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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  
CHANGE OF JOINT COMPANY SECRETARY AND  
ALTERNATE AUTHORIZED REPRESENTATIVE**

**RESIGNATION OF JOINT COMPANY SECRETARY AND ALTERNATE  
AUTHORIZED REPRESENTATIVE**

The board (“**Board**”) of directors (“**Directors**”) of China Tianrui Group Cement Company Limited (“**Company**”) announces that Mr. Chan Him, Alfred (“**Mr. Chan**”) has resigned as joint company secretary and alternate authorized representative of the Company with effect from the date hereof.

Taking this opportunity, the Board would like to express its appreciation and gratitude to Mr. Chan for his contribution and services to the Company in the past.

**APPOINTMENT OF NEW JOINT COMPANY SECRETARY AND ALTERNATE  
AUTHORIZED REPRESENTATIVE**

Following the resignation of Mr. Chan, the Board is pleased to announce that Mr. Yao Yan Ping, Francis (姚恩平) (“**Mr. Yao**”) has been appointed as the new joint company secretary and alternate authorized representative of the Company with effect from the date hereof.

**RULE 8.17 WAIVER**

Reference is made to the waiver granted to the Company by The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) dated 8 December 2011 (“**Waiver**”) from strict compliance with Rule 8.17 of the Rules (“**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange for an initial period of three years from the date of the Company’s listing on the Stock Exchange (i.e. on 23 December 2011) on the condition that, among other things, the Company engages Mr. Chan, who possesses the requisite qualifications under the then Rule 8.17 of the Listing Rules,

as a joint company secretary to assist Mr. Yu Chunliang (“**Mr. Yu**”), being the other joint company secretary of the Company who does not satisfy the requirements under the then Rule 8.17 of the Listing Rules, in acquiring the relevant experience as required under the then Rule 8.17(3) of the Listing Rules. The Waiver will be revoked immediately when Mr. Chan ceases to be a joint company secretary of the Company during the three-year period of the Waiver.

The Company has made an application to the Stock Exchange and the Stock Exchange has granted a new waiver to the Company from strict compliance with Rule 8.17 of the Listing Rules in respect of the qualification requirements under Rule 3.28 of the Listing Rules for a period from 16 January 2012 to 23 December 2014 (i.e. the remaining period of the Waiver) in relation to Mr. Yu’s eligibility to act as the joint company secretary, on the condition that, among others things, Mr. Yu would be assisted by Mr. Yao during the new waiver period. The new waiver will be revoked immediately when Mr. Yao ceases to be the joint company secretary of the Company.

**Mr. Yao Yan Ping, Francis** (姚恩平), aged 42, holds a bachelor’s degree in accounting from the City University of Hong Kong. He is currently a fellow member of the Hong Kong Institute of Certified Public Accountants (HKICPA) and of the Association of Chartered Certified Accountants, United Kingdom. Mr. Yao has over 18 years’ experience in the financial field, the money market and capital market. Mr. Yao therefore meets the requirements under Rules 3.28 and 8.17 of the Listing Rules in respect of a company secretary.

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

Hong Kong, 16 January 2012

*As at the date of this announcement, the executive Directors are Mr. Li Heping, Mr. Liu Wenying and Mr. Yu Yagang; the non-executive Directors are Mr. Li Liufa and Mr. Tang Ming Chien; and the independent non-executive Directors are Mr. Ma Chun Fung Horace, Mr. Poon Chiu Kwok, Mr. Song Quanqi and Mr. Wang Yanmou.*