

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt

If you have sold or transferred

Huaxin Cement Co., Ltd.,

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H K E. C L E. H K L



HUAXIN CEMENT CO., LTD.*

華新水泥股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 6655)

PARTIAL REPURCHASE AND CANCELLATION OF SHARES
UNDER THE 2020-2022 CORE EMPLOYEES STOCK OWNERSHIP PLAN
AUTHORIZATION TO THE BOARD OF DIRECTORS AND
ITS AUTHORIZED PERSONS TO HANDLE ALL THE MATTERS RELATED TO
THE REPURCHASE AND CANCELLATION OF PARTIAL SHARES OF
THE 2020-2022 CORE EMPLOYEES STOCK OWNERSHIP PLAN AND
CAPITAL REDUCTION
DESIGNATION OF THE AUTHORIZED PERSON OF
THE BOARD OF DIRECTORS
CORRESPONDING AMENDMENTS TO THE ARTICLES OF ASSOCIATION
2023-2025 CORE EMPLOYEE STOCK OWNERSHIP PLAN (DRAFT)
ADMINISTRATION MEASURES OF 2023-2025
CORE EMPLOYEE STOCK OWNERSHIP PLAN
AUTHORIZATION TO THE BOARD OF DIRECTORS TO HANDLE MATTERS
RELATED TO THE EMPLOYEE STOCK OWNERSHIP PLAN
AND
NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING IN 2023
NOTICE OF THE FIRST H SHARE CLASS MEETING IN 2023

C
D
E. G M 2023 H C M 2023 C H
2/F, B B, H B. 426 G A E L H D C H
, C , 20 J. 2023 2:00 . 59 64
EGM H CM
C 16 H H K H- 24 H K I H- L 17/F, F E F
EGM H CM
, 19 J. 2023. . F EGM, 2:00
H CM EGM

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DEFINITIONS

<p>A, C M A CM</p> <p>A ()</p> <p>A- ()</p> <p>A A</p> <p>B D</p> <p>B</p> <p>C</p> <p>C C</p> <p>D ()</p> <p>E, G M M EGM</p>	<p>A, C M 2023 , 20 J, 2023 E GM</p> <p>C E MB1.00 MB</p> <p>A</p> <p>A A C ()</p> <p>B D C</p> <p>B C C L</p> <p>C</p> <p>K, M A H</p> <p>C C</p> <p>C</p> <p>E, G M 2023 , 20 J, 2023 2:00 C, B, B, H, B, 426 G, A, E L H D, C H, C</p> <p>59 61</p> <p>H, C M 2023 , 20 J, 2023 E GM</p> <p>A CM</p> <p>H ()</p> <p>HKE MB1.00 H K</p> <p>H- () H</p>
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DEFINITIONS

H-

HKD

HKE

H K

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L

MB

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()

E

C

E

H

H K

E H K L

H K A C

26 J, 2023,

G L H K L

E H K L

A

E

C

MB1.00

A H

C A-

H-

E

C

H C C L (: 6655),

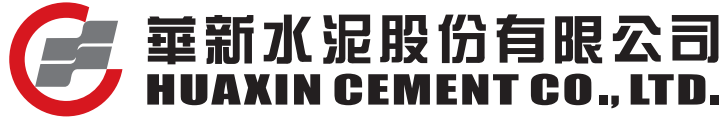
C H A

M B HKE

E,

2023 2025 C E

(D) C



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M . L ()
M . L , F ()

M . ()
M . M K
M . L C K
M . H

LETTER FROM THE BOARD OF DIRECTORS

1. INTRODUCTION

The Board of Directors, in a meeting held on 20 June 2023 at 2:00 p.m. at the Board Room, 426 Geylang Road, Singapore, held an Extraordinary General Meeting (EGM) on 20 June 2023 at 2:00 p.m. at the Board Room, 426 Geylang Road, Singapore. The agenda of the EGM was as follows:

EGM
H CM
EGM H CM.

2. AFFAIRS TO BE DEALT WITH AT THE EGM

- The Board of Directors, in a meeting held on 20 June 2023 at 2:00 p.m. at the Board Room, 426 Geylang Road, Singapore, held an Extraordinary General Meeting (EGM) on 20 June 2023 at 2:00 p.m. at the Board Room, 426 Geylang Road, Singapore. The agenda of the EGM was as follows:
- (1) To consider and approve the proposed amendments to the Articles of Association of the Company, as set out in the explanatory statement to the proposed amendments to the Articles of Association of the Company, and to approve the proposed amendments to the Articles of Association of the Company.
 - (2) To consider and approve the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in the explanatory statement to the proposed amendments to the Memorandum and Articles of Association of the Company, and to approve the proposed amendments to the Memorandum and Articles of Association of the Company.
 - (3) To consider and approve the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in the explanatory statement to the proposed amendments to the Memorandum and Articles of Association of the Company, and to approve the proposed amendments to the Memorandum and Articles of Association of the Company.
 - (4) To consider and approve the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in the explanatory statement to the proposed amendments to the Memorandum and Articles of Association of the Company, and to approve the proposed amendments to the Memorandum and Articles of Association of the Company.
 - (5) To consider and approve the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in the explanatory statement to the proposed amendments to the Memorandum and Articles of Association of the Company, and to approve the proposed amendments to the Memorandum and Articles of Association of the Company.
 - (6) To consider and approve the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in the explanatory statement to the proposed amendments to the Memorandum and Articles of Association of the Company, and to approve the proposed amendments to the Memorandum and Articles of Association of the Company.
 - (7) To consider and approve the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in the explanatory statement to the proposed amendments to the Memorandum and Articles of Association of the Company, and to approve the proposed amendments to the Memorandum and Articles of Association of the Company.
- H CM.

LETTER FROM THE BOARD OF DIRECTORS

3. PARTIAL REPURCHASE AND CANCELLATION OF SHARES UNDER THE 2020-2022 CORE EMPLOYEES STOCK OWNERSHIP PLAN

On June 9, 2023, the Board of Directors authorized the partial repurchase and cancellation of shares under the 2020-2022 Core Employees Stock Ownership Plan (the "2020-2022 ESOP"). The total number of shares repurchased and cancelled under the 2020-2022 ESOP is 17,604,206.

I. Specific details of the repurchase and cancellation

1. Reasons of the repurchase and cancellation

The repurchase and cancellation of shares under the 2020-2022 ESOP is primarily due to the following reasons:

- 2021:** 87.2% of the shares repurchased and cancelled were from the 2021 ESOP.
- 2022:** 59.9% of the shares repurchased and cancelled were from the 2022 ESOP.
- 2020:** 50.4% of the shares repurchased and cancelled were from the 2020 ESOP.

The total number of shares repurchased and cancelled under the 2020-2022 ESOP is 17,604,206.

2. Repurchase price

The repurchase price of the shares repurchased and cancelled under the 2020-2022 ESOP is as follows:

Year	Repurchase Price
2020	14,880,609
2021	2,723,597
2022	0
Total	17,604,206

LETTER FROM THE BOARD OF DIRECTORS

3. Amount of repurchase

	2020	2022 E	
21,039,361		17,604,206	83.67%
			0.84%

II. Changes of the share structure

Type of share	2020		Change	2022 E	
	Before the change ()	%		After the change ()	%
A	1,361,879,855	64.96	17,604,206	1,344,275,649	64.66
H	<u>734,720,000</u>	<u>35.04</u>	<u>0</u>	<u>734,720,000</u>	<u>35.34</u>
	<u>2,096,599,855</u>	<u>100</u>	<u>17,604,206</u>	<u>2,078,995,649</u>	<u>100</u>

9 J. 2023.

III. Impact of the repurchase and cancellation to the Company

	2020	2022 E	
C		C	
2020		2022 E	
C		C	

IV. Adjustments to the registered share capital of the company and proposed corresponding amendments to the Articles of Association

	2020	2022 E	
F		MB17,604,206	
A		A	
A		A	
A		A	
A		A	
C		C	
A		A	
C		C	
M		M	
H		H	
C		C	
M		M	

LETTER FROM THE BOARD OF DIRECTORS

4. CORRESPONDING AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 30 June 2023, the Board of Directors of the Company (the "Board") has resolved to propose amendments to the Articles of Association of the Company (the "Articles") (the "Proposed Amendments"), which shall be subject to the approval of the shareholders of the Company at a General Meeting of the Company (the "EGM").

The Proposed Amendments are set out in the attached documents, which are available on the Company's website at [www.egm.com](#) and [www.hcm.com](#).

5. PROPOSAL TO THE SHAREHOLDERS' GENERAL MEETING TO AUTHORIZE THE BOARD OF DIRECTORS AND ITS AUTHORIZED PERSONS TO HANDLE ALL THE MATTERS RELATED TO THE REPURCHASE AND CANCELLATION OF PARTIAL SHARES OF THE 2020-2022 CORE EMPLOYEES STOCK OWNERSHIP PLAN AND CAPITAL REDUCTION

The Board has resolved to propose to the shareholders of the Company at the EGM to authorize the Board and its authorized persons to handle all the matters related to the repurchase and cancellation of partial shares of the 2020-2022 Core Employees Stock Ownership Plan and capital reduction.

The Board has resolved to propose to the shareholders of the Company at the EGM to authorize the Board and its authorized persons to handle all the matters related to the repurchase and cancellation of partial shares of the 2020-2022 Core Employees Stock Ownership Plan and capital reduction.

(1) To authorize the Board and its authorized persons to handle all the matters related to the repurchase and cancellation of partial shares of the 2020-2022 Core Employees Stock Ownership Plan and capital reduction;

(2) To authorize the Board and its authorized persons to handle all the matters related to the repurchase and cancellation of partial shares of the 2020-2022 Core Employees Stock Ownership Plan and capital reduction;

(3) To authorize the Board and its authorized persons to handle all the matters related to the repurchase and cancellation of partial shares of the 2020-2022 Core Employees Stock Ownership Plan and capital reduction;

LETTER FROM THE BOARD OF DIRECTORS

(4) B D
A B D

(5) B D

(6) B D
A A

6. PROPOSAL ON DESIGNATION OF THE AUTHORIZED PERSON OF THE BOARD OF DIRECTORS

2020 2022 E
A B D A H
A M C
2020 2022 C E
B D C M L
B D

7. PROPOSAL ON THE 2023-2025 CORE EMPLOYEE STOCK OWNERSHIP PLAN (DRAFT)

I
C
2023 2025 C E (D) (ESOP”).
E C
C
C M E

LETTER FROM THE BOARD OF DIRECTORS

... C ... C ...
... A ...
E ... C ... (Company Law”),
... (Securities Law”),
... C C (Guiding Opinions”) ...
... A A ...
F ... E ... A ... II ... : 2023 2025 C
E ... (D) H ... C ... C .., L ..

8. PROPOSAL ON THE ADMINISTRATION MEASURES OF 2023-2025 CORE EMPLOYEE STOCK OWNERSHIP PLAN

M ... 2023 2025 C E ... E ... C ... A ...
... A ... A ...
F ... A ... A ... III ... : 2023~2025 C
E ... A ... M ... H ... C ... C .., L ..

9. PROPOSAL TO THE SHAREHOLDERS' GENERAL MEETING TO AUTHORIZE THE BOARD OF DIRECTORS TO HANDLE MATTERS RELATED TO THE ESOP

- E ... B ... D ...
- (1) E ... ;
 - (2) E ... ;
 - (3) E ... ;
 - (4) E ... ;
 - (5) E ... ;
 - (6) E ... ;
 - (7) E ... ;

(8) C E ;

(9) E ,

10. EXTRAORDINARY GENERAL MEETING AND H SHARE CLASS MEETING

EGM H CM , 20 J 2023 2:00 .
C , 2/F, B B, H B , 426 G A ,
E L H - D , C , H , C EGM
H CM 59 64

M L , A H ,
D A H B D
E G.

6(Q-36(6())-5.3()-395.7()-6()-5.()-04.3()1()-495.3()8304.3()-4.31(C05.50,-)3 ().

LETTER FROM THE BOARD OF DIRECTORS

11. CLOSURE OF H-SHARE REGISTER

The Company will close its H-share register for the purpose of the 2023 Annual General Meeting (AGM) on 17 June 2023 (Monday), from 9:00 a.m. to 5:00 p.m. The AGM will be held at the 17/F, Finance Centre, 16 Harbour Road, Hong Kong, on 17 June 2023. The closing time of the H-share register will be 4:30 p.m. on 14 June 2023.

12. VOTING BY POLL

The Company will conduct a poll for the election of 13.39 (4) directors at the AGM. The poll will be conducted by electronic means through the HKEX e-Voting System (e-Voting System) on the HKEX website (www.hkex.com.hk) on 17 June 2023. The poll will be conducted in Chinese and English. The poll will be conducted at the same time as the AGM. The poll will be conducted by electronic means through the HKEX e-Voting System (e-Voting System) on the HKEX website (www.hkex.com.hk) on 17 June 2023. The poll will be conducted in Chinese and English. The poll will be conducted at the same time as the AGM.

13. RECOMMENDATION

The Board recommends that the shareholders of the Company vote in favour of the resolutions proposed at the AGM. The Board also recommends that the shareholders of the Company vote in favour of the resolutions proposed at the AGM.

B
Huaxin Cement Co., Ltd.
Xu Yongmo

30 June 2023



HUAXIN CEMENT CO., LTD.*

華新水泥股份有限公司

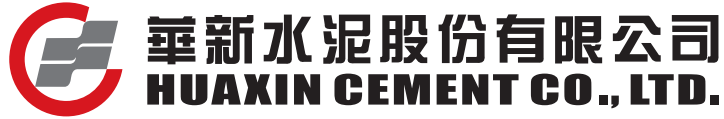
(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 6655)

Comparative Table of the Amendments to the Articles of Association

No.	Original Article	Proposed to be amended as
1	Article 6 C MB2,096,599,855.	Article 6 C MB2,078,995,649.
2	Article 23 C 2,096,599,855 1,361,879,855 A 64.96% 734,720,000 B 35.04%	Article 23 C 2,078,995,649 ordinary shares, including 1,344,275,649 A shares, representing 64.66% of the total share capital, and 734,720,000 H shares, representing 35.34% of the total share capital.

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HUAXIN CEMENT CO., LTD.*

華新水泥股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 6655)

Huaxin Cement Co., Ltd.
2023–2025 Core Employee Stock Ownership Plan
(Draft)

STATEMENT

C

E

RISK DISCLOSURE

1. E
2. E
3. C

IMPORTANT NOTES

1. 2023 2025
() (ESOP”) H. C. C., L. (Company” Huaxin
Cement”)

g

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i

2. I E 2023, 2024 2025
3. E
4. E C (), E 900.
5. C E 3 E MB223.5
6. E A H C), C 10% C 1% E C
7. E D 3 2023 2025, E 60 C B D C 12, 24 36 C 30%, 30% 40% H C H

8.



CHAPTER I DEFINITION

<p>Held in trust for the benefit of the employee.</p>	<p>Held in trust for the benefit of the employee, as defined in Section 401(a)(9)(A)(ii).</p>
<p>Employee</p>	<p>2023-2025 Core Employee, as defined in Section 401(a)(9)(A)(ii).</p>
<p>Employer</p>	<p>2023-2025 Core Employee, as defined in Section 401(a)(9)(A)(ii).</p>
<p>Annual Meeting</p>	<p>Annual Meeting of the 2023-2025 Core Employee, as defined in Section 401(a)(9)(A)(ii).</p>
<p>Deferral Election</p>	<p>2023-2025 Core Employee, as defined in Section 401(a)(9)(A)(ii).</p>
<p>Holder</p>	<p>Holder, as defined in Section 401(a)(9)(A)(ii).</p>
<p>Holder's Member</p>	<p>Holder's Member, as defined in Section 401(a)(9)(A)(ii).</p>
<p>Administrative Committee</p>	<p>Administrative Committee, as defined in Section 401(a)(9)(A)(ii).</p>
<p>Committee</p>	<p>Committee, as defined in Section 401(a)(9)(A)(ii).</p>
<p>Employee</p>	<p>Employee, as defined in Section 401(a)(9)(A)(ii).</p>
<p>Director</p>	<p>Director, as defined in Section 401(a)(9)(A)(ii).</p>
<p>Committee</p>	<p>Committee, as defined in Section 401(a)(9)(A)(ii).</p>
<p>Holder</p>	<p>Holder, as defined in Section 401(a)(9)(A)(ii).</p>

G

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A A A A ,

MB C

: A E , ,

CHAPTER II PURPOSE AND BASIC PRINCIPLES

I. Purpose

E → C L , L ,
, , A A .
E →
C , ,

CHAPTER IV SOURCES AND AMOUNTS OF THE FUNDS AND STOCKS FOR THIS ESOP

I. Source of Funds

- 1. A ; C
- 2. ;
- 3. E C E

II. Source of Stocks

A H C (,) , C

6 B D C

III. Amount

I MB223.5 C 2023, 2024 2025

10% C E 1%

C I

D I E A I

E C

D

CHAPTER V SCHEDULE

I. Term

- 1. E, I, 3, 2023, 2025, E, 60, C, B, D, C, A, 6, C, B, D, E
- 2. H, M, E, H, B, D, 12, E

CHAPTER VI PERFORMANCE EVALUATION

I. Performance Evaluation

1. Company performance evaluation

Aspect	Budget Completion Rate (Q)		Ranking among Benchmarking Enterprises (R)	
Weight	40%		60%	
Indicator	EBI DA (A)	CF (B)	EBI DA ()	CF ()
Weight in Corresponding Aspect	60%	40%	60%	40%
Calculation of Indicator Attribution Ratio	$= A*60\% + B*40\%$		$= *60\% + *40\%$	
Application of Company Performance Indicators	$= *40\% + *60\%$			

$$= \frac{CF}{EBI DA} \times 40\% + \frac{CF}{CF} \times 60\%$$

D	E	A	B	8	:	B	
Ranking		6th-9th	5th	4th	3rd	2nd	1st
A		0	50%	75%	100%	125%	150%
I			A	C	E		

2. Individual performance evaluation

1.0.

II. Application of Evaluation Result

H $\times \times$. H = H

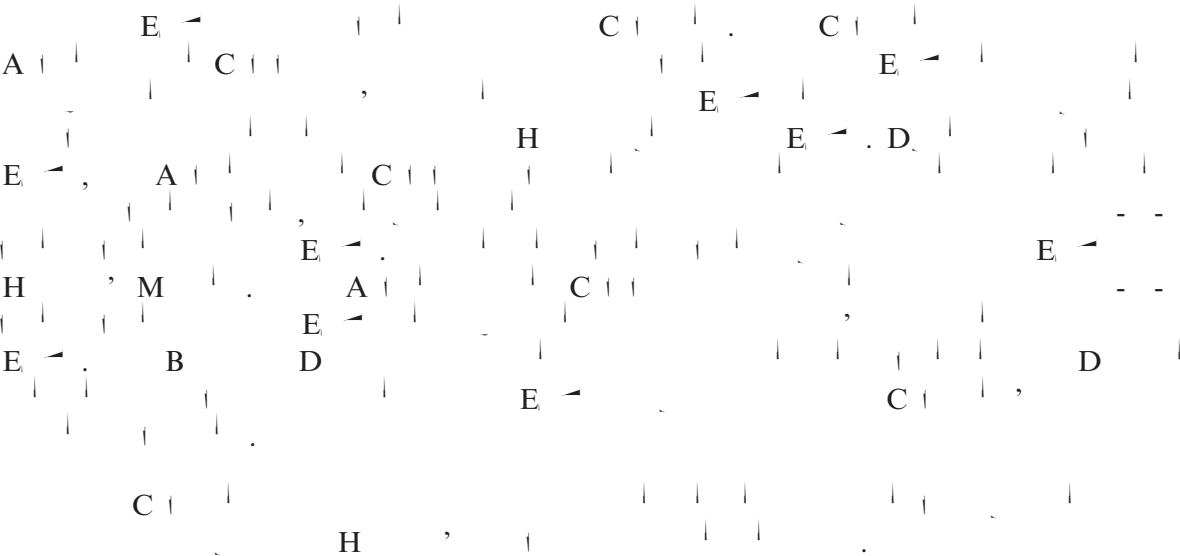
I H H

A C , H

C .

CHAPTER VII MANAGEMENT MODEL

I. Management Organization and Model



II. Holders

(I) Rights of the Holders

1. H ... H ' M ;
2. H ... E ;
3. H ... E , ... A ... C ;
4. H ... E .

(II) Obligations of the Holders

1. H ... E ;
2. E ... E , H ... E ,
E ;
3. H ... E ;

4. H E

III. Holders' Meeting

(I) H 'M E . A H H ' M H /

(II) A H 'M :

1. A C ;

2. E ;

3. A ;

4. ;

5. A C E ;

6. A C E ;

7. A C E (E) ;

8. A C ;

9. C E ;

10. C C. H 'M

(III) A H ' M :

1. A H ' M A C A C C A C C

2. A C H ' M H
3

3. :

(1) , ;

(2) () ;

(3) , / ;

(4) ;

(5) H H / ;

(6) ;

(7)

A H ' M (1) (2) H ,
M

C H ' M , H ,

2. H E .
3. E H 'M . A H : (1)
H ; (2) / ;
(3) / , / H
4. . A
H E , 50% ()
H E .
M : H ,
(1) E E ;
(2) A E ;
(3) M H ,
5. A H 'M
C , B D C , A A
6. H 'M

IV. Administration Committee

- (I) A C E

(III) A C ,

A

E :

1. M ;
2. M E ;
3. M E H ' M ;
4. M H E ' M ; E
5. M E ;
6. M E

A C , ,

E

(IV) A C :

1. H ' M ;
2. H ; E
3. E () H ;
4. H ; E
5. E ;
6. E ;
7. E ;

8. H E , H
9. E ,
C ;
10. E ;
11. H , M
(V) C A C
:
1. H , M ,
A C ;
2. A C ; H
3. M A C ; H ,
4. E ;
5. A
C .
- (VI) A C A C
C C A C
3 , ,
A C ,
C A C A ,
C A ,

- (VII) M A C C A A C 3
- (VIII) A A A C C C E A
- (IX) A C
- (X) M A C A A C
- (XI) A C

V. Rights Authorized to the Board of Directors by the Shareholders' General Meeting

- 1. E C
- 2. B D E
- 3. E
- 4. E
- 5. E
- 6. E E

7. [faded text] E ;
8. C [faded text] E ;
9. [faded text] E , - [faded text]

CHAPTER VIII AMENDMENTS TO AND TERMINATION OF THIS ESOP AND DISPOSAL OF HOLDERS' RIGHTS AND INTERESTS

I. Amendments to this ESOP

H E H M C B D

II. Termination of this ESOP

- 1. E
2.
3. H M C B D H
12

III. Arrangements Regarding Disposal of the Rights and Interests under this ESOP

- 1. E C H E A
2. H E
3. E
4. D H C H E A C

5. H H ,
6. H A C C ,
C
7. E A E C
H M
8. I E H H
M

IV. Disposal in Case of Changes in the Company and Holders

(I) Merger, division and change of actual control of the Company

I C ,
B D ,
E

(II) Formal retirement/expiration of labor contract, work-related injury or death of the Holders

I / H ()
, E H
(/) H ()
H ;
H E H (/) I
E H C H E

(III) Handling of non-work-related disability or death of the Holders

F H C H H (/) E

(IV) Handling of the Holders' title changes

1. I E H H E ;

2. I C H A C

3. F H H C / C H H E

(V) Handling of voluntary resignation of the Holders

E E H A C C E

1. H ;

2. H C ;

3. C B D

(VI) E H B
 D A C
 C
 1. H H C
 H C
 2. H C H C
 C
 3. C B D

(VII) B D A C
 B D

(VIII) H E A
 C
 C

CHAPTER IX PARTICIPATION OF THIS ESOP IN THE COMPANY'S FINANCING

A
C
C
E

CHAPTER X PERFORMANCE PROCEDURES OF THIS ESOP

- I. C, B, D, E
- II. E, D, C, B, D
- III. C, B, D, E, D, E, C, E, C
- I. C, B, D, E, D, E, D, B, D, E, D, E, D, C, E
- I. A, E, E
- II. 2, C, C, E
- III. C, E, C, C

CHAPTER XI OTHER SIGNIFICANT MATTERS

I. A E C H B D ,
C H
C C .
C

II. E ,
E .

III. H E ()
C),
C A
A H
H C
E E C
E C ;

I. E C B D ,
C



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Huaxin Cement Co., Ltd

2023-2025 Core Employee Stock Ownership Administration Measures

CHAPTER I GENERAL PRINCIPLES

Article 1 Huaxin Cement Co., Ltd. (the Company) (the "Company") 2023 2025 Core Employee Stock Ownership Administration Measures (the "Measures") is formulated in accordance with the Company Law, Securities Law, Listing Rules, Guiding Opinions, Standardized Operation, Articles of Association, and the 2023-2025 ESOP draft.

CHAPTER II DRAFT OF THE EMPLOYEE STOCK OWNERSHIP PLAN

Article 2 Basic Principles

(I) Legal compliance

The Measures shall be formulated in accordance with the relevant laws and regulations of the People's Republic of China, and the Articles of Association of the Company.

(II) Voluntariness

The Measures shall be formulated on the basis of voluntary participation by the employees.

*

(III) Long-term service

... C ... , ... C ...

(IV) Shared benefits

... E ... C ...
... C ...

(V) Risk self-retention

... E ... E ...

Article 3 Participants

(I) Legal Basis for Determination of Participants

L ... L ... G ... A ... A ...
C ... (... C ... , ...) ...
C ...

(II) Inclusion Criteria of Participants

... C ... , ... , ...
... I ... ; ... C ... ,

1. C ... (... , ...) ... C ... ;
2. ... / ... ;
3. ... (...) ... ;
4. C ... , ...

B D

(III) Scope of Participants

900.

B D

(IV) Verification of Participants

C A A E

Article 4 Source of Funds

1. A C
2. ;
- 3.

E C E

Article 5 Source of Stocks

A H C (,) , C
6 B D C

Article 6 Amount

I
MB223.5 C 2023, 2024 2025

10% C E 1%
C I
D I E
D E A I
D C

Article 7 Term and Lock-up Period

(I) Term

1. E I 3 2023 2025, E
60 C B D
C A
E C B D
6
2. H M E H
B D E
12
3. C C

(II) Lock-up Period

C 12

(III) Unlocking Period

	12	24	36
C			
E	30%, 30%	40%	

(IV) Other Lock-up Provisions

C	E	E
---	---	---

I.

Aspect	Budget Completion Rate (Q)			Ranking among Benchmarking Enterprises (R)		
Weight	40%			60%		
Indicator	EBI	DA	CF	EBI	DA	CF
Weight in Corresponding Aspect	60%	40%		60%	40%	
Calculation of Indicator Attribution Ratio	$= A*60\% + B*40\%$			$= *60\% + *40\%$		
Application of Company Performance Indicators	$= *40\% + *60\%$					
Ranking	6th-9th	5th	4th	3rd	2nd	1st
A	0	50%	75%	100%	125%	150%

I, _____, do hereby certify that the information provided in this document is true and correct to the best of my knowledge and belief.

A _____ C _____ E _____

C _____

2.

()

1.0.

(II) Application of Evaluation Result

H _____ H = H _____

H × × .

I _____ H _____ H _____

A _____ C _____ H _____

C _____

Article 9 Performance Procedures

(I) C _____ E _____

(II) E ← D C _____ B D _____

(III) C _____ B D _____ E ← D _____

E ← C _____ C _____

C _____ E ← C _____

(I) C _____ B D _____ E ← D _____

B D E ← _____ E ← D _____

E ← D _____

2 _____

() C _____ E ← _____

E ← _____

(I) A E .
E . E .
() .

(II) 2 E ,
C ,
C ,

(III) C C
E .

CHAPTER III ADMINISTRATION OF THE EMPLOYEE STOCK OWNERSHIP PLAN

Article 10 Management Model

A E C C E
E , A C H E D
H M E A C E
C B D E C D
C H

Article 11 Holders

(I) Rights of the Holders

1. H H ' M ;
2. H E
3. H E , A C

4. H E .

(II) Obligations of the Holders

1. H E ;

2. E E , H ;
E ;

3. H E ;

4. H E .

Article 12 Holders' Meeting

(I) H 'M E . A
H 'M
A H
H 'M H

(II) A H ,

8. A C ;

9. C
E ;

10. H 'M
C C.

(III) A H 'M :

1. A H 'M A C C ,
C A C A
C C A

2. A C H 'M
3 H

3. :

- (1) ;
- (2) () ;
- (3) /
- (4) ;
- (5) H H / ;
- (6) ;
- (7)

A H 'M
I (1) (2) H 'M
C H M H
H M H

... A H H ,

(IV) Voting procedures at Holders' Meetings

1. H H

2. H E

Article 13 Administration Committee

- (I) A C E E H
- (II) A C H 'M 5 1 A C E
- (III) A M E
 1. E ;
 2. E ;
 3. E H 'M ;
 4. H E 'M E
 5. E ;
 6. E
 A C E , , E
- (IV) A C
 1. H 'M ;
 2. E H ;
 3. E (H ;
 4. H E

5. E ;
 6. E ;
 7. E ,
 8. H E , H
 9. E , C ;
 10. E ;
 11. H 'M
- (V) C A C
1. A H 'M C ;
 2. A C ; H
 3. M A C ; H
 4. E ;
 5. C A
- (VI) A C C A C
- A C

- (VII) M A C A C
- (VIII) A A C A C A
- (IX) A C
- (X) M A C A C
- (XI) A C

Article 14 Rights Authorized to the Board of Directors by the Shareholders' General Meeting

- 1. E C
- 2. B D E
- 3. E
- 4. E

- 5. E ;
- 6. E ;
- 7. E ;
- 8. C E ;
- 9. E ,

CHAPTER IV AMENDMENTS TO AND TERMINATION AND DISPOSAL OF
HOLDERS' RIGHTS AND INTERESTS

Article 15 Changes

H E H , M C , B D

Article 16 Termination

- (I) E
- (II)
- (III) H , M C , B D H

Article 17 Arrangements Regarding Disposal of the Rights and Interests

- (I) E A C , H E , E
- (II) E H E

- (III) E
- (I) A C
E D
C H C
- () H H H
A C C
- (D) E A C H M
C
- (II) E E
- (III) E H M

Article 18 Disposal in Case of Changes in the Company and Holders

(I) Merger, division and change of actual control of the Company

I C
B D
E

(II) Formal retirement/expiration of labor contract, work-related injury or death of the Holders

I H ()
E H (/

H) () =
 ; / -)
 H (/)) H
 E ,
 C H E I H
 H E
 E .

(III) Handling of non-work-related disability or death of the Holders

F H C
 H , H
 H (/) E

(IV) Handling of the Holders' title changes

1. I H E ;
2. I H , A C
3. F H C
 H H C
 H H E

(V) Handling of voluntary resignation of the Holders

- E H
 C E A
 C , E
1. H

2. H C ;

3. A C , B D .

(VI) E , H B D
A C ,
C :

1. H H C , ,
C , ,

2. H C H C , ,
C , ,

3. A C , B D .

(VII) B D A C
B D .

(VIII) H E A C ,
C .

CHAPTER V SUPPLEMENTARY

Article 19 A E C , B D
C C H
C

Article 20 E E .

Article 21 H E C , (C A
C E C A

A
H
E
C
E
C
C
B
D
C
Article 22

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 6655)

5. A, B, D, H, M, G, M, E

B B D
Huaxin Cement Co., Ltd.
Xu Yongmo

C, H, C
30 June 2023

Notes:

1. Eligibility to attend the EGM and suspension of H shares transfer registration

H- EGM,

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING IN 2023

A EGM

3. Procedures of registration for attending the EGM

EGM. I
B D
EGM.

4. Voting by poll

13.39 (4) L A C EGM EGM
A A A
EGM.

5. Miscellaneous

(1) EGM
C EGM

(2) C C :
A : B B, H B ,
M . 426 G A ,
E L H - D ,
C
H C , C
430074
(86) 27 8777 3898
(86) 27 8777 3992
F : M . J (B D) ,
C : M . L (A D)

6. All dates and times in this circular refer to Hong Kong dates and times.

A , B
() , () ;
() , ;



HUAXIN CEMENT CO., LTD.*

華新水泥股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 6655)

Notice of the First H Share Class Meeting in 2023

Notice is hereby given that the First H Share Class Meeting (HSCM) of Huaxin Cement Co., Ltd. (the "Company") will be held on 20 June 2023 at 2:00 PM (Beijing Time) at the 426th Floor, East Building, Huaxin Cement Co., Ltd. Head Office, No. 1000000, Beijing, China. The meeting will be held in person and by electronic means. The meeting will be held on 20 June 2023.

Special Resolutions

1. To approve the 2020-2022 Corporate Environmental and Social Responsibility Report.
2. To approve the 2022 Annual Report.

B
B D
Huaxin Cement Co., Ltd.
Xu Yongmo

30 June 2023

Notes:

1. Eligibility to attend the HSCM and suspension of H shares transfer registration

H- H- H CM,
C , H- H- H CM,
, 20 J. 2023 (H- H- H CM,
H CM, , 17 J. 2023

*

NOTICE OF THE FIRST H SHARE CLASS MEETING IN 2023

The Company's H-Share Class Meeting, 2023, will be held on Friday, 17 February 2023, at 4:30 p.m. (H.K. time) at the Hong Kong Convention and Exhibition Centre, 16 Hanoi Street, Hong Kong.

2. Proxy appointment

Shareholders of the H-Share Class are invited to attend the H-Share Class Meeting. Shareholders who are unable to attend in person may appoint a proxy to attend and vote on their behalf. The proxy appointment form and the H-Share Class Meeting Notice are available on the Company's website at www.hkex.com.hk.

The H-Share Class Meeting will be held on Friday, 17 February 2023, at 4:30 p.m. (H.K. time) at the Hong Kong Convention and Exhibition Centre, 16 Hanoi Street, Hong Kong. The H-Share Class Meeting will be held in Chinese.

3. Procedures of registration for attending the HSCM

Shareholders of the H-Share Class who wish to attend the H-Share Class Meeting in person should register with the Company's H-Share Registrar, Mr. B. D. H. CM.

4. Voting by poll

Shareholders of the H-Share Class may vote by poll. The H-Share Class Meeting will be held in Chinese.

5. Miscellaneous

(1) The H-Share Class Meeting will be held in Chinese.

NOTICE OF THE FIRST H SHARE CLASS MEETING IN 2023

(2) C :
 A : B B, H B,
 .426 G A,
 E L H - D,
 C
 H C,
 430074
 (86) 27 8777 3898
 F : (86) 27 8777 3992
 C : M . J (B D),
 M . L (A)

6. All dates and times in this circular refer to Hong Kong dates and times.

A , B
 () , () ;
 () , , ;
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