

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



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 INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Directors**”) of China Tianrui Group Cement Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from 23 September 2024: (i) Mr. Wang Ping (“**Mr. Wang**”) has tendered his resignation to the Company in respect of his positions as an independent non-executive Director, chairman of the audit committee (the “**Audit Committee**”) and member of nomination committee (the “**Nomination Committee**”) of the Board in order to devote more time to his other personal commitments, (ii) Mr. Mak Tin Sang (“**Mr. Mak**”) has been appointed as an independent non-executive Director and chairman of the Audit Committee and (iii) Mr. Li Wenfeng, an independent non-executive Director, has been appointed as a member of Nomination Committee.

Mr. Wang confirmed that, apart from the delay in publishing the 2024 interim results due to the inability to submit the interim results of the Company to the Audit Committee and the Board for review due to the information of the associated company, he has no disagreement with the Board and there is no matter related to his resignation that needs to be brought to the attention of the Company’s shareholders or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The biographical details of Mr. Mak is as follows:

Mr. Mak Tin Sang, aged 67, received a higher diploma in Accountancy from Hong Kong Polytechnic in 1979 and further obtained a Master of Business Administration degree from University of Sheffield in 1985. Mr. Mak is a fellow member of Association of Chartered Certified Accountants and an associate member of Australian Chartered Association of Management Accountants.

Mr. Mak was the chief financial officer of Nutryfarm International Limited (AZT.SI) from August 2001 to September 2003. From January 2004 to May 2015, he was the chief financial officer of Sinocloud Group Limited (5EK.SI). He also served as an executive director of Sinocloud Group Limited (5EK.SI) from June 2013 to May 2015. He was the chief executive officer of Asia Fashion Holdings Limited (BQ1.SI) from May 2015 to June 2016, then the chief financial officer of the same company from June 2016 to July 2018. He also served as an executive director of the same company from May 2015 to April 2018. Mr. Mak was appointed as an executive director of China Asia Valley Group Limited (0063.HK) during the period from November 2015 to May 2017. He was an independent financial consultant of Mingyuan Medicare Development Company Limited (0233.HK) from September 2018 to October 2019. From December 2021 to July 2022, he was a consultant of Ever-Long Securities Company Limited. From November 2021 to March 2023, Mr. Mak was appointed as an independent non-executive director of China Clean Energy Technology Group Limited (2379.HK). From September 2022 to December 2022, Mr. Mak was appointed as an independent non-executive director of Ozner Water International Holdings Limited (2014.HK). From November 2022 to April 2023, he was a consultant of Robustus Capital Limited. Since November 2019, Mr. Mak has been engaged as a senior financial consultant of Sanai Health Industry Group Company Limited (1889.HK). Since April 2020 and September 2024, Mr. Mak has respectively been appointed as an independent non-executive director of Jintai Energy Holdings Limited (2728.HK) and an independent non-executive director of Sky Blue 11 Company Limited (1010.HK).

Mr. Mak has entered into a letter of appointment dated 23 September 2024 with the Company for an initial term of 1 year commencing from 23 September 2024, which may be terminated by either party giving to the other not less than 30 days prior notice in writing, and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the bye-laws of the Company. Mr. Mak is entitled to a remuneration of HK\$240,000 per annum which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

Save as disclosed above, to the best knowledge of the Directors, as at the date of this announcement, Mr. Mak does not:

- (a) hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
- (b) have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company;
- (c) hold any other positions with the Company or other members of the Group;
- (d) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and

(e) hold any other major appointments and professional qualifications.

Mr. Mak has confirmed to the Company that save as disclosed in this announcement, (a) he meets the independence factors as set out in Rule 3.13(1) to (8) of Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”); (b) he did not and does not have any past or present financial or other interest in the business of the Group or did not and does not have any connection with any core connected person (as such term is defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect his independence at the time of his appointment. In view of the abovementioned factors, to the best knowledge of the Company, the Company confirms the independence of Mr. Mak.

Save as disclosed herein, there is no other information relating to the appointment of Mr. Mak as an independent non-executive Director that shall be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules nor any matters which need to be brought to the attention of the shareholders of the Company as at the date of this announcement.

The Board would like to take this opportunity to express its sincere appreciation to Mr. Wang for his invaluable contributions to the Company during his tenure of service, and welcome Mr. Mak to join the Board.

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

Hong Kong, 23 September 2024

As at the date of this announcement, the Board consists of Chairman and executive Director, Mr. Li Xuanyu; Executive Directors, Ms. Li Fengluan, Mr. Ding Jifeng, Mr. Xu Wuxue and Mr. Li Jiangming; Non-executive Director, Mr. Li Liufa; and Independent Non-executive Directors, Mr. Kong Xiangzhong, Mr. Du Xiaotang, Mr. Li Wenfeng and Mr. Mak Tin Sang.