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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)

**RESUMPTION GUIDANCE
QUARTERLY UPDATE ON PROGRESS OF RESUMPTION
AND
CONTINUED SUSPENSION OF TRADING**

This announcement is made by China Tianrui Group Cement Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) and Rule 13.51(4) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 30 March 2026 and 23 June 2026 in relation to the delay in publication of annual results for the year ended 31 December 2025 and suspension of trading in the shares of the Company on the Stock Exchange (the “**Announcements**”). Capitalized terms used in this announcement shall have the same meanings as defined in the Announcements unless otherwise stated.

RESUMPTION GUIDANCE

On 30 July 2026, the Company received a letter from the Stock Exchange setting out the following guidance for the resumption of trading in the shares of the Company (the “**Resumption Guidance**”):

- (a) conduct an appropriate independent forensic investigation into the issues relating to the Prepayments and Fund Flows, assess their impacts on the Group's business operation and financial position, announce the findings and take appropriate remedial actions;
- (b) demonstrate that there is no reasonable regulatory concern about the integrity, competence and/or character of the Group's management and/or any persons with substantial influence over the Company's management and operations, which may pose a risk to investors and damage market confidence;
- (c) engage an independent internal control consultant to conduct an independent internal control review, demonstrate that:
 - (i) the material deficiencies identified in relation to the trading suspension have been rectified and all necessary remedial measures have been properly implemented; and
 - (ii) the internal controls of the issuer are adequate and effective to serve their purposes and enable the issuer to comply with the Listing Rules and other legal and regulatory requirements, including but not limited to, financial reporting, disclosure and compliance relating to notifiable and connected transactions, and disclosure of inside information;
- (d) publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (e) demonstrate the Company's compliance with Rule 13.24;
- (f) re-comply with Rules 3.10(1), 3.21 and 3.25; and
- (g) inform the market of all material information for the Company's shareholders and investors to appraise the Company's position.

The Company must meet all resumption guidance, remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume. The Stock Exchange may modify or supplement the Resumption Guidance if the Company's situation changes.

FURTHER GUIDANCE

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 22 September 2027. If the Company fails to remedy the issues causing its trading suspension, fulfil the Resumption Guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by 22 September 2027, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period or to cancel the listing of the Company immediately, where appropriate.

The Company must also comply with the Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before resumption.

The Company must announce the Resumption Guidance and the 18-month period within which it must meet the Resumption Guidance, remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares to avoid delisting as soon as practicable.

While trading is suspended, the Company is also reminded of its obligations under the Listing Rules, including, but not limited to, the following:

- (i) keep the duration of any trading suspension to the shortest possible period as required under Rule 6.05 of the Listing Rules;
- (ii) comply with its continuing obligations under the Listing Rules at all times, for example, those applying to notifiable and/or connected transactions under Chapters 14 and 14A of the Listing Rules and publication of periodic financial results and reports and, if they are not available, management accounts under Rules 13.46 to 13.49 of the Listing Rules;
- (iii) announce inside information required to be disclosed under Part XIVA of the Securities and Futures Ordinance; and
- (iv) announce quarterly updates on its developments under Rule 13.24A of the Listing Rules including, among other relevant matters:
 - (a) its business operations;

- (b) its resumption plan with details of actions that it has taken and intends to take to remedy the issues causing its trading suspension, fulfil the Resumption Guidance and fully comply with the Listing Rules and resume trading. The resumption plan should be accompanied with a clear timeframe in respect of each stage of work under the plan with a view that the Resumption Guidance can be fulfilled and trading can resume as soon as practicable and, in any event, before the 18-month period expires;
- (c) the progress of implementing its resumption plan; and
- (d) details of any material change to the resumption plan and, in the case of delay, the reasons and impact of such delay.

The Company must announce its first quarterly update on or before 10 August 2026 and every 3 months from that date until resumption or cancellation of listing (whichever is earlier).

QUARTERLY UPDATE ON PROGRESS OF RESUMPTION

Pursuant to Rule 13.24A of the Listing Rules, the Board wishes to update the shareholders and potential investors of the Company that as at the date of this announcement, the latest developments of the Company and progress of fulfilling the Resumption Guidance are as follows:

Update on business operations

The principal activity of the Company is investment holding. The Group is principally engaged in businesses ranging from excavation of limestone to production, sale and distribution of clinker and cement.

Mr. Jiang Senlin tendered his resignation as an independent non-executive Director with effect from 11 May 2026. Mr. Li Tao and Mr. Zhang Yu have been appointed as an executive Director and an independent non-executive Director with effect from 13 May 2026 and 31 July 2026 respectively. Please refer to the announcements of the Company dated 11 May 2026, 13 May 2026 and 31 July 2026 for further details.

As at the date of this announcement, the business operations of the Group are continuing as usual in all material aspects notwithstanding the suspension of trading of the Company's shares.

Resumption plan and progress

The Company has appointed ZXH Hong Kong, an independent firm of professional advisers, to conduct the Independent Investigation. Please refer to the Announcements for further details. As at the date of this announcement, the Independent Investigation is on-going.

The Company has also appointed BT Corporate Governance Limited, an independent internal control consultant, to conduct review on, among others, the internal control procedures for the Prepayments and financial reporting. As at the date of this announcement, the internal control review is on-going.

In compliance with the Resumption Guidance, the Board is also taking steps to engage appropriate professional parties to conduct independent forensic investigation into the issues relating to the Prepayments and Fund Flows.

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 until further notice.

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

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

Hong Kong, 10 August 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.