
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Tianrui Group Cement Company Limited, you should at once hand this supplemental circular, together with the enclosed second form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

SUPPLEMENTAL CIRCULAR
IN RELATION TO THE APPOINTMENT OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of China Tianrui Group Cement Company Limited dated 6 June 2024 and the notice dated 6 June 2024 convening an annual general meeting of the Company to be held at Conference Room, 3/F., Fuquan Grand Hotel, Shangtang Village, Lushan County, Pingdingshan City, Henan Province, PRC on Friday, 28 June 2024 at 9:30 a.m. A supplemental notice of the annual general meeting of the Company is set out on page 7 of this supplemental circular. A second proxy form for the annual general meeting, which shall supersede the form of proxy enclosed with the circular dated 6 June 2024, is also enclosed.

Whether or not you are able to attend the annual general meeting, please complete and sign the enclosed second form of proxy for use at the annual general meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Wednesday, 26 June 2024) or the adjourned meeting (as the case may be). Completion and return of the second form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting if they so wish.

This supplemental circular together with the second form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.trcement.com>).

References to time and dates in this supplemental circular are to Hong Kong time and dates.

13 June 2024

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room, 3/F., Fuquan Grand Hotel, Shangtang Village, Lushan County, Pingdingshan City, Henan Province, PRC on Friday, 28 June 2024 at 9:30 a.m., any adjournment thereof
“Articles of Association”	the second amended and restated articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this supplemental circular, Hong Kong, the Macau Special Administrative Region of China and Taiwan
“Circular”	the circular of the Company dated 6 June 2024
“Company”	China Tianrui Group Cement Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“First Proxy Form”	the form of proxy sent together with the Circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	12 June 2024, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Second Proxy Form”	the second form of proxy sent together with this supplemental circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Li Xuanyu (*Chairman*)
Ms. Li Fengluan
Mr. Ding Jifeng
Mr. Xu Wuxue
Mr. Li Jiangming

Registered Office:

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Non-executive Director:

Mr. Li Liufa

*Headquarters and Principal Place
of Business in the PRC:*

No. 63 Guang Cheng East Road
Ruzhou City
Henan Province
PRC

Independent Non-executive Directors:

Mr. Kong Xiangzhong
Mr. Wang Ping
Mr. Du Xiaotang

Place of Business in Hong Kong:

Room 1806, 18/F,
Harbour Centre,
25 Harbour Road,
Wanchai,
Hong Kong

13 June 2024

To the Shareholders

Dear Sir/Madam,

SUPPLEMENTAL CIRCULAR
IN RELATION TO THE APPOINTMENT OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

This supplemental circular should be read together with the Circular which contains, *inter alia*, the notice of the Annual General Meeting and information relating to the appointment of additional director at the Annual General Meeting.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information in respect of the resolution to be proposed at the Annual General Meeting for the appointment of additional director and to give you a supplemental notice of the Annual General Meeting and the Second Proxy Form.

2. PROPOSED APPOINTMENT OF ADDITIONAL DIRECTOR

As disclosed in the Circular, all of current independent non-executive Directors have served more than 9 years.

Pursuant to Corporate Governance Code Provision B.2.4 (b), if all independent non-executive directors of an issuer have served more than nine years on the board, the issuer should appoint a new independent non-executive director to the board at the forthcoming annual general meeting, commencing from the financial year beginning on or after 1 January 2023. The Company and the Nomination Committee are of the view that Mr. Li, the proposed new independent non-executive Director is an ideal candidate based on the experience and factors as required under Rule 3.13 of the Listing Rules to meet the requirement under Corporate Governance Code Provision B.2.4 (b).

The biographical details of Mr. Li is set out in Appendix I to this supplemental circular.

3. SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the notice of the Annual General Meeting and the First Proxy Form sent together with the Circular do not contain the proposed resolution for the appointment of Mr. Li as independent non-executive Director as set out in this supplemental circular, a supplemental notice of Annual General Meeting has been set out on page 7 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution. Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

The Second Proxy Form for use at the Annual General Meeting is enclosed with this supplemental circular and the Second Proxy Form is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.trcement.com>). To be valid, the Second Proxy Form must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30

LETTER FROM THE BOARD

a.m. on Wednesday, 26 June 2024) or the adjourned meeting (as the case may be) (the “Closing Time”). Completion and delivery of the Second Proxy Form will not preclude you from attending and voting at the Annual General Meeting if you so wish.

If a shareholder has not yet returned the First Proxy Form in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the Second Proxy Form. In this case, the shareholder shall not submit the First Proxy Form.

A Shareholder who has already lodged the First Proxy Form with the Company’s Hong Kong branch share registrar should take note of the following:

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the Company’s Hong Kong branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed appointment of Mr. Li as an independent non-executive Director as set out in the supplemental notice of Annual General Meeting and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
- (ii) if the Second Proxy Form is lodged with the Company’s Hong Kong branch share registrar before the Closing Time, the Second Proxy Form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
- (iii) if the Second Proxy Form is lodged with the Company’s Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company’s Hong Kong branch share registrar.

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company’s Hong Kong branch share registrar before the Closing Time.

4. RECOMMENDATION

The Directors consider that the proposed appointment of Mr. Li as independent non-executive Director as set out in supplemental notice of Annual General Meeting is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

Yours faithfully,
For and on behalf of the Board
China Tianrui Group Cement Company Limited
Li Xuanyu
Chairman

**APPENDIX I DETAILS OF THE ADDITIONAL DIRECTOR PROPOSED
TO BE APPOINTED AT THE ANNUAL GENERAL MEETING**

The following are details of the additional Director who is proposed to be appointed at the Annual General Meeting.

Mr. Li Wenfeng (李文峰), Independent non-executive Director

Mr. Li Wenfeng (李文峰), male, aged 58, holds a bachelor's degree of science in Electronic Engineering awarded by South China University of Technology in 1993. Mr. Li Wenfeng has around 28 years of experience in corporate finance and asset management. Prior to joining our Company, Mr. Li Wenfeng held various positions: Chief Investment Officer of BEE Information Technology Limited (蜜蜂資訊科技有限公司) from January 2021 to February 2023; Chief Executive Officer of Great Bonus Capital Group Ltd (鴻利資本集團有限公司) from August 2018 to December 2020; executive Director and co-chairman of the board of Co-Prosperity Holdings Limited (now known as "Asia Television Holdings Limited" (Stock Code: 00707.hk) from May 2016 to August 2018; Chief Executive Officer and Director of Yue Xiu Securities Holdings Ltd, Hong Kong (越秀證券控股有限公司) from August 2010 to January 2016; responsible officer and director of Yue Xiu Asset Management Limited (越秀資產管理有限公司) from April 2011 to October 2015; Managing Director and Head of Corporate Finance of Guangzhou Securities Co. Ltd (廣州證券有限責任公司) from July 2003 to April 2011; Managing Director and Head of Asset Management of Huatai United Securities (中國華泰聯合證券有限責任公司) from August 1998 to March 2003; Head of Proprietary Trading of Guangzhou Pearl River Trust and Investment Corp (廣州珠江信託投資公司) from March 1995 to July 1998.

Save as disclosed above, Mr. Li has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Subject to shareholder's approval of his appointment at the forthcoming annual general meeting on 28 June 2024, Mr. Li will be appointed for an initial term of one year commencing from 28 June 2024 until terminated by either party giving not less than three months' written notice to the other. He is subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Mr. Li does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Li was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations. Under the service contract entered into between Mr. Li and the Company, Mr. Li shall receive Director's fee of HK\$240,000 per year.

Save as disclosed above, there is no information in relation to the appointment of Mr. Li which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. Li that need to be brought to the attention of the Shareholders.



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**AGM Notice**”) of China Tianrui Group Cement Company Limited (the “**Company**”) dated 6 June 2024 by which the Company convenes an annual general meeting (the “**AGM**”) to be held at Conference Room, 3/F., Fuquan Grand Hotel, Shangtang Village, Lushan County, Pingdingshan City, Henan Province, PRC on Friday, 28 June 2024 at 9:30 a.m. and this supplemental notice shall be read together with the AGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be as originally scheduled. In addition to the resolutions set out in the AGM Notice, the AGM will be held to consider and, if thought fit, to pass the following resolution:

ORDINARY RESOLUTION

5. To appoint Mr. Li Wenfeng as independent non-executive director of the Company.

Apart from the amendment set out above, all the information contained in the AGM Notice shall remain valid and effective.

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

Hong Kong, 13 June 2024

Notes:

1. A second proxy form (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 13 June 2024 (the “**Supplemental Circular**”). Please refer to the section headed “Supplemental Notice of Annual General Meeting and Second Proxy Form” on pages 3 to 4 of the Supplemental Circular for the arrangements about the completion and submission of the Second Proxy Form.
2. Please refer to the AGM Notice for details of the other ordinary resolutions to be considered at AGM, closure of the register of members of the Company and eligibility for attending the AGM and other relevant matters.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

3. If a shareholder has not yet returned the First Proxy Form in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the Second Proxy Form. In this case, the shareholder shall not submit the First Proxy Form.
4. A Shareholder who has already lodged the First Proxy Form with the Company's Hong Kong branch share registrar should take note of the following:
 - (i) subject to (iii) below, if no Second Proxy Form is lodged with the Company's Hong Kong branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed appointment of Mr. Li Wenfeng as an independent non-executive Director as set out in the supplemental notice of Annual General Meeting and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
 - (ii) if the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar before the Closing Time, the Second Proxy Form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
 - (iii) if the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's Hong Kong branch share registrar.

As at the date of this supplemental notice, 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.