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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)

**APPOINTMENT OF DIRECTORS
CHANGE OF MEMBERS OF AUDIT COMMITTEE AND
REMUNERATION COMMITTEE**

Reference is made to the announcement of the Company dated 28 May 2014, in which it was announced that, among other things, Mr. Wang Delong was not re-elected as executive Director, Mr. Tang Ming Chien was not re-elected as non-executive Director and Mr. Ma Chun Fung Horace was not re-elected as independent non-executive Director. Mr. Ma Chun Fung Horace also ceased to be the chairman and member of the audit committee.

The Board hereby announces the following changes, all with effect from 11 June 2014:

- (i) Mr. Wang Ping ceased to be the chairman and member of the remuneration committee and was appointed as the chairman of the audit committee;
- (ii) Mr. Li Jiangming was appointed as an executive director of the Company; and
- (iii) Mr. Du Xiaotang was appointed as an independent non-executive director of the Company, chairman of the remuneration committee and member of the audit committee.

Reference is made to the announcement of the Company dated 28 May 2014, in which it was announced that, among other things, Mr. Wang Delong was not re-elected as executive Director, Mr. Tang Ming Chien was not re-elected as non-executive Director and Mr. Ma Chun Fung Horace was not re-elected as independent non-executive Director. Mr. Ma Chun Fung Horace also ceased to be the chairman and member of the audit committee.

The board (“**Board**”) of directors of the Company hereby announces the following changes, all with effect from 11 June 2014:

CHANGE OF MEMBER OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE

Mr. Wang Ping (王平) (“**Mr. Wang**”) ceased to be the chairman and member of the remuneration committee and was appointed as the chairman of the audit committee. Mr. Wang will remain as member of the nomination committee.

Mr. Wang has nearly 15 years of experience in corporate finance, audit, accounting and taxation and is a member of the Chinese Institute of Certified Public Accountants. For further details of Mr. Wang’s biographies, please refer to the 2013 annual report of the Company.

APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointment of Mr. Li Jiangming (李江銘) (“Mr. Li”)

The Board has appointed Mr. Li as an executive director of the Company with effect from 11 June 2014. Mr. Li will remain as joint company secretary of the Company.

Mr. Li has entered into a service agreement with the Company for a term of three years with effect from 11 June 2014 subject to re-election. He is subject to retirement but eligible for re-election at the next general meeting of the Company. Thereafter, he is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Li shall be entitled to an annual fee in a sum of RMB700,000 which has been determined by the Board with reference to the prevailing market conditions, his duties and responsibilities.

Mr. Li is the younger brother of Mr. Li Liufa’s wife and the uncle of Mr. Li Xuanyu (Mr. Li Liufa’s son). As at the date of this announcement, Mr. Li 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 in this announcement, Mr. Li confirmed that (i) he does not have any relationship(s) with any director, 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. Li as an executive director of the Company.

Appointment of Mr. Du Xiaotang (杜曉堂) (“Mr. Du”)

The Board has appointed Mr. Du as an independent non-executive director of the Company, chairman of the remuneration committee and member of the audit committee with effect from 11 June 2014.

Mr. Du has entered into an appointment letter with the Company for a term of one year from 11 June 2014 subject to re-election. He is subject to retirement but eligible for re-election at the next general meeting of the Company. Thereafter, he is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Du will be entitled to an annual fee in a sum of HKD240,000 which has been determined by the Board with reference to the prevailing market conditions, his duties and responsibilities.

As at the date of this announcement, Mr. Du 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 in this announcement, Mr. Du confirmed that (i) he does not have any relationship(s) with any director, 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. Du as an independent non-executive director.

The biographies of Mr. Li and Mr. Du are set out as follow:

Mr. Li Jiangming (李江銘), aged 37, is currently a joint company secretary of the Company and a vice general manager of capital operation of the Group and a chief representative for Hong Kong business. He is mainly responsible for capital market investment and financing business and investor relations. Mr. Li was appointed as the joint company secretary of the Company on 1 March 2013. Mr. Li has extensive experience in capital operation and had participated in the whole process of Initial Public Offering of China Tianrui Group Cement Company Limited on the Hong Kong Stock Exchange. After joining our Group, Mr. Li served as the sales manager of Tianrui Group Zhengzhou Cement Company Limited, the deputy head of the capital operation department of Tianrui Cement, the general manager of Zhengzhou Tianrui Cement Company Limited and the assistant to the general manager of the Company and director of Hong Kong Office of the Company. Before joining the Group, Mr. Li had been a marketing assistant of Henan Xinfei Electric Appliance Co., Ltd. (河南新飛電器有限公司) and a Requirement Engineer of China E-port Data Center (中國電子口岸數據中心). Mr. Li obtained his master's degree from Wuhan University of Technology (武漢理工大學), majoring in international economics and trade, and obtained the securities practice qualification from the Securities Association of China.

Mr. Du Xiaotang (杜曉堂), aged 40, is currently a department managing director of China Everbright Limited (Stock Code: 165), a company listed on the Hong Kong Stock Exchange, since 2014. Mr. Du is also currently an independent non-executive director of Shanghai Inoherb Cosmetics Co., Ltd (上海相宜本草化妝品股份有限公司) since 2011 and an independent non-executive director of Jiangsu Jinshan Environmental Protection Co., Ltd (江蘇金山環保股份有限公司) since 2012. Mr. Du was a teacher at Henan University (河南大學) between 1996 and 2002, and was an associate and then a partner with Grandall Law Firm (國浩律師事務所) (a PRC law firm) between 2003 and 2013. Mr. Du's working experience mainly covers corporate finance, capital market, private equity, merger and acquisitions and legal compliance advisory to listed companies, securities firms and mining companies. Mr. Du obtained his bachelor degree in education and master degree in law from Henan University (河南大學) in 1996 and 2002 respectively, and doctorate degree in economics from Fudan University (復旦大學) in 2005. Mr. Du is a qualified PRC lawyer.

The Board takes this opportunity to welcome Mr. Li and Mr. Du to join the Board of the Company.

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

Ruzhou City, Henan Province PRC, 11 June 2014

As at the date of this announcement, the Board consists of:

Chairman and Non-executive Director

Mr. Li Liufa

Executive Directors

Mr. Yang Yongzheng, Mr. Xu Wuxue and Mr. Li Jiangming

Independent Non-executive Directors

Mr. Kong Xiangzhong, Mr. Wang Ping and Mr. Du Xiaotang