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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)

**VOLUNTARY ANNOUNCEMENT:
COMPLETION OF CORPORATE REORGANIZATION OF
THE CONTROLLING SHAREHOLDER**

This announcement is made by the Company on a voluntary basis.

The Company has been informed that the Corporate Reorganization was completed on 8 December 2023. The Corporate Reorganization was for the purpose of simplification of the shareholding structure of the Controlling Shareholder.

Under the Corporate Reorganization, Mr. Li and Mrs. Li remain as the ultimate beneficial owners of Yu Kuo, the Controlling Shareholder of the Company.

The SFC has granted a waiver pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code of the obligation on the part of Carosse to make a general offer for the shares of the Company arising as a result of the Corporate Reorganization.

**COMPLETION OF CORPORATE REORGANIZATION OF THE CONTROLLING
SHAREHOLDER**

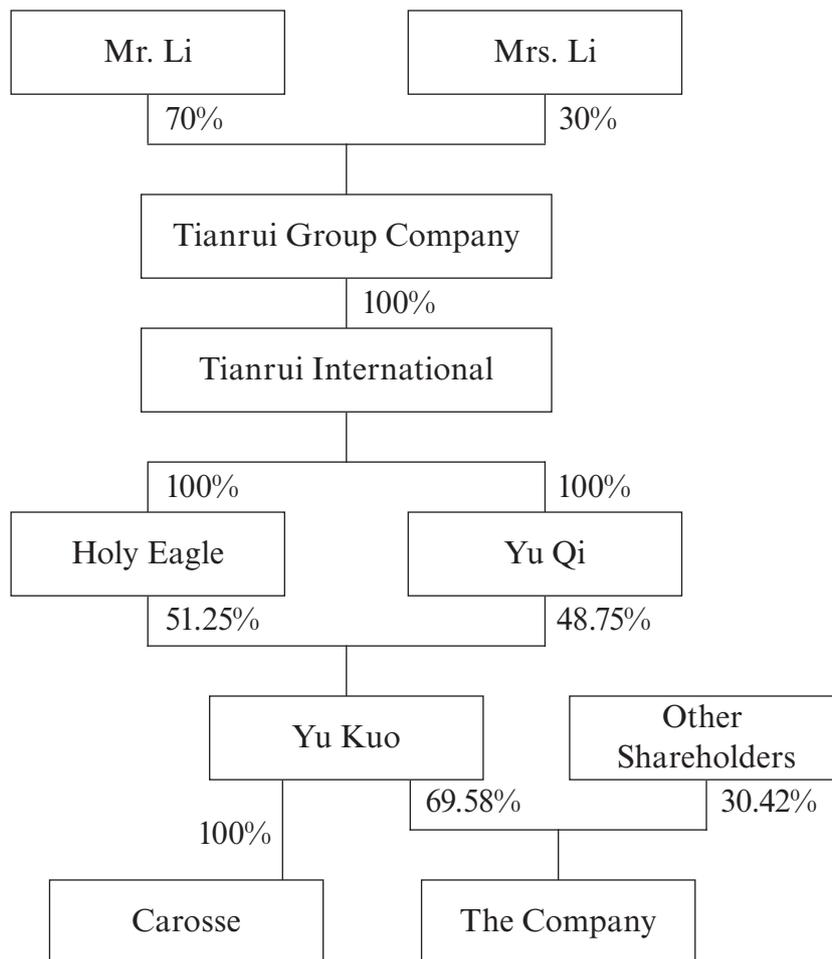
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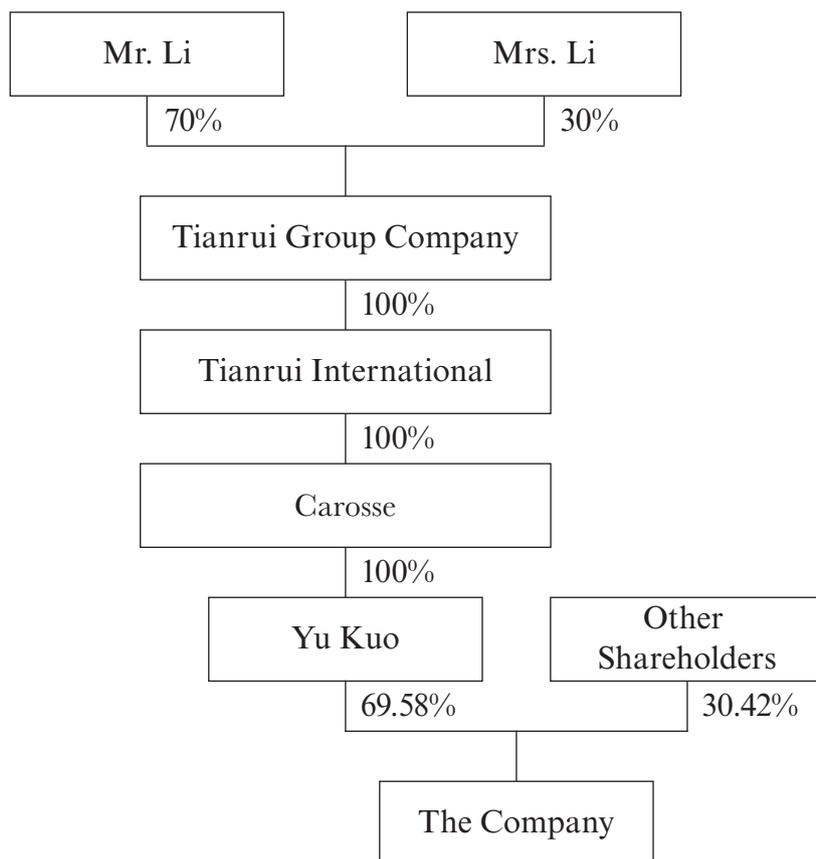
Prior to the Corporate Reorganization, Mr. Li and Mrs. Li were the ultimate beneficial owners and collectively held 69.58% of the issued share capital of the Company through Tianrui Group Company, Tianrui International, Holy Eagle, Yu Qi and Yu Kuo.

The simplified shareholding structures of the relevant companies before and immediately after the completion of the Corporate Reorganization are set out below:

Before the Corporate Reorganization:



Immediately after the completion of the Corporate Reorganization:



Under the Corporate Reorganization, each of Holy Eagle and Yu Qi has respectively transferred their respective shareholding in Yu Kuo, being 51.25% and 48.75% respectively, to Carosse at a nominal consideration of HKD1 and HKD1 respectively. Prior to completion of Corporate Reorganization, Yu Kuo has transferred 100% shares in Carosse to Tianrui International at nominal consideration of HKD1, and Carosse is an investment holding company wholly-owned by Tianrui International at the date of this announcement.

Upon completion of the Corporate Reorganization, Mr. Li and Mrs. Li shall continue to hold 70% and 30% of the issued share capital of Tianrui Group Company, respectively. Collectively, Mr. Li and Mrs. Li shall continue to hold 69.58% of the issued share capital of the Company, through Tianrui Group Company, Tianrui International, Carosse and Yu Kuo. Each of Holy Eagle and Yu Qi has ceased to have any interest in the issued share capital of the Company.

WAIVER FROM STRICT COMPLIANCE UNDER THE TAKEOVERS CODE

SFC has granted a waiver pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code of the obligation on the part of Carosse to make a general offer for the shares in the Company as a result of the Corporate Reorganization.

DEFINITIONS

In this announcement the following expressions shall have the following meanings, unless the context otherwise requires:

“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Carosse”	Carosse Limited (卡莱斯有限公司), a company incorporated in Hong Kong with limited liability
“Company”	China Tianrui Group Cement Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Corporate Reorganization”	the corporate reorganization of the shareholding of Yu Kuo, in which Holy Eagle and Yu Qi has respectively transferred their respective shareholding in Yu Kuo, being 51.25% and 48.75% respectively, to Carosse at a nominal consideration of HKD1.00
“Director(s)”	director(s) of the Company
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Holy Eagle”	Holy Eagle Company Limited (神鷹有限公司), a company incorporated in the BVI with limited liability
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Li”	Li Liufa (李留法), the founder, non-executive director and an ultimate Controlling Shareholder of the Company, the husband of Mrs. Li and the father of Mr. Li Xuanyu, both are executive Directors
“Mrs. Li”	Li Fengluan, an executive Director, and the wife of Mr. Li and mother of Mr. Li Xuanyu
“PRC”	the People’s Republic of China, which for the purposes of this announcement excludes Hong Kong, Macao Special Administrative Region and Taiwan

“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases published by the SFC
“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, which is owned as to 70% and 30% by Mr. Li and Mrs. Li respectively
“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
“Yu Kuo”	Yu Kuo Company Limited (煜闊有限公司), a company incorporated in the BVI with limited liability, which holds 69.58% of the issued share capital of the Company
“Yu Qi”	Yu Qi Company Limited (煜祺有限公司), a company incorporated in the BVI with limited liability

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

Ruzhou City, Henan Province, PRC, 8 December 2023

As at the date of this announcement, the Board consists of Chairman and executive Director, Mr. Li Xuanyu; Executive Directors, Ms. Li Fengluan, Mr. Ding Jifeng, Mr. Xu Wuxue and Mr. Li Jiangming; Non-executive Director, Mr. Li Liufa; and Independent Non-executive Directors, Mr. Kong Xiangzhong, Mr. Wang Ping and Mr. Du Xiaotang,