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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 RETIRING DIRECTORS,  
FINAL DIVIDEND AND SPECIAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice of the Annual General Meeting of China Tianrui Group Cement Company Limited to be held at 10:00 a.m. on Tuesday, 2 June 2015 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.

30 April 2015

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 2 June 2015 at No. 63 Guangcheng Road East, Ruzhou City, Henan Province, PRC or any adjournment thereof
“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 and effective on 23 December 2011
“Close 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 founder of the Group, chairman of the Board, a non-executive Director of the Company, and a Controlling Shareholder
“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
“Core 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, Mrs. Li, Tianrui Group Company, Tianrui International, 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 total number of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the additional number 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

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## DEFINITIONS

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“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 total number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	23 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mrs. Li”	Li Fengluan, the wife of Chairman Li
“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
“Qualifying Shareholders”	Shareholders whose respective names appear on the register of members of the Company as at the close of business on the Record Date in order to be entitled to the proposed final dividend and special dividend
“Record Date”	Monday, 8 June 2015, being the record date for determining entitlement to the proposed final dividend and special dividend
“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 not exceeding 10% of the total number of Shares 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)

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“Tianrui Group Company”	Tianrui Group Company Limited (天瑞集團股份有限公司), a company established in the PRC with limited liability, owned as to 70% by Chairman Li and 30% by Mrs. Li and is a Controlling Shareholder
“Tianrui International”	Tianrui (International) Holding Company Limited (天瑞(國際)控股有限公司) a company incorporated in the BVI with limited liability, which is wholly owned by Tianrui Group Company and is a Controlling Shareholder
“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.

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LETTER FROM THE BOARD

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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)**

*Chairman and Non-executive Director:*

Mr. Li Liufa

*Executive Directors:*

Mr. Yang Yongzheng

Mr. Xu Wuxue

Mr. Li Jiangming

*Independent Non-executive Directors:*

Mr. Kong Xiangzhong

Mr. Wang Ping

Mr. Du Xiaotang

*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:*

Room 2005A, 20/F., Lippo Centre Tower 2

89 Queensway, Admiralty

Hong Kong

30 April 2015

*To the Shareholders,*

Dear Sir or Madam,

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

**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.

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## LETTER FROM THE BOARD

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At the AGM, the Company will propose to the Shareholders to approve, among others, the following resolutions:

- (i) to approve the grant of the Issue Mandate to the Directors;
- (ii) to approve the grant of the Repurchase Mandate to the Directors;
- (iii) to approve the grant of the Extension Mandate to the Directors;
- (iv) to approve the proposed re-election of the retiring Directors; and
- (v) declaration and payment of final dividend and special dividend.

### ISSUE MANDATE

At the Annual General Meeting, the Company will propose an ordinary resolution 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 not exceeding 20% of the total number of Shares 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, the Company will propose an ordinary resolution 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 not exceeding 10% of the total number of Shares 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 Repurchase 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 Repurchase Mandate to repurchase a maximum of 240,090,000 Shares.

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.

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## LETTER FROM THE BOARD

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### 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 additional number 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. 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 shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years, and any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. According to Article 83(3) of the Articles of Association of the Company, the Directors shall have the power from time to time and at any 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. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. On 11 June 2014, Mr. Li Jiangming and Mr. Du Xiaotang were appointed by the Board as executive director and independent non-executive director of the Company, respectively.

Mr. Li Jiangming, Mr. Kong Xiangzhong, Mr. Wang Ping and Mr. Du Xiaotang will retire from office as directors by rotation at the Annual General Meeting and being eligible, offer themselves for re-election. Particulars of each of them are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### FINAL DIVIDEND AND SPECIAL DIVIDEND

The Board proposed the declaration of final dividend of RMB0.06 per share and special dividend of RMB0.15 per share, representing a total dividend distribution of RMB504,189,000 for the year ended 31 December 2014 (2013: Nil). The declaration of the final dividend and special dividend is subject to the shareholder approval in the AGM. Subject to the approval of Shareholders at the Annual General Meeting, the final dividend and special dividend (to be rounded up to two decimal places, if necessary) are expected to be paid in cash on or about Wednesday, 17 June 2015 and the dividend warrants will be despatched to the Qualifying Shareholders on the same date. The final dividend and special dividend will be payable in Hong Kong Dollars based on the medium exchange rate between Renminbi and Hong Kong Dollars as announced by the People's Bank of China on the date of the AGM.

### VOTING ARRANGEMENT

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 at the Annual General Meeting pursuant to Article 66 of the Articles of Association.

### RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of the retiring Directors, and declaration and payment of final dividend and special dividend are in the interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that Shareholders vote in favour of the relevant ordinary resolutions for approving the grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of the retiring Directors and declaration and payment of final dividend and special dividend 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 Friday, 29 May 2015 to Tuesday, 2 June 2015, 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, 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 Thursday, 28 May 2015.

For determining the Qualifying Shareholders, the register of members of the Company will be closed from Saturday, 6 June 2015 to Monday, 8 June 2015, both days inclusive, during which period no transfer of Shares will be registered. In order to be qualified for the final dividend and the special dividend, all transfers of Shares accompanied by the relevant

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## LETTER FROM THE BOARD

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share certificates and properly completed and signed transfer forms must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 5 June 2015.

### 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**  
**Li Liufa**  
*Chairman*

*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 12 months preceding the Latest Practicable Date are as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2014</b>		
April	2.29	2.07
May	2.33	2.00
June	2.38	2.10
July	2.40	2.10
August	2.32	2.05
September	2.40	2.13
October	2.45	2.08
November	2.40	2.15
December	2.47	2.11
<b>2015</b>		
January	2.47	2.30
February	2.50	2.25
March	2.80	2.12
April (up to the Latest Practicable Date)	4.11	2.41

## 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 Mrs. Li, 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 Mrs. Li in the Company would be increased to approximately 43.96% of the issued share capital of the Company. Such increase would give rise to an obligation for Yu Kuo and its respective associates to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. As at the Latest Practicable Date, to the best knowledge of the Company, Mr. Tang Ming Chien, who is a substantial shareholder of the Company through his interest in Wan Qi Company Limited, is interested in 689,400,000 Shares, representing approximately 28.71% 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 Mr. Tang Ming Chien in the Company would be increased to approximately 31.9% of the issued share capital of the Company. Such increase would give rise to an obligation for Wan Qi Company Limited and its respective associates to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code.

The Directors do not have any present intention to exercise the power to repurchase the Shares to the extent which will trigger the mandatory offer requirement pursuant to the Takeovers Code or which will reduce the aggregate amount of the share capital of the Company in public hands to less than 25%.

#### **7. SHARE REPURCHASE MADE BY THE COMPANY**

The Company did not purchase 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 Close 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 Core 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 Core Connected Person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

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

**Mr. Li Jiangming (李江銘)**, male, aged 37, is an executive Director and 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 and was appointed as the executive Director of the Company on 11 June 2014. 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. Li is the younger brother of the spouse of Mr. Li Liufa).

Mr. Li was appointed as an executive director of the Company with effect from 11 June 2014. 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. Mr. Li is 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. Kong Xiangzhong (孔祥忠)**, male, aged 60, is an independent non-executive Director, the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee. Mr. Kong was appointed as an independent non-executive Director on 24 December 2012 and was re-elected as the independent non-executive Director on 26 April 2013. Mr. Kong currently serves as the vice chairman and secretary of China Cement Association. He is a senior engineer and an expert entitled to special allowance from the State Council. Mr. Kong was appointed as an independent non-executive Director of Jilin Guanghua Holding Group Co.,Ltd. (Stock Code: 000546), a company listed on Shenzhen Stock Exchange in 2012. Mr. Kong graduated from Inorganic Materials Department of Shandong Building Materials Industry Institute (山東建築材料工業學院) 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 the cement grinding department and chief engineer of Hefei Cement Research and Design Institute. Mr. Kong has also participated in 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 an appointment letter with the Company for a term of one year from 24 December 2014 subject to re-election. Mr. Kong is entitled to an annual fee in a sum of RMB200,000 which has been determined by the Board with reference to the prevailing market conditions, his duties and responsibilities.

**Mr. Wang Ping (王平)**, male, aged 44, is an independent non-executive Director, the chairman of the Audit Committee and member of Nomination Committee. Mr. Wang was appointed as an independent non-executive Director on 24 December 2012 and was subsequently re-elected as the independent non-executive Director on 28 May 2014. Mr. Wang is the executive director and chief financial officer of China Vehicle Components Technology Holdings Limited (Stock Code: 1269), a company listed on the Stock Exchange. He has nearly 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, an independent non-executive director of Chongyi Zhangyuan Tungsten Co., Ltd. which is listed on the Shenzhen Stock Exchange since November 2010, an independent non-executive Director of Jia Yao Holdings Limited (a company listed on the Stock Exchange with stock code of 1626) since June 2014 and an independent non-executive Director of Shihua Development Company Limited (a company listed on the Stock Exchange with stock code of 485) since July 2014. Mr. Wang Ping graduated from Nanjing University and obtained a Master's Degree in Business Administration from Lingnan (University) College of Sun Yat-Sen University in 2004. He is a member of the Chinese Institute of Certified Public Accountants.

Mr. Wang has entered into an appointment letter with the Company for a term of one year from 24 December 2014 subject to re-election. Mr. Wang is 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.

**Mr. Du Xiaotang (杜曉堂)**, male, aged 41, is an independent non-executive Director, chairman of Remuneration Committee and member of Audit Committee. Mr. Du was appointed as an independent non-executive Director on 11 June 2014. Mr. Du is also 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)

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**APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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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.

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. Mr. Du is 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.

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; (ii) has any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; nor (iii) 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.

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## 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 at 10:00 a.m. on Tuesday, 2 June 2015 at No. 63 Guangcheng Road East, Ruzhou City, Henan Province, PRC for the following purposes:

As ordinary business:

1. To review and consider the audited consolidated financial statements and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2014.
2. To declare a final dividend of RMB0.06 per share and a special dividend of RMB0.15 per share for the year ended 31 December 2014.
3. (i) To re-elect the following directors of the Company:
  - (a) To re-elect Mr. Li Jiangming as an executive director;
  - (b) To re-elect Mr. Kong Xiangzhong as an independent non-executive director;
  - (c) To re-elect Mr. Wang Ping as an independent non-executive director;  
and
  - (d) To re-elect Mr. Du Xiaotang as an independent non-executive director.
- (ii) To authorise the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix the remuneration of the directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company until the conclusion of the next annual general meeting and to authorise the Board of Directors to fix their remuneration.
5. 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 total number of Shares 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 with the articles of association of the Company from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 Takeovers Code and the Listing Rules be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares which are authorised to be purchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 5(A) and 5(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 5(A) of the notice convening this AGM be and is hereby extended by the addition thereto an amount of shares representing the total number of Shares 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 5(B) above, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this resolution.”

### Notes:

- (a) The register of members of the Company will be closed from Friday, 29 May 2015 to Tuesday, 2 June 2015 (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 Hong Kong branch 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 Thursday, 28 May 2015.
- (b) The register of members of the Company will be closed from Saturday, 6 June 2015 to Monday, 8 June 2015, both days inclusive, during which period no transfer of Shares will be registered. In order to be qualified for the final dividend and the special dividend, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 5 June 2015.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) 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 or authority, must be deposited 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 not less than 48 hours before the time fixed for holding the AGM or any adjourned meeting.
- (d) Mr. Kong Xiangzhong and Mr. Wang Ping will retire from the office of director by rotation at the AGM and, being eligible, offer themselves for re-election as Directors at the AGM. The term of office of Mr. Li Jiangming and Mr. Du Xiaotang will expire at the AGM. All of them, being eligible, will offer themselves for re-election as Directors at the AGM. Particulars of the above Directors are set out in the circular of the Company dated 30 April 2015.
- (e) In relation to proposed resolutions number 5(A) and 5(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.
- (f) In relation to proposed resolution number 5(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 30 April 2015.
- (g) In the case of joint holders of any share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, in person or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- (h) Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

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

Hong Kong, 30 April 2015

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## NOTICE OF ANNUAL GENERAL MEETING

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As at the date hereof, 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