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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 DIRECTORS
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
CHANGE OF MEMBERS OF NOMINATION COMMITTEE,
REMUNERATION COMMITTEE AND AUDIT COMMITTEE**

The Board of the Company hereby announces the following changes in independent non executive directors, all with effect from 24 December 2012:

- (i) resignation of Mr. Wang Yanmou as an independent non executive director of the Company, the chairman of the Nomination Committee and a member of the Audit Committee;
- (ii) resignation of Mr. Song Quanqi as an independent non executive director of the Company, the chairman of the Remuneration Committee and a member of the Nomination Committee;
- (iii) retirement of Mr. Poon Chiu Kwok as an independent non executive director of the Company and a member of the Audit Committee and Remuneration Committee;
- (iv) re appointment of Mr. Ma Chun Fung Horace as an independent non executive director of the Company and the chairman of the Audit Committee;
- (v) appointment of Mr. Kong Xiangzhong as an independent non executive director of the Company, the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee; and
- (vi) appointment of Mr. Wang Ping as an independent non executive director of the Company, the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee.

The board of directors (the “**Board**”) of China Tianrui Group Cement Company Limited (the “**Company**”) hereby announces the following changes of the directors of the Company:

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Resignation of Mr. Wan Yanmou (王燕謀) (“Mr. Wang”)

Mr. Wang tendered his resignation as an independent non-executive director of the Company with effect from 24 December 2012 due to his personal development. Upon his resignation as an independent non-executive director of the Company, Mr. Wang would cease to be the chairman of the nomination committee (“**Nomination Committee**”) and a member of the audit committee (“**Audit Committee**”) of the Company.

Mr. Wang has confirmed that he has no disagreement with the Board and there are no matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company.

Resignation of Mr. Song Quanqi (宋全啟) (“Mr. Song”)

Mr. Song tendered his resignation as an independent non-executive director of the Company with effect from 24 December 2012 due to his personal development. Upon his resignation as an independent non-executive director of the Company, Mr. Song would cease to be the chairman of the remuneration committee (“**Remuneration Committee**”) and a member of the Nomination Committee of the Company.

Mr. Song has confirmed that he has no disagreement with the Board and there are no matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company.

RETIREMENT OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR

With effect from 24 December 2012, Mr. Poon Chiu Kwok (“**Mr. Poon**”) will retire as an independent non-executive director on expiry of his service contract with the Company. Upon his retirement as an independent non-executive director, Mr. Poon also ceased to be a member of Audit Committee and Remuneration Committee of the Company.

Mr. Poon has confirmed that he has no disagreement with the Board and there are no matters in relation to his retirement that need to be brought to the attention of the shareholders of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Re-appointment of Mr. Ma Chun Fung Horace (馬振峰) (formerly known as Ma Ka Keung (馬家強)) (“Mr. Ma”)

The Board has re-appointed Mr. Ma as an independent non-executive director of the Company and the chairman of the Audit Committee with effect from 24 December 2012.

Mr. Ma was appointed as an independent non-executive director of the Company and the member of Audit Committee with a term of one year with effect from 9 December 2011.

Mr. Ma, aged 42, 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 a Certification of Control Self-Assessment of the Institute of Internal Auditors. Mr. Ma is currently a council member of Hong Kong Institute of Certified Public Accountants. Mr. Ma is a director in Ming Fai International Holdings Limited, Universe International Holdings Limited and Dejin Resources Group Company Limited, and had also been a director of FAVA International Holdings Limited. 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.

Mr. Ma has entered into a service agreement with the Company for a term of one year with effect from 24 December 2012. In accordance with the articles of association of the Company, Mr. Ma will stand for election by shareholders of the Company at the next following annual general meeting of the Company. Mr. Ma shall be entitled to an annual director's fee in the sum of HK\$240,000 determined by the Board with reference to the prevailing market condition, his duties and responsibilities.

As at the date of this announcement, Mr. Ma does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Ma confirmed that (i) he does not have any relationship(s) with any directors, senior management or substantial or controlling shareholders of the Company; (ii) he has not held any other position with the Company or any of its subsidiaries or any directorship in other listed public

companies in the last three years; (iii) there is no other information required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules; and (iv) there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Ma as an independent non-executive director of the Company .

Appointment of Mr. Kong Xiangzhong (孔祥忠) (“Mr. Kong”)

Mr. Kong has been appointed as independent non-executive director of the Company, the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee with effect from 24 December 2012.

Mr. Kong, aged 58, senior engineer (the title equivalent to professor) and an expert entitled to special allowance from the State Council. Starting from September 2012, Mr. Kong was appointed as an independent non-executive director of Jilin Guanghai Holding Group Co., Ltd. (Stock Code: 000546), a company listed on Shenzhen Stock Exchange. Mr. Kong currently serves as the vice chairman and secretary of China Cement Association.

Mr. Kong graduated from Inorganic Materials Department of Shangdong Building Materials Industry Institute in 1982. He has long engaged in cement technology research and development, engineering design and technical management, and held various positions including the deputy office head of Hefei Cement Research and Design Institute, director of cement grinding department and chief engineer of Hefei Cement Research and Design Institute. Mr. Kong has participated and led many projects at national, provincial and ministry levels, he has served as the chief person in charge of design and engineering of some projects and a responsible person for a project financed by the World Bank.

Mr. Kong has entered into a service agreement with the Company for a term of one year from 24 December 2012. In accordance with the articles of association of the Company, Mr. Kong will stand for election by shareholders of the Company at the next following annual general meeting of the Company. Mr. Kong will be entitled to an annual director’s fee in the sum of RMB200,000 determined by the Board with reference to the prevailing market condition, his duties and responsibilities.

As at the date of this announcement, Mr. Kong does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Kong confirmed that (i) he does not have any relationship(s) with any directors, senior management or substantial or controlling shareholders of the Company; (ii) he has not held any other position with the

Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; (iii) there is no other information required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules; and (iv) there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Kong as an independent non-executive director .

Appointment of Mr. Wang Ping (王平) (“Mr. Wang Ping”)

Mr. Wang Ping has been appointed as an independent non-executive director of the Company, the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee with effect from 24 December 2012.

Mr. Wang Ping, aged 42, is the chief financial officer of China Vehicle Components Technology Holdings Limited (Stock Code: 1269), a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). He has over 15 years of experience in corporate finance, audit, accounting and taxation. Prior to joining China Vehicle Components Technology Holdings Limited, Mr. Wang Ping worked for EV Capital Pte Ltd., a financial advisory and consulting firm focusing on initial public offerings, capital raising and private equity investments, from May 2007 to March 2010 as vice president and subsequently as director in May 2008. From February 2004 to March 2007, he served as chief financial officer for China Jishan Holdings Limited, the shares of which are listed on the main board of Singapore Stock Exchange. From September 1999 to August 2002, he served as a senior accountant and subsequently a manager for audit department of Deloitte Touche Tohmatsu CPA Ltd. Mr. Wang Ping has been serving as an independent non-executive director of China Hangking Holdings Limited (Stock Code: 3788), a company listed on the Stock Exchange since February 2011, and an independent non-executive director of Chongyi Zhangyuan Tungsten Co., Ltd. which is listed on the Shenzhen Stock Exchange since November 2010.

Mr. Wang Ping graduated from Nanjing University in 1993 and obtained a Master’s Degree in Business Administration from Lingnan (University) College of Sun Yat-Sen University in 2004. He is a fellow member of the Chinese Institute of Certified Public Accountants.

Mr. Wang Ping has entered into a service agreement with the Company for a term of one year from 24 December 2012. In accordance with the articles of association of the Company, Mr. Wang Ping will stand for election by shareholders of the Company at the next following annual general meeting of the Company. Mr. Wang Ping will be entitled to an annual director’s fee in the sum of HK\$240,000 determined by the Board with reference to the prevailing market condition, his duties and responsibilities.

As at the date of this announcement, Mr. Wang Ping does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Wang Ping confirmed that (i) he does not have any relationship(s) with any directors, senior management or substantial or controlling shareholders of the Company; (ii) he has not held any other position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; (iii) there is no other information required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules; and (iv) there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Wang Ping as an independent non-executive director of the Company.

The Board takes this opportunity to welcome Mr. Wang Ping and Mr. Kong Xiangzhong to join the Company as its independent non-executive director of the Company and to express its gratitude to Mr. Wang Yanmou, Mr. Song Quanqi and Mr. Poon Chiu Kwok for their contributions to the Company during the tenure of their offices.

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

Hong Kong, 21 December 2012

As at the date of this announcement, 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