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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)

ANNOUNCEMENT

Reference is made to the announcement (“**Announcement**”) of China Tianrui Group Cement Company Limited (the “**Company**”) dated 3 September 2015, in relation to, among others, the proposed appointment of Mr. Li Liufa (Controlling Shareholder, chairman of the board and non-executive director of the Company) (“**Chairman Li**”) and Mr. Li Heping (the chief executive officer of the Company) (“**Mr. Li**”) (collectively “**Proposed Directors**”) as directors of China Shanshui Cement Group Limited (691.HK) (“**Shanshui Cement**”). Unless stated otherwise, the defined terms used herein shall have the same meaning as those defined in the Announcement.

The Company has been notified that, the appointment (“**Shanshui Appointments**”) of the Proposed Directors as the executive directors of Shanshui Cement have been approved in the extraordinary general meeting (“**Shanshui EGM**”) of Shanshui Cement which was held on 1 December 2015.

After the results of Shanshui EGM were announced, Mr. Li has resigned as chief executive officer of the Company with effect from 1 December 2015. Mr. Li has confirmed that he has no disagreement with the Company and there is no matter relating to his resignation, save as disclosed herein, that needs to be brought to the attention of the shareholders of the Company. The Board wishes to take this opportunity to express its appreciation to Mr. Li for his contribution to the Company. The Board is in the course of identifying a suitable candidate as the new chief executive officer of the Company and will make further announcement upon the appointment of the position.

The Company has evaluated the appropriate internal control measures to address any potential conflict of interests as a result of the Shanshui Appointments, and upon considering various factors including the fact that Chairman Li is not involved in the daily management of the Company in his position a non-executive director, the Company considers that Chairman Li is not required to change or resign from his position with the Company but shall continue to abstain from voting on matters pertaining to Shanshui Cement in the board meetings of the Company.

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

Ruzhou City, Henan Province, PRC, 1 December 2015

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