mr. Lv joined the Company as a deputy chief accountant in 2012 and was appointed as the deputy financial controller of our Company on 1 October 2013, and is primarily responsible for the review and analyzing of financial reports, finance and mergers and acquisitions business. Mr. Lv has extensive experience in financing. He served as an assistant auditor, senior auditor and an audit manager in Deloitte Touche Tohmatsu since 2001 prior to joining the Company. Mr. Lv graduated from Beijing University of Industry and Commerce (北京工商大學) with bachelor’s degree in economics in 2001. Mr. Lv holds the certificate of “Certified Public Accountant”.

There is no service agreement between Mr. Lv and the Company with respect to his appointment as Alternate Director to Mr. Yang Yongzheng, a Non-executive Director of the Company. Furthermore, no terms have been fixed or proposed for Mr. Lv’s length of service as Alternate Director with the Company. In accordance with the articles of association of the Company, Mr. Lv will cease to be an Alternate Director to Mr. Yang Yongzheng if Mr. Yang Yongzheng ceases to be a director of the Company. Mr. Lv will not receive any remuneration in his capacity as Alternate Director to Mr. Yang Yongzheng.

As at the date of this announcement, save as disclosed herein, Mr. Lv does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company, nor does he have any interest in the shares of the Company within the meaning of Part XV of the SFO. Mr. Lv is not aware of any matters that are required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Ms. Li and Mr. Lv for joining the Board.

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

Ruzhou City, Henan Province, PRC, 18 January 2018

As at the date of this announcement, the Board consists of Chairman and Non-executive Director, Mr. Li Liufa; Executive Directors, Mr. Xu Wuxue, Mr. Li Jiangming, Mr. Ding Jifeng and Ms. Li Fengluan; Non-executive Directors, Mr. Yang Yongzheng (Mr. Lv Xing as his alternate); and Independent Non-executive Directors, Mr. Kong Xiangzhong, Mr. Wang Ping and Mr. Du Xiaotang.