If you are in any doubt

If you have sold or transferred Huaxin Cement Co., Ltd.,

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華新水泥股份有限公司
HUAXIN CEMENT CO., LTD.

H A IN CEMEN CO., L D.*

華新水泥股份有限公司

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

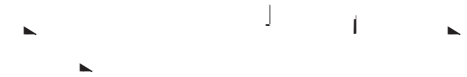
(St C : 6655)

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

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Notice of the Third Extraordinary General Meeting in 2023	5
Notice of the First H Share Class Meeting in 2023	62

In this circular, unless the context otherwise requires, the following terms have the following meanings:



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2023 2025

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H A IN CEMEN CO., L D.*

華新水泥股份有限公司

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

(St C : 6655)

1. INTRODUCTION

2. AFFAIRS TO BE DEALT WITH AT THE EGM

(1) 2020 2022

(2) 2020 2022

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

2023 , 2020 2022 . 2020 2022 (2020–2022 ESOP"), 2020 2022 , 17,604,206

3. Amount of repurchase

17,604,206 , 3.67%
21,03 ,361 2020 2022 0. 4%

II. Changes of the share structure

2020 2022

Type of share	Before the change Number (share)	%	Change	After the change Number (share)	%
	1,361, 7 , 55	64. 6	17,604,206	1,344,275,64	64.66
	734,720,000	35.04	0	734,720,000	35.34
	2,0 6,5 , 55	100	17,604,206	2,07 , 5,64	100

Note: 2023.

III. Impact of the repurchase and cancellation to the Company

2020 2022

2020 2022 .

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

17,604,206

4. CORRESPONDING AMENDMENTS TO THE ARTICLES OF ASSOCIATION

30 2023 ,
(Proposed Amendments"),

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

2020 2022 ,

2020 2022 ,

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

2020 2022

2020 2022

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

2023 2025 ( ) (ESOP").

Company Law of the People's Republic of China (Company Law"), Securities Law of the People's Republic of China (Securities Law"), Guiding Opinions on the Implementation of Employee Stock Ownership Plan for Listed Companies (Guiding Opinions")

2023 2025

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

2023 2025

Company Law, Securities Law, Guiding Opinions,

2023～2025

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

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10. EXTRAORDINARY GENERAL MEETING AND H SHARE CLASS MEETING

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11. CLOSURE OF H-SHARE REGISTER

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12. VOTING BY POLL

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13. RECOMMENDATION

Huaxin Cement Co., Ltd.
Xu Yongmo
Chairman

30 2023

華新水泥股份有限公司
HUAXIN CEMENT

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)

華新水泥股份有限公司
HUAXIN CEMENT CO., LTD.

H A IN CEMEN CO., L D.*

華新水泥股份有限公司

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

(St C : 6655)

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

STATEMENT

RISK DISCLOSURE

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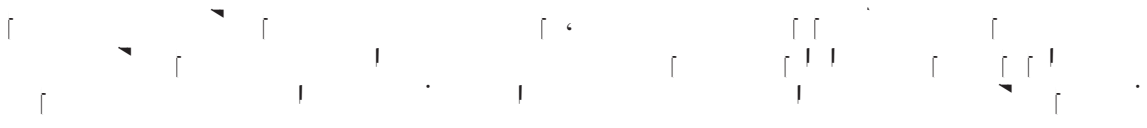
2.

3.

IMPORTANT NOTES

1. 2023–2025 Core Employee Stock Ownership Plan of Huaxin Cement Co., Ltd. (Draft) (ESOP")(Company" Huaxin Cement") Company Law of the People's Republic of China, Securities Law of the People's Republic of China, Listing Rules of Shares of Shanghai Stock Exchange,

2. 2023, 2024



CHAPTER I DEFINITION

2023 2025

2023

2024

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Guiding Opinions on Pilot Implementation of Employee Stock Ownership Plan by Listed Companies

Guidelines No.1 for the Self-regulation of Companies Listed on Shanghai Stock Exchange — Standardized Operation

Articles of Association of Huaxin Cement Co., Ltd.

Note:

CHAPTER II PURPOSE AND BASIC PRINCIPLES

I. Purpose

Guiding Opinions, Standardized Operation Articles of Association.

CHAPTER III PARTICIPANTS AND INCLUSION CRITERIA

I. Legal Basis for Determination of Participants

Company Law, Securities Law, Guiding Opinions, Standardized Operation

II. Inclusion Criteria of Participants

1.1(-31 .5)-346( )-35 .5

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

I. Source of Funds

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II. Source of Stocks

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III. Amount

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CHAPTER V SCHEDULE

I. Term

IV. Other Lock-up Provisions

1.

2.

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4.

V. Renewal Procedure

CHAPTER VI PERFORMANCE EVALUATION

I. Performance Evaluation

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Ranking	6th-9th	5th	4th	3rd	2nd	1st
	0	50%	75%	100%	125%	150%

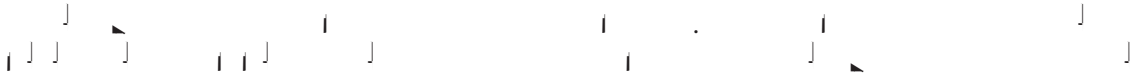
2. Individual performance evaluation

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II. Application of Evaluation RessF.4(th)-4.1(e)-574.3(A)-3.3(dminist)-5.8(r)g4-1.5(n8nd)-2932(e)]TJ4.4(2)3

CHAPTER VII MANAGEMENT MODEL

I. Management Organization and Model



4.

III. Holders' Meeting

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3. Administration Measures for Employee Stock Ownership Plan

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Administration Measures for Employee Stock Ownership Plan

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(XI)

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

I. Amendments to this ESOP

II. Termination of this ESOP

1.

2.

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7.

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

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

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

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



(IV) Handling of the Holders' title changes

(VI)

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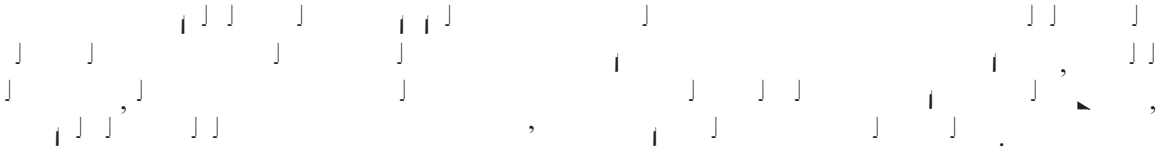
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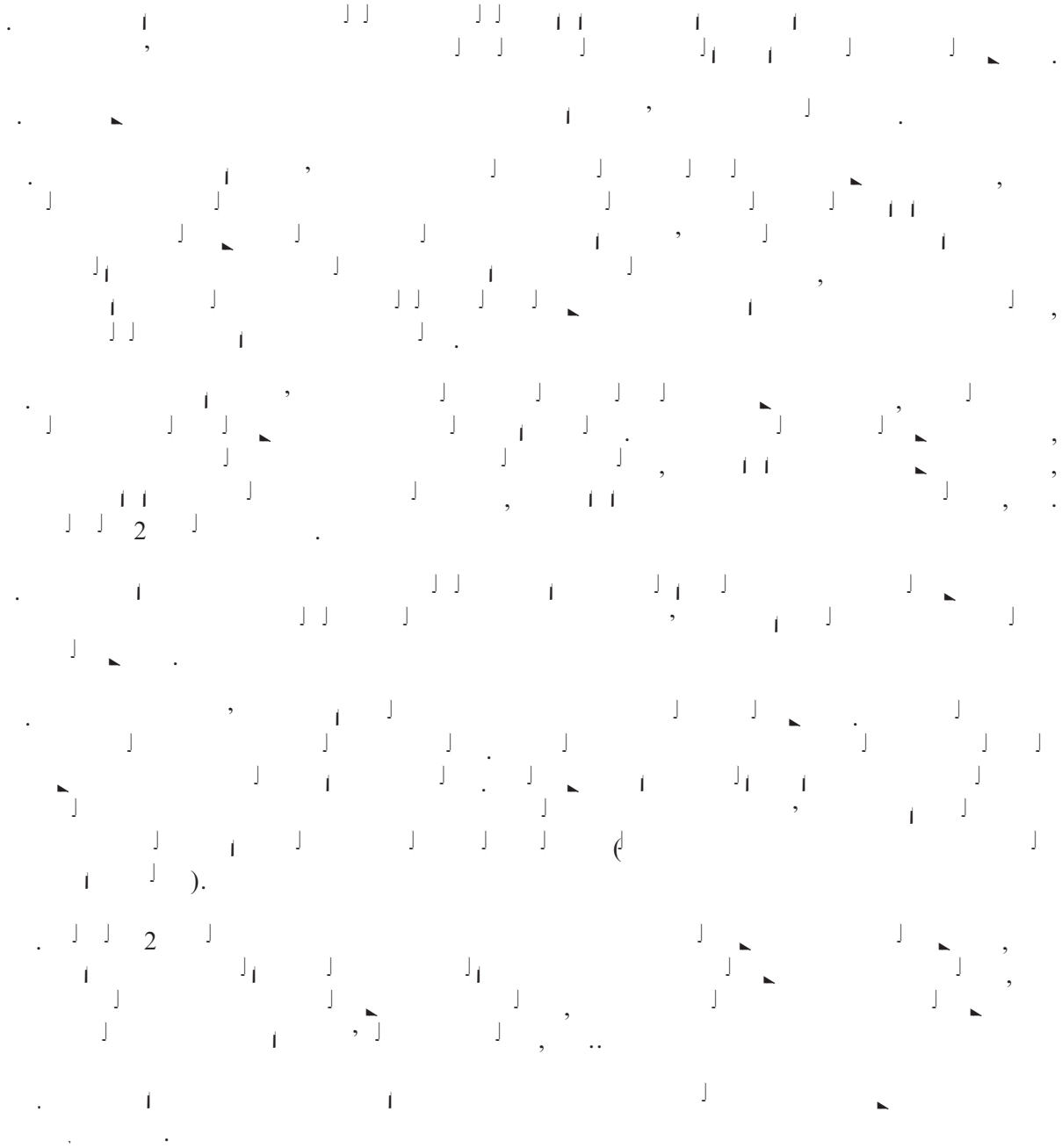
(VII)

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



CHAPTER X PERFORMANCE PROCEDURES OF THIS ESOP



CHAPTER XI OTHER SIGNIFICANT MATTERS

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

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(III) Long-term service

(IV) Shared benefits

(V) Risk self-retention

pari passu

Article 3 Participants

(I) Legal Basis for Determination of Participants

(II) Inclusion Criteria of Participants

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(III) Scope of Participants

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(IV) Verification of Participants

Article 4 Source of Funds

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Article 5 Source of Stocks

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Article 6 Amount

2023, 2024 2025

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Article 7 Term and Lock-up Period

(I) Term

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(II) Lock-up Period

(III) Unlocking Period

(IV) Other Lock-up Provisions

1. Company performance evaluation

Aspect	Budget Completion Rate (Q)		Ranking among Benchmarking Enterprises (R)	
Weight	40%		60%	
Indicator				
	( )	( )	( )	
Weight in Corresponding Aspect	60%	40%	60%	40%
Calculation of Indicator Attribution Ratio	*60% + *40%		*60% + *40%	
Application of Company Performance Indicators	*40% + *60%			

Ranking	6th-9th	5th	4th	3rd	2nd	1st
	0	50%	75%	100%	125%	150%

2. Individual performance evaluation

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(II) Application of Evaluation Result

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Article 9 Performance Procedures

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CHAPTER III ADMINISTRATION OF THE EMPLOYEE STOCK OWNERSHIP PLAN

Article 10 Management Model

Article 11 Holders

(I) Rights of the Holders

1.

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4.

(II) Obligations of the Holders

1.

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Article 12 Holders' Meeting

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Article 13 Administration Committee

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

Article 15 Changes

Article 16 Termination

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12

Article 17 Arrangements Regarding Disposal of the Rights and Interests

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CHAPTER V SUPPLEMENTARY

Article 19

Article 20

Article 21

Article 22

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(St C : 6655)

5. ⌋

3. Procedures of registration for attending the EGM

4. Voting by poll

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Articles of the Association,

5. Miscellaneous

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

As of the date of this Notice, the Board of Directors of the Company comprises Mr. Li Yeqing (President) and Mr. Liu Fengshan (Vice President), as executive Directors; Mr. Xu Yongmo (Chairman), Mr. Martin Kriegner, Mr. Lo Chi Kong and Ms. Tan Then Hwee, as non-executive Directors; Mr. Wong Kun Kau, Mr. Zhang Jiping and Mr. Jiang Hong, as independent non-executive Directors.

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