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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 INDEPENDENT NON-EXECUTIVE DIRECTOR AND NON-COMPLIANCE OF LISTING RULES**

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of China Tianrui Group Cement Company Limited (the “**Company**”) hereby announces that Mr. Du Xiaotang (“**Mr. Du**”) tendered his resignation to the Company in respect of his positions as an independent non-executive Director, chairman of the remuneration committee (the “**Remuneration Committee**”) and member of audit committee (the “**Audit Committee**”) of the Company with effect from 10 March 2025 in order to focus on his other personal commitments.

Mr. Du confirmed that, 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 Board would like to take this opportunity to express its sincere appreciation to Mr. Du for his invaluable contributions to the Company during his tenure of service.

## **NON-COMPLIANCE WITH THE LISTING RULES**

Following the resignation of Mr. Du with effect from 10 March 2025, the Board comprises seven members with only two independent non-executive Directors, and the Audit Committee of the Company comprises only two members. As a result, the Company fails to meet: (i) the requirement under Rule 3.10(1) of the Rules Governing the Listing (the “**Listing Rules**”) of Securities on the Stock Exchange, which stipulates that every board of directors of a listed issuer must include at least three independent non-executive directors; (ii) the requirement under Rule 3.21 of the Listing Rules, which stipulates that the Audit Committee must comprise a minimum of three members; and (iii) the requirement under Rule 3.25 of the Listing Rules, which stipulates that the Remuneration Committee must be chaired by an independent non-executive director and comprise a majority of independent non-executive directors. The Company is in the process of identifying potential candidates to fill the vacancy of the independent non-executive Director and the Audit Committee, as soon as possible within three months from the effective date of resignation of Mr. Du pursuant to Rule 3.11 of the Listing Rules. Further announcement(s) will be made in this regard as and when appropriate in accordance with the requirements of the Listing Rules.

By order of the Board

**China Tianrui Group Cement Company Limited**

**Li Liufa**

*Chairman*

Hong Kong, 10 March 2025

*As at the date of this announcement, the Board consists of executive Directors, Ms. Li Fengluan, Mr. Ding Jifeng, Mr. Li Jiangming and Mr. Jin Mingjie; Chairman and non-executive Director, Mr. Li Liufa; and Independent Non-executive Directors, Mr. Kong Xiangzhong and Mr. Mak Tin Sang.*