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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)

**(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTOR;
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
(3) RE-COMPLIANCE WITH LISTING RULES;
AND
(4) CONTINUED SUSPENSION OF TRADING**

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Tianrui Group Cement Company Limited (the “**Company**”) is pleased to announce that with effect from 31 July 2026, Mr. Zhang Yu (“**Mr. Zhang**”) has been appointed as an independent non-executive Director, a member of the audit committee (the “**Audit Committee**”) and a member of the nomination committee (the “**Nomination Committee**”) of the Board.

The biographical details of Mr. Zhang are as follows:

Mr. Zhang Yu, aged 43, holds a Bachelor’s Degree in Accounting, Finance and Management from Southwestern University of Finance and Economics（西南財經大學）. He has over 19 years of senior experience in listed state-owned enterprise (“**SOE**”) taxation, private equity and central SOE leasing finance, specialising in financial control, tax compliance, asset risk management, M&A and audit supervision.

Since April 2017, he has served as Chief Financial Officer at Shanghai Ronglian Finance Leasing Share Co., Ltd. (中電投上海融聯租賃股份有限公司). From April 2014 to April 2017, he acted as Director of Investment Department at Chengdu Zhaofu Equity Investment Co., Ltd. (成都兆富股權投資有限公司). Between April 2010 and April 2014, he worked as Tax Specialist in the Finance Department of Honghua Group Limited (stock code 0196.HK). From July 2007 to March 2010, he held the position of Group Chief Accountant at Chengdu Hangli (Group) Industrial Co., Ltd. (成都航利(集團)實業有限公司).

Mr. Zhang has entered into a letter of appointment dated 31 July 2026 with the Company for an initial term of 1 year commencing from 31 July 2026, which may be terminated by either party giving to the other not less than 30 days' prior notice in writing, and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Zhang is entitled to a remuneration of HK\$240,000 per annum which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

Save as disclosed above, to the best knowledge of the Directors, as at the date of this announcement, Mr. Zhang does not: (a) hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (b) have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; (c) hold any other positions with the Company or other members of the Group; (d) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (e) hold any other major appointments and professional qualifications.

Mr. Zhang has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules (the "**Listing Rules**"); (ii) that he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Zhang that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Zhang for joining the Board.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board also announces that with effect from 31 July 2026, Ms. Li Fengluan (“**Ms. Li**”) was appointed to be a member of the Nomination Committee of the Company. The Nomination Committee shall consist of five members, namely Mr. Kong Xiangzhong (“**Mr. Kong**”), Mr. Mak Tin Sang, Mr. Li Tao, Ms. Li and Mr. Zhang with Mr. Kong serving as the chairman of the Nomination Committee.

RE-COMPLIANCE WITH LISTING RULES

Following the appointment of Mr. Zhang as an independent non-executive director and a member of the Audit Committee, the Company re-complies with (i) Rule 3.10(1) of the Listing Rules, which stipulates that every board of directors of a listed issuer must include at least three independent non-executive directors; (ii) Rule 3.10A of the Listing Rules, which stipulates that independent non-executive directors must represent at least one-third of the board; and (iii) Rule 3.21 of the Listing Rules, which stipulates that the Audit Committee must comprise a minimum of three members.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:07 a.m. on 23 March 2026 and will remain suspended pending (i) the publication of the findings of the independent investigation; and (ii) the release of the annual results for the year ended 31 December 2025 (the “**2025 Annual Results**”). Further announcement(s) will be made by the Company in relation to the publication of the 2025 Annual Results and/or further Board meeting for the 2025 Annual Results as and when appropriate and in accordance with the Listing Rules.

Shareholders of the Company and potential investors are advised to exercise caution in dealing in the securities of the Company.

On behalf of the Board
China Tianrui Group Cement Company Limited
Li Liufa
Chairman

Hong Kong, 31 July 2026

As at the date of this announcement, the Board consists of executive Directors, Ms. Li Fengluan, Mr. Ding Jifeng, Mr. Li Jiangming and Mr. Li Tao; Chairman and non-executive Director, Mr. Li Liufa; and Independent Non-executive Directors, Mr. Kong Xiangzhong, Mr. Mak Tin Sang and Mr. Zhang Yu.