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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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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)

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the Annual General Meeting of China Tianrui Group Cement Company Limited to be held at 9:00 a.m. on Friday, 18 May 2012 at No. 63 Guangcheng Road East, Ruzhou City, Henan Province, PRC is set out in this circular.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with 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 later than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

* *For identification purpose only*

18 April 2012

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting or any adjournment thereof of the Company to be held at 9:00 a.m. on Friday, 18 May 2012 at No. 63 Guangcheng Road East, Ruzhou City, Henan Province, PRC
“Articles of Association” or “Articles”	the articles of association of the Company adopted pursuant to written resolutions passed by all the Shareholders on 12 December 2011
“Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Chairman Li”	Li Liufa (李留法), the funder, chairman and a Controlling Shareholder of the Group
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China Tianrui Group Cement Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and refers to Chairman Li, Mr. Li Xuanyu, Yu Kuo, Yu Qi and/or Holy Eagle
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate nominal value of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate nominal value of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Holy Eagle”	Holy Eagle Company Limited (神鷹有限公司), a company incorporated in the BVI with limited liability and is a Controlling Shareholder
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	10 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Exchange Governing the Listing of Securities on the Stock
“Notice”	the notice of the Annual General Meeting as set out in this circular
“PRC”	The People’s Republic of China and for the purpose of this circular, does not include Hong Kong, Macao Special Administrative Region and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Repurchase issued by the Securities and Futures Commission of Hong Kong

DEFINITIONS

“Yu Kuo”	Yu Kuo Company Limited (煜闊有限公司), a company incorporated in the BVI with limited liability and is a Controlling Shareholder
“Yu Qi”	Yu Qi Company Limited (煜祺有限公司), a company incorporated in the BVI with limited liability and is a Controlling Shareholder
“%”	per cent.

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

Executive Directors:

Mr. Li Heping

Mr. Liu Wenyong

Mr. Yu Yagang

Non-executive Director:

Mr. Tang Ming Chien

Independent Non-executive Directors:

Mr. Wang Yanmou

Mr. Poon Chiu Kwok

Mr. Song Quanqi

Mr. Ma Chun Fung Horace

Registered Office:

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Headquarters and Principal Place
of Business in the PRC:*

No. 63 Guangcheng Road East

Ruzhou City

Henan Province

PRC

Place of Business in Hong Kong:

Rooms 2201-2203, 22/F

World-Wide House

19 Des Voeux Road Central

Hong Kong

18 April 2012

To the Shareholders,

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

* *For identification purpose only*

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things,

- (i) the grant of the Issue Mandate to the Directors;
- (ii) the grant of the Repurchase Mandate to the Directors;
- (iii) the grant of the Extension Mandate to the Directors; and
- (iv) the proposed re-election of retiring Directors.

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with new Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution. As at the Latest Practicable Date, a total of 2,400,900,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 480,180,000 Shares.

REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by an addition of an amount representing the aggregate nominal value of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the Company is required by the Companies Law or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out in this circular. The annual report (the “**Annual Report**”) incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2011 and the Directors’ and independent auditor’s reports thereon are dispatched to the Shareholders together with this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

RE-ELECTION OF RETIRING DIRECTORS

According to Article 84 of the Articles of Association of the Company, at each annual general meeting, at least one third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

As such, Chairman Li will retire from office as director by rotation at the Annual General Meeting and being eligible, offer himself for re-election. Particulars of Chairman Li are set out in Appendix II to this circular.

According to Article 83(3) of the Articles of Association of the Company, the Directors shall have the power from time to time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board and Directors so appointed shall hold office only till the next annual general meeting of the Company and shall then be eligible for re-election.

LETTER FROM THE BOARD

As such, Mr. Li Heping, Mr. Liu Wenying, Mr. Yu Yagang, Mr. Tang Ming Chien, Mr. Wang Yanmou, Mr. Poon Chiu Kwok, Mr. Song Quanqi and Mr. Ma Chun Fung Horace shall hold office till the Annual General Meeting and, being eligible, offer himself for re-election. Particulars of each of them are set out in Appendix II to this circular.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to article 66.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors named above are beneficial to the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that Shareholders vote in favour of the corresponding ordinary resolutions for approving the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the retiring Directors at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders who are entitled to attend and vote at the Annual General Meeting, the register of members will be closed from Wednesday, 16 May 2012 to Friday, 18 May 2012, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, 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 Tuesday, 15 May 2012.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of
China Tianrui Group Cement Company Limited
Yu Chunliang Yao Yan Ping, Francis
Joint Company Secretaries

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 2,400,900,000 Shares in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 240,090,000 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or out of a fresh issue of Shares made for the purpose of the purchase or, if authorized by the Articles and subject to the Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company, or if authorized by the Articles and subject to the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as reflected in the latest audited financial statements of the Company. The Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. SHARE PRICES

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date are as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
December	3.21	2.42
2012		
January	3.00	2.40
February	2.90	2.40
March	3.20	2.42
April (up to the Latest Practicable Date)	3.10	3.00

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, Chairman Li and Mr. Li Xuanyu, who are the Controlling Shareholders of the Company through their interest in Yu Kuo, are interested in 950,000,000 Shares, representing approximately 39.57% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding interest of Chairman Li and Mr. Li Xuanyu in the Company would be increased to approximately 39.97% of the issued share capital of the Company.

The Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

8. GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their Associates has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and applicable laws of the Cayman Islands.

No Connected Person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such Connected Person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Particulars of the Directors proposed to be re-elected at the AGM are set out as follows:

Mr. LI Liufa (李留法), aged 54, is a non-executive Director and the chairman of our Board. He is the founder of the Group and was appointed as a non-executive Director on July 2, 2011. Chairman Li is primarily responsible for the Group's overall strategic planning and the management of the Group's business. Chairman Li has extensive experience in the cement industry. He was a non-executive director of Sanmenxia Tianyuan Aluminum from March 2006 to July 2008. Chairman Li was the representative of Henan province in the Tenth National People's Congress in February 2003 and the Eleventh National People's Congress in March 2008. Chairman Li obtained his executive MBA degree from Peking University (北京大學) in 2006. Chairman Li was named Model Worker of Henan Province (河南省勞動模範) in 1999. In January 2005, he was awarded "Henan Province Excellent Entrepreneur (河南省優秀民營企業家)" by the People's Government of Henan Province.

Chairman Li received no remunerations from the Company for serving as non-executive Director. He received no other compensation from, and has no service contract with the Company or any of its subsidiaries. Chairman Li is deemed to be interested in approximately 39.57% of the ordinary shares of the Company under the Securities and Futures Ordinance as at Latest Practicable Date.

Mr. LI Heping (李和平), aged 55, is an executive Director and Chief Executive Officer of the Company. Mr. Li joined the Group in 2009 and was appointed as an executive Director and Chief Executive Officer on December 9, 2011. He is primarily responsible for the formulation of development strategies, executing decisions made on investment projects and the Group's overall operation and supervision. Prior to joining the Group, Mr. Li had been the chief accountant of Luoyang Mining Machinery Factory (洛陽礦山機器廠), the deputy head of the Commission for Restructuring the Economic System of Henan Province (河南省經濟體制改革委員會), the general manager of Zhongxin Heavy Machinery Company (中信重型機械公司) and director and senior management of Tianrui Group Company Limited. Mr. Li was appointed as a non-executive director of Sanmenxia Tianyuan Aluminum in March 2006. He is currently the non-executive director and the chairman of the board of Sanmenxia Tianyuan Aluminum. Mr. Li graduated from Henan University of Science & Technology (河南科技大學) (formerly known as Luoyang Institute of Agricultural Machinery (洛陽農機學院) with a bachelor's degree in mechanic engineering in 1982 and Tsinghua University (清華大學) with a master's degree in engineering in 1988. Mr. Li also holds qualifications of "Senior Engineer" and "Senior Accountant".

Mr. Li has entered into a service contract with the Company for an initial term of three years with effect from the date of his appointment unless terminated by not less than three months' notice in writing served by either party on the other. Mr. Li does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at Latest Practicable Date.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. LIU Wenying (劉文英), aged 62, is an executive Director. Mr. Liu joined the Group in 2009 and was appointed as an executive Director on December 9, 2011. He is primarily responsible for capital management of the Group. Mr. Liu has extensive experience in corporate financial operations and organization management. Mr. Liu was an executive director of First Tractor Company Limited (Stock Code: 00038), a company listed on the Main Board of the Stock Exchange from September 2000 to July 2009. Mr. Liu graduated from the Party School of the Central Committee of CPC (中共中央黨校) majoring in economics management in 1997 and from Party School of Henan Committee of CPC majoring economics management. Mr. Liu also holds a qualification of “Senior Accountant”.

Mr. Liu has entered into a service contract with the Company for an initial term of three years with effect the date of his appointment unless terminated by not less than three months’ notice in writing served by either party on the other. Mr. Liu does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at Latest Practicable Date.

Mr. YU Yagang (郁亞杠), aged 60, is an executive Director and Chief Financial Officer of the Company. Mr. Yu joined the Group as chief financial officer of Tianrui Cement Limited in 2009 and was appointed as an executive Director and Chief Financial Officer on December 9, 2011. He is primarily responsible for the Group’s financial operation and management. Mr. Yu has over 40 years of experience in accounting. Prior to joining the Group, Mr. Yu served as deputy chief accountant and head of the finance department of Zhongxin Heavy Machinery Company (中信重型機械公司), legal representative of Luoyang Zhongzhong Founding Factory (洛陽中重鑄鍛廠) and director and senior management of Tianrui Group Company Limited. Mr. Yu graduated from the Party School of the Central Committee of CPC (中共中央黨校) majoring in economics in 1994. Mr. Yu also holds a qualification of “Senior Accountant”.

Mr. Yu has entered into a service contract with the Company for an initial term of three years with effect from their respective dates of appointment unless terminated by not less than three months’ notice in writing served by either party on the other. Mr. Yu does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at Latest Practicable Date.

Mr. TANG Ming Chien (唐明千), aged 61, is a non-executive Director. Mr. Tang was appointed as a non-executive Director on December 9, 2011. From December 1996 to December 2006, he was an executive director of Winsor Industrial Corporation, Limited whose shares were previously listed on the Stock Exchange. Mr. Tang was a non-executive director of Winsor Properties Holdings Limited (Stock Code: 01036), a company listed on the Stock Exchange, from August 2001 to May 2008. Mr. Tang is currently a director of South Enterprises Limited (新南企業有限公司), a private company principally engaged in the business of textile manufacturing. He graduated with a master’s degree in fiber science and technology from the University of Leeds in the United Kingdom.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Tang had entered into an appointment letter with the Company for a term of three years effective from 23 December 2011 and received no remunerations from the Company for serving as non-executive Director. He received no other compensation from, and has no service contract with the Company or any of its subsidiaries. Mr. Tang is deemed to be interested in approximately 18.72% of the ordinary shares of the Company under the Securities and Futures Ordinance as at Latest Practicable Date.

Mr. WANG Yanmou (王燕謀), aged 78, is an independent non-executive Director. He was appointed as an independent non-executive Director on December 9, 2011. Mr. Wang has extensive experience in building materials and cement industry. Since November 1981, Mr. Wang has served as head of the Chinese Building Materials Science Research Institute (中國建築材料科學研究院), head of the National Building Materials Industry Bureau (國家建築材料工業局), honorary president of China Building Material Industry Association (中國建築材料工業協會) (currently known as China Building Material Council), chairman of the fifth board of the Chinese Ceramic Society (中國硅酸鹽學會), member of the Eighth Chinese People's Political Consultative Conference (中國人民政治協商會議第八屆全國委員會) and senior consultant of the China Cement Association (中國水泥協會). From May 1997 to May 2003, Mr. Wang served as an independent non-executive director of Anhui Conch Cement Company Limited (“**Anhui Conch**”), a company listed on both the Stock Exchange (Stock Code: 00914) and the Shanghai Stock Exchange (Stock Code: 600585). Mr. Wang has also been the director of Zhejiang Glass Company Limited (“**Zhejiang Glass**”) (Stock Code: 00739), a company listed on the Stock Exchange, since October 2001. Mr. Wang currently serves as: (1) independent non-executive director of China Shanshui Cement Group Limited (Stock Code: 00691), a company listed on the Stock Exchange; and (2) supervisor of Anhui Conch. He is also a consultant of China International Construction Consulting Company (中國國際工程諮詢公司). Mr. Wang graduated from Nanjing Institute of Technology (南京工學院) (currently known as Southeast University (東南大學)) with a bachelor's degree in chemistry in 1956 and was awarded an Associate Doctoral Degree in Science and Technology by the former Leningrad Architectural Engineering Institute of the former Soviet Union in 1962.

Mr. Wang had entered into an appointment letter with the Company for a term of three years effective from 23 December 2011. He received no other compensation from the Company or any of its subsidiaries. Mr. Wang does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at Latest Practicable Date.

Mr. POON Chiu Kwok (潘昭國), aged 49, is an independent non-executive Director. He was appointed as an independent non-executive Director on 9 December 2011. Mr. Poon has over 20 years of experience in regulatory affairs, commerce and investment banking and operation of listed companies, including serving as an executive director and managing director of several investment banks. Mr. Poon worked in the Listing Division of the Stock Exchange on compliance and regulatory matters. Mr. Poon holds several academic degrees including a bachelor's degree in arts, majoring in business studies, and a master's degree in arts, majoring in international accounting, from the City

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

University of Hong Kong, respectively. Mr. Poon also obtained a bachelor's degree in laws from the University of Wolverhampton in the United Kingdom and a postgraduate diploma in laws in University of London in the United Kingdom through external programmes. Mr. Poon is currently a member and associate instructor of Hong Kong Securities Institute and a member of its Professional Education Committee, an associate of Institute of Chartered Secretaries and Administrators, and an associate of Hong Kong Institute of Chartered Secretaries.

In the three years preceding the Latest Practicable Date, Mr. Poon held directorships in the following publicly listed companies:

Name of the company	Stock Code	Title	Period
CATIC Shenzhen Holdings Limited	Stock Exchange: 00161	Independent non-executive director	31 May 2003 - 15 June 2009
Tsingtao Brewery Company Limited	Stock Exchange: 00168/ Shanghai Stock Exchange: 600600	Independent non-executive director	23 June 2005 - 10 June 2011

Mr. Poon currently holds directorships in the following publicly listed companies:

Name of the company	Stock Code	Title
Huabao International Holdings Limited	Stock Exchange: 00336	Executive director and company secretary
Yuanda China Holdings Limited	Stock Exchange: 02789	Independent non-executive director
Sunac China Holdings Limited	Stock Exchange: 01918	Independent non-executive director
Guangzhou Shipyard International Company Limited	Stock Exchange: 00317/Shanghai Stock Exchange: 600685	Independent non-executive director
Ningbo Port Company Limited	Shanghai Stock Exchange: 601018	Independent non-executive director
Changan Minsheng APLL Logistics Co., Ltd.	Stock Exchange: 08217	Independent non-executive director

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Poon had entered into an appointment letter with the Company for a term of one year effective from 23 December 2011. He received no other compensation from, and has no service contract with the Company or any of its subsidiaries. Mr. Poon does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at Latest Practicable Date.

Mr. SONG Quanqi (宋全啟), aged 47, is an independent non-executive Director. He was appointed as an independent non-executive Director on 9 December 2011. Mr. Song has extensive experience in research, investments and business consulting. From 2002 to 2005, Mr. Song served as independent non-executive director of Henan Zhongfu Industry Co., Ltd. (河南中孚實業股份有限公司), a company listed on the Shanghai Stock Exchange. He has also been the director of Henan Taloph Pharmaceutical Stock Co., Ltd. (河南太龍藥業股份有限公司) (formerly known as Henan Joyline & Joysun Pharmaceutical Stock Co., Ltd. (河南竹林衆生制藥股份有限公司)), a company listed on the Shanghai Stock Exchange, since 1999. Currently, he is also a non-executive director of Sanmenxia Tianyuan Aluminum and a director of Linzhou Heavy Machinery Group Co., Ltd. (林州重機集團股份有限公司), a company listed on the Shenzhen Stock Exchange. He is also the general manager of Shanghai Boning Financial Consultation Company Limited (上海博寧財務顧問有限公司). Mr. Song graduated from the People's University of China (中國人民大學) with a doctoral degree in economics in 1993.

Mr. Song had entered into an appointment letter with the Company for a term of three years effective from 23 December 2011. He received no other compensation from the Company or any of its subsidiaries. Mr. Song does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at Latest Practicable Date.

Mr. MA Chun Fung Horace (馬振峰) (formerly known as Mr. MA Ka Keung (馬家強)), aged 41, is an independent non-executive Director. He was appointed as an independent non-executive Director on 9 December 2011. Mr. Ma is an experienced accountant with extensive experience in risk and internal control. Mr. Ma is a Certified Public Accountant (Practising) registered with the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants, a Certified Internal Auditor registered with the Institute of Internal Auditors and holder of Certification of Control Self-Assessment of the Institute of Internal Auditors. Mr. Ma also holds various academic degrees, including master of science and bachelor of business administration, each conferred by the Chinese University of Hong Kong. Mr. Ma has also obtained a bachelor's degree in laws conferred by the University of London through its external programmes.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Ma currently holds directorships in the following publicly listed companies:

Name of the company	Stock Code	Title
FAVA International Holdings Limited	Stock Exchange: 08108	Executive director (resigned on 31 October 2011)
Ming Fai International Holdings Limited	Stock Exchange: 03828	Independent non-executive director
Universe International Holdings Limited	Stock Exchange: 01046	Independent non-executive director
Dejin Resources Group Company Limited	Stock Exchange: 01163	Independent non-executive director

Mr. Ma had entered into an appointment letter with the Company for a term of one year effective from 23 December 2011. He received no other compensation from the Company or any of its subsidiaries. Mr. Ma does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at Latest Practicable Date.

Save as disclosed above, none of the above Directors (i) has any other relationship with any Director, senior management or substantial or Controlling Shareholder of the Company; nor (ii) has held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years. There is no other information which is required to be disclosed under Rules 13.51(2) of the Listing Rules, nor any other matters relating to the re-election of the above Directors that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of China Tianrui Group Cement Company Limited (the “Company”) will be held at 9:00 a.m. on Friday, 18 May 2012 at No. 63 Guangcheng Road East, Ruzhou City, Henan Province, PRC for the following purposes:

As ordinary business:

1. To consider and approve the audited consolidated financial statements and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2011.
2. (i) To re-elect the following Directors of the Company:
 - (a) To re-elect Mr. Li Liufa as a non-executive director;
 - (b) To re-elect Mr. Li Heping as an executive director;
 - (c) To re-elect Mr. Liu Wenying as an executive director;
 - (d) To re-elect Mr. Yu Yagang as an executive director;
 - (e) To re-elect Mr. Tang Ming Chien as a non-executive director;
 - (f) To re-elect Mr. Wang Yanmou as an independent non-executive director;
 - (g) To re-elect Mr. Poon Chiu Kwok as an independent non-executive director;

NOTICE OF ANNUAL GENERAL MEETING

- (h) To re-elect Mr. Song Quanqi as an independent non-executive director;
 - (i) To re-elect Mr. Ma Chun Fung Horace as an independent non-executive director;
and
 - (ii) To authorise the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix the remuneration of the directors.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company until conclusion of the next annual general meeting and to authorise the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:
- (A) “**THAT**
- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
 - (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and Directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; (c) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance

NOTICE OF ANNUAL GENERAL MEETING

with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

(B) “**THAT**

- (i) subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (iii) below) of all powers of the Company to purchase or otherwise acquire shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Hong Kong Code on Share Repurchases and the Listing Rules be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(ii) the aggregate nominal amount of shares of the Company which are authorised to be purchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

(C) “**THAT** conditional upon the passing of the resolutions set out in paragraphs 4(A) and 4(B) of the notice convening this AGM, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 4(A) of the notice convening this AGM be and is hereby extended by the addition thereto an amount of shares representing the aggregate nominal amount of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors of the Company under the resolution set out in paragraph 4(B) above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

Notes:

- (a) The register of members of the Company will be closed from Wednesday, 16 May 2012 to Friday, 18 May 2012 (both dates inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the AGM, 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 Tuesday, 15 May 2012.
- (b) Any shareholder of the Company entitled to attend and vote at the AGM 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

NOTICE OF ANNUAL GENERAL MEETING

or authority, must be deposited with the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjourned meeting.

- (c) Mr. Li Liufa will retire from the offices of Director by rotation at the AGM and, being eligible, offer himself for re-election as Director at the AGM. The terms of office of Mr. Li Heping, Mr. Liu Wenying, Mr. Yu Yagang, Mr. Tang Ming Chien, Mr. Wang Yanmou, Mr. Poon Chiu Kwok, Mr. Song Quanqi and Mr. Ma Chun Fung Horace will expire at the Annual General Meeting. All of them, being eligible, will offer themselves for re-election as Director at the AGM. Particulars of the above Directors are set out in the circular of the Company dated 18 April 2012.
- (d) In relation to proposed resolutions number 4(A) and 4(C), approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
- (e) In relation to proposed resolution number 4(B) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules will be set out in the circular of the Company dated 18 April 2012.

By order of the Board
China Tianrui Group Cement Company Limited
Yu Chunliang
Yao Yan Ping, Francis
Joint Company Secretaries

Hong Kong, 18 April 2012

As at the date hereof, the Board consists of:

Chairman and Non-executive Director

Mr. Li Liufa

Executive Directors

Mr. Li Heping, Mr. Liu Wenying and Mr. Yu Yagang

Non-Executive Director

Mr. Tang Ming Chien

Independent Non-executive Directors

Mr. Wang Yanmou, Mr. Poon Chiu Kwok, Mr. Song Quanqi and Mr. Ma Chun Fung Horace.