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

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

A share(s)	means	ordinary shares issued by the Company with a par value of RMB1.00 each, which are listed on the SSE and traded in RMB
A-share holder(s)	means	holders of A shares
Annual General Meeting or AGM	means	2023 Annual General Meeting to be held on Tuesday, 21 May 2024 at 2:00 p.m.
Articles of Association	means	Articles of Association of the Company (as amended from time to time)
Board of Directors	means	Board of Directors of the Company
Board of Supervisors	means	Board of Supervisors of the Company established in accordance with the Company Law of the People's Republic of China
China	means	the People's Republic of China, excluding Hong Kong, Macao Special Administrative Region and Taiwan for the purpose of this circular only
Commission Director(s)	means	directors of the Company
CSRC	means	China Securities Regulatory
H share(s)	means	foreign shares issued by the Company with a par value of RMB1.00 each, which are listed on the HKEx and traded in Hong Kong dollars
H-share holder(s)	means	holders of H shares
H-share registrar	means	Tricor Investor Services Limited
HKD	means	Hong Kong dollars, the lawful currency of
Hong Kong	means	Hong Kong Special Administrative Region of the People's Republic of China
Hong Kong HKEx	means	The Stock Exchange of Hong Kong Limited
Independent Third Party	means	A person or entity that is not considered a connected person of the Company under the Listing Rules



HUA XIN CEMENT [illegible] *

華新水泥股份有[illegible]

(a joint stock limited company incorporated in the [illegible] of China)

(Stock Code: 1155)

1.

On behalf of the Board of Directors, I would like to invite you to attend the Annual General Meeting of the Company to be held on Tuesday, 21 May 2024 at 2:00 p.m. at the Company's conference room on 2/F, Block B, Huaxin Building, No. 426 Gaoxin Avenue, East Lake High-tech Development Zone, Wuhan City, Hubei Province, China.

The purpose of this circular is to send you notice on the AGM and to provide you with the information reasonably necessary to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM.

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The resolutions that the Company will propose at the AGM for the Shareholders' consideration and approval include the following:

(1) Report on the Work of the Board of Directors in 2023

(2) Report on the Work of the Board of Supervisors in 2023

(3) 2023 Final Financial Report and 2024 Financial Budget Report

(4) 2023 Profit Distribution Plan

(5) 2023 Annual Report

(6) Proposal on Re-appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the Company's Auditor for Financial Audit and Internal Control Audit for the Year 2024

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The Company will propose an ordinary resolution to consider and approve the Report on the Work of the Board of Supervisors in 2023 at the AGM. The Report on the Work of the Board of Supervisors in 2023 is attached in Appendix II to this circular.

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The Company will propose an ordinary resolution to consider and approve the 2023 Final Financial Report and 2024 Financial Budget Report at the AGM.

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1. F

(1) Asset and Liability

Unit: RMB10,000

Item	Details	Closing balance of 0

The asset-liability ratio decreased by 0.39 percentage point. The total cash and bank balances can cover the current interest-bearing liabilities, and the liquidity risk is controllable.

(2) Equity change (excluding minority shareholders' equity, the same below)

Unit: RMB10,000

Item	0		Closing balance of 2022	Proportion	Change on a year-on-year basis
Equity attributed to Shareholders of the Company	, ,	100%	2,744,631	100%	5.42%
Other comprehensive incomes	,		–17,526		–213.11%
Undistributed profit	, 0,	. %	2,300,960	83.83%	7.36%

At the end of 2023 the total equity attributed to shareholders of the Company increased by RMB1.487 billion from the beginning of the year. The Company's undistributed profit is increased by RMB1.694 billion. Due to the appreciation of RMB against foreign currencies such as Zambia's Kwacha, the translation differences of financial statements denominated in foreign currency decreased by RMB0.337 billion.

2. B

(1) Operating performance

Unit: RMB10,000

	0	0	Change	2022	Change
Operating revenue	, , 0	, ,000	–2.61%	3,047,038	10.79%
Operating cost	, ,1 1	, 1 ,	–1.81%	2,248,190	10.05%
Gross profits on Sales	01,	, 1	–4.72%	798,848	12.86%
Gross profits margin on Sales	. 1%	. 0%	Decreased by 0.59 percentage points		

In 2023, the operating cost increased by RMB2.260 billion over last year, including a significant increa

(3) Profitability

Unit: RMB10,000

	0	2022	Change
Net profit attributable to shareholders of the Company	, 1	269,887	2.34%
Return on net assets, weighted average (%)	.	10.03	–2.09%
Return on net assets, weighted average after deducting non-recurring gains and losses (%)	.	9.58	–13.78%

In 2023, due to the sales increase of concrete and aggregate businesses, as well as the development of overseas businesses, the Company's net profit increased by RMB195 million compared with last year, of which the net profit attributable to shareholders of the parent company slightly increased.

3. C

Unit: RMB10,000

	0	0	Change	2022	Change
Net cash flow from operating activities	,	,000	–9.50%	456,769	36.51%
Net cash flow from investing activities	, 0	1,10 , 00	41.61%	–838,334	23.02%
Net cash flow from financing activities	,1	1, 00	–133.79%	177,184	–153.72%

In 2023, the net cash flow from operating activities increased by RMB1.668 billion compared with last year, mainly due to the increase in profits.

The net cash outflow from investing activities increased by RMB1.929 billion compared with last year, mainly due to the investment in overseas projects and 100 million tons of machine-made sand and other projects.

The net cash flow from financing activities decreased by RMB2.724 billion compared with last year, mainly due to the massive repayment of maturing loans.

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(1) P

In 2024, the Company plans to sell approximately 63 million tons cement and clinker, approximately 156 million tons aggregate, approximately 30.52 million m^3 concrete, eco disposal of approximately 4.28 million tons. Total operating revenue is expected to be RMB37.1 billion.

(2) I

In 2024, the Company plans to invest RMB6.9 billion in capital expenditure, mainly on the production capacity of aggregate, concrete, overseas cement, and the construction of alternative fuels.

(3) A

In 2024, the Company's total assets are predicted to be about RMB73.7 billion and the asset-liability ratio is predicted to remain at about 51%.

This proposal has been approved at the 31st meeting of the 10th session Board of Directors, and is now submitted to the AGM for consideration.

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In 2023, the net profit of the Company amounted to RMB2,482,299,167 and the consolidated net profit attributable to the Shareholders amounted to RMB2,762,116,715. The distributable profit of the Company was RMB9,921,766,405 by the end of December

In case of any change in the total share capital of the Company before the equity registration date for equity distribution, the Company intends to maintain the distribution ratio per share unchanged and adjust the total distribution amount accordingly, and will announce the specific adjustment separately. As of the latest practicable date, the Company has no plan to change the total share capital of the Company.

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The 2023 annual report will be presented at the AGM to be approved by way of ordinary resolution. The 2023 annual report were published on the HKEx news website of the Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk), the website of the SSE (http://www.sse.com.cn) and the website of the Company (http://www.huaxincem.com). The 2023 annual report has also been dispatched together with this circular to the H-share holders who requested hardcopies.

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As the Company's auditor for financial audit and internal control audit for the year 2023, Ernst & Young Hua Ming LLP (hereinafter referred to as "Ernst & Young Hua Ming") performed its duties with due dedication and completed the annual audit in accordance with the independent, objective and fair professional standards. The service fee of Ernst & Young Hua Ming in 2023 was RMB5.7 million, of which the audit service fee of financial statements was RMB5.2 million, and that of internal control was RMB0.5 million.

Whereas Ernst & Young Hua Ming has performed its due diligence in the Company's 2023 financial audit and internal control audit process, and has objectively and impartially expressed its opinions on the effectiveness of the Company's financial and internal control, following the requirements of the Chinese CPA Standards on Auditing and professional standards of accounting firms. In order to maintain the continuity of the Company's audit work, the Audit Committee of the Board of Directors, on the basis of a full understanding and verification of the professional competence, investor protection, independence and integrity of Ernst & Young Hua Ming, now proposes that:

(1) Ernst & Young Hua Ming is to be engaged as the Company's auditor for financial audit and internal control audit for the year 2024.

(2) The Shareholders to authorize the Board of Directors to determine the remuneration of Ernst & Young Hua Ming for providing audit services for the Company in 2023.

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In order to meet the financing needs of some wholly-owned subsidiaries and controlled subsidiaries, thef9f9f-2, hbf-2,w tas5374.4(fi)-6.8(n)-74.2.9(f)-1.4()-300.7(as5374..6(a)ptal)

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By 31 December 2023, the total guarantee approved by the Board of Directors for wholly-owned and controlling subsidiaries was RMB18.693 billion, the actual utilized guarantee amount was RMB6.813 billion and USD0.448 billion, equivalent to RMB10.016 billion, accounting for 30.08% of the latest audited net assets and 53.58% of the approved total guarantee amount. There was no overdue guarantee.

Due to the expiration of the guarantee amount approved at the 12th meeting of the Tenth Board of Directors on 29 March 2022, and in accordance with the needs of the Company's business development, the application for updating the guarantee amount is as follows:

Currency:RMB
Unit: RMB10,000

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(4) Guarantee style: Wholly-owned subsidiaries and controlling subsidiaries can utilize the guarantee for once or several times within the above amount. Specific guarantee amount, duration and mode of guarantee shall be subject to the relevant contracts (including agreements signed or to be signed on the transfer of benchmark interest rate of overseas loans). The Company undertakes joint and several liability guarantee. Guarantee amount can be allocated among wholly-owned subsidiaries based on actual need within the aforesaid total guarantee amount. When the Company provides specific guarantee and signs relevant guarantee contract, it is not necessary to hold another meeting of the Board of Directors or the Shareholders' general meeting for consideration.

(5) Whether there is counter-guarantee in this guarantee: The joint shareholders

This guarantee includes providing guarantees for wholly-owned subsidiaries and holding subsidiaries with asset liability ratio of more than 70%. According to the provisions of the Listing Rules of Shanghai Stock Exchange and the Articles of Association, this external guarantee shall be considered and approved at the AGM.

10. **A A A A A A A**

With a view to meet the Company's overseas development funding needs, further improve the Company's capital structure, optimize leverage ratio, expand financing channels, and control financing costs, in accordance with relevant laws and regulations and normative documents, combining the overseas bond market and the Company funding situation in the next 1–2 years, the Company proposes a special resolution to issue overseas bonds of no more than USD800 million or equivalent currency through its wholly-owned or controlling subsidiaries, and provide corresponding keepwell deed or cross-border joint and several liability guarantee for the issuer to fulfill its payment obligations of all debt principals and interest repayment obligations. The relevant details are as follows:

1.

According to the Company's overseas development and funding plan, the Company's overseas investment amount will exceed USD1 billion in the next 1–2 years, and there will be USD300 million bond due to be repaid in 2025. Therefore, sufficient and long-term stable funding sources are necessary guarantees for the rapid development and stable operation of overseas businesses.

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Overseas investment has been a key direction of investment for companies in recent years. Issuing overseas bonds can support overseas capex and operation directly, reduces the risk of exchange losses and foreign exchange regulatory restrictions caused by the entry and exit of funds. At the same time, it can also fully utilize the advantages of abundant overseas capital market products, diverse types of investors, and few restrictions on the use of funds to meet the current needs of the Company's overseas development.

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(1) I

Based on the characteristics and market conditions of overseas bonds, it is proposed that the issuing entity shall be the Company's overseas wholly-owned or controlling subsidiaries.

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The types of overseas bonds to be issued this time include perpetual bonds and ordinary bonds, with a total size not exceeding USD800 million or equivalent currency, and can be issued in installments according to funding needs.

(3) T

Perpetual bonds with a maturity of 30 years or more or no fixed maturity, including term (usually after 5 years) redeemable clauses.

The term of ordinary bonds is not more than 10 years (including 10 years), and can be a single term variety or a mixed variety of terms.

The specific issuance period, redemption time, issuance scale, and redemption scale of each term variety shall be determined by the Board of Directors and persons authorized by the Board of Directors within the above-mentioned scope based on market and the Company's funding conditions.

(4) P

The funds raised from the proposed issuance of overseas bonds, after deducting issuance expenses, will be used for overseas mergers and acquisitions, other capex, debt repayment, supplementary working capital, and other permitted purposes. It is proposed to the AGM to authorise the Board of Directors and persons authorized by the Board of Directors to determine the specific purpose of the raised funds within the above-mentioned scope based on the Company's financial situation.

(5) I

It is proposed to the AGM to authorize the Board of Directors and persons authorized by the Board of Directors to determine the specific interest rate level, determination method, and payment method for the proposed issuance of

guarantee of overseas bonds, including but not limited to specific issuance scale, bond term, bond type, bond interest rate and its determination method,

Pursuant to Article 139 of the Articles, the term of a Director shall be three years and upon expiry of the term, the retiring Director shall be eligible for re-election. The term of office of all existing Directors will expire on the date of the AGM. In such connection, resolutions will be proposed at the AGM to consider and, if thought fit, approve the re-election of those Directors who offer themselves for re-election.

All of the aforementioned Directors will offer themselves for re-election at the AGM for another three-year term.

The above matters are subject to the approval at the AGM.

The biographies and other details of the Proposed Directors are set out Appendix IV to this circular.

1. A A A A

As at the Latest Practicable Date, the Board of Supervisors comprised five Supervisors, namely: (i) Mr. Ming Jinhua, Mr. Zhang Lin, Mr. Yang Xiaobing, as Shareholder supervisors; (ii) Mr. Zhu Yaping and Mr. Liu Weisheng as employee supervisors. Pursuant to Article 183 of the Articles, the term of a Supervisor shall be three years and upon expiry of the term, the retiring Supervisors shall be eligible for re-election.

Reference is made to the announcement of the Company date 26 April 2024 concerning, among others, the nomination by the Board of Supervisors of Mr. Ming Jinhua, Mr. Zhang Lin and Mr. Liu Sheng as candidates for Shareholder supervisors of the eleventh Board of Supervisors, together with Mr. Liu Weisheng and Mr. Yang Xiaobing, the employee supervisors elected by the employees' congress or other democratic forms, the eleventh Board of Supervisors of the Company will be formed.

The current term of office of the existing Supervisors will expire on the date of the AGM. Mr. Ming Jinhua and Mr. Zhang Lin, the Shareholders' Supervisors, will retire from their positions as Supervisors on the date of the AGM and will be re-elected at the AGM for a term of three years upon nomination by the Supervisory Committee.

The above matters are subject to the approval of the AGM.

The biographies and other details of the Proposed Supervisors are set out Appendix V to this circular.

1.0 A A -

The Shareholders will hear the 2023 Annual Work Report of Independent Non-executive Directors at the Annual General Meeting.

1. A A A

The AGM will be held on Monday, 21 May 2024 at 2:00 p.m. at the Company's

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Having considered the circumstances as set out above, the Board of Directors is of the opinion that all the resolutions to be presented at the AGM are in the best interest of the Company and the Shareholders as a whole. As such, the Board of Directors recommends that the Shareholders vote in favor of all the resolutions as set out in the notice of the AGM.

Yours faithfully
By order of the Board of Directors
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Chairman

Wuhan City, Hubei Province, China
26 April 2024



HUA XIN 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: 1155)

the total profit was RMB4.326 billion, and the net profit attributable to shareholders of the Company was RMB2.762 billion, increased by 8.48% and 2.34% respectively from the same period last year.

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1.

In 2023, the Board of Directors held 9 board meetings physically or online. Members of the Board carried out their work responsibly under the principles laid out in the Company Law of the People's Republic of China, Rules of Procedure of Shareholders' Meeting, Rules of Procedure of the Board of Directors, Work Regulations for Independent Directors, and other laws and regulations.

During the Reporting Period, all affairs related to the meeting, including the holding procedures, the requirements for attendees, the qualifications of the convener, and the voting procedures, were dependent on relevant laws, regulations, and the Articles of Association. Resolutions and agreements adopted at the meeting were put in force. For details of the meeting agenda and resolutions, please refer to "V. Board Meetings during the Reporting Period" in Chapter IV Corporate Governance of the Annual Report 2023.

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During the Reporting Period, all special committees of the Board of Directors held 12 meetings in total, including 2 meetings of the Strategy Committee, 4 meetings of the Audit Comm

During the Reporting Period, 1 annual general meeting and 3 extraordinary general meetings were held. For details, please refer to "III. Shareholders' General Meeting" in Chapter IV Corporate Governance of the Annual Report 2023.

Resolutions made at the meeting were fully implemented by the Board of Directors in accordance with the requirements of the Company Law of the People's Republic of China, the Articles of Association, and other relevant laws, regulations and rules.

In 2023, information disclosure was conducted based on Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, Administrative Measures for Company's Information Disclosure and other relevant regulations. During the reporting

The Company actively conducted more than 600 communications with investors through various ways in 2023.

Performance analysis meeting of the Company's periodic reports jointly held by the Company and the Shanghai Stock Exchange Roadshow Center/Hubei Securities Regulatory Bureau/Securities Companies	13
Receiving visiting investors, fund managers, and analysts/ researchers in the building materials industry	15
Participating in the onsite/online securities market investment strategy meetings organized by securities companies	6
Participating in the online/telephone conferences to communicate with investors organized by securities companies	31
The Management going overseas for communications	27
Corporate open-day activity	1
Investor email reply	25
Investor hotline, WeChat and phone calls	More than 40/month

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The Board of Directors adhered to system improvements, compliance with laws and regulations, and constantly enhancing the corporate government structure and system to keep up with international standards, supported the Company to publish annual Environmental, Social and Governance (ESG) report, taking into account requirements under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, organized and enhanced various systems approved by the Board of Directors to ensure that the Company's rules and systems comply with international standards.

At the same time, the Board of Directors urged for more stringent internal supervision and inspection, to create a sounding environment featuring integrity and honesty.

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In 2024, the Board will continue to follow the principle to be responsible for all shareholders, diligently perform its duties, efficiently make scientific decisions on significant matters to return to the society and shareholders. To guarantee the operation target in 2024, the Board will step up efforts in the following regards:

1.

The Board will be committed to advancing four strategies of the Company, continue to make scientific decisions and risk control in major projects, make more efforts in survey, and put forward guiding advices for the operation and development. The Board will fully support the management to unite employees and complete 2024 operation plan.

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The Board will continue to play the core role in corporate governance, further improve the governance system and mechanism. In accordance with new Company Law, Independent Director Administrative Methods of Listed Companies issued by China Securities Regulatory Commission, and other laws, regulations and provisions, the Board will improve relevant regulations, optimize corporate governance structure; follow new regulations of Shanghai Stock Exchange and Hong Kong Stock Exchange to ensure that all the work is legal and compliant; guard against risks, improve governance level, and safeguard the interests of investors. The Board will advance the internal control process, improve risk prevention mechanism to guarantee healthy, stable and sustainable development of the Company.

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The Board of Directors will prepare and disclose periodical reports and extraordinary reports in accordance with local regulatory rules to ensure that the information disclosure is authentic, accurate, complete, improve the transparency and timeliness of information disclosure. Expanding channels for investors servii4.1(nnd)-344.9.1(nnd0han)osuandt808(n)-4.00.4(io)-3.9mmnnic7(ion)-4target3.1(gbhan)osu



HUA XIN 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)

4. On 30 June 2023, the Eleventh Meeting of the Tenth Board of Supervisors was convened, at which the"Core Employee Stock Ownership Plan of the Company for 2023–2025 (Draft) and Summary" was approved.

5. On 24 August 2023, the Twelfth Meeting of the Tenth Board of Supervisors was held, which adopted the 2023 Half Year Report of the Company.

6. On 27 October 2023, the Thirteenth Meeting of the Tenth Board of Supervisors was held, which adopted the 2023 Third Quarter Report of the Company.

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1.

During the Reporting Period, the Board of Directors and senior management managed the Company in accordance with national laws and regulations and Articles of Association, strengthened internal risk control and strictly implemented the resolutions approved at the Shareholders' meetings. In the spirit of being responsible to all Shareholders and all employees, under the impact of severe external situations such as weak demand, overcapacity, and high energy

requirements of securities regulatory authorities. All internal control measures were effectively carried out in the whole process of production and operation, delivering results in risk prevention and control. Therefore, the Board of Supervisors agree all matters mentioned in the Internal Control Assessment Report 2023.

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During the Reporting Period, the transactions between the Company and related parties were legally conducted in complete procedures, with fair and reasonable prices. All transactions were made openly, impartially and fairly, with no potential risks generated.

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During the Reporting Period, the Board of Supervisors considered the "Verification Opinions on the Repurchase and Cancellation of Part of the Shares under the Company's 2020–2022 Core Employee Stock Ownership Plan", "The Company's 2023–2025 Core Employee Stock Ownership Plan (Draft) and Summary", and considered that the contents of the matters relating to the Core Employee Stock Ownership Plan were in compliance with the Company Law, the Guiding Opinions on the Pilot Implementation of Employee Stock Ownership Plans by Listed Companies and other laws, regulations, regulatory documents and relevant provisions of the Articles of Association of the Company.

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The Company prepared and reviewed the Annual Report 2023 in line with national laws, regulations, and the provisions of the CSRC. The Report truly, accurately and completely reflected the Company's current situation, without any false information, misleading statements or material omissions. By the time of issuing this opinion, no employee involved in the preparation and review of the Annual Report 2023 was found to have violated confidentiality regulations.

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In 2023, the Board of Supervisors will fully implement the Company's strategic policy, loyally, diligently and effectively carry out supervision and inspection work as regulated in the Company Law of the People's Republic of China, the Securities Law and the Articles of Association, and further improve the Company's corporate governance structure and regulate the operation and management, to better safeguard the legitimate rights and interests of the Company and its shareholders. It will faithfully perform its duties and do well daily deliberation work in accordance with the requirements of the Company Law of the People's Republic of China, the Articles of Association and the Rules of Procedure of the Board of Supervisors. In addition, it will put more efforts to supervise the performance of duties by directors and senior management and to supervise important areas and key links of the Company's

production, operation and management. It will strengthen supervision on internal control, risk control and information disclosure, and strengthen the training of supervisors, to improve the work quality of Board of Supervisors.



HUA XIN 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: 1155)

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Unit: 10,000 RMB

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		$10,000	**$10,000**	**= 10,000**
Huaxin Cement International Finance Company Limited	USD bonds	30,000	30,000	216,000
Huaxin Hong Kong (Tanzania) Investment Co., Ltd	Preferred shares	1,925	1,925	13,860
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. (non-executive Director)

Mr. Xu Yongmo, born in April 1956, Master of Engineering, and obtained Doctor and Post Doctorate in the United Kingdom. From 1982 to 1983, Mr. Xu worked as the assistant engineer of Plasterboard Subsidiary of Beijing New Building Material Plant. From 1986 to 1988, he served as the head of RMX laboratory of Concrete and Housing Building Materials Institute of China Building Materials Academy. From 1988 to 1991, he served as the vice director of Technical Information Centre of China Building Materials Academy. From 1998 to 2002, he served as the vice president of China Building Materials Academy. From April 2002 to April 2017, he served as the vice president of China Building Materials Federation. From June 2006 to December 2016, he served as the president of China Concrete & Cement Product Association. From December 2016 to July 2022, he served as the executive president of China Concrete & Cement Product Association. From March 2007 to July 2022, he served as the director-general of China Construction Units Association. From October 2007 to July 2019, he served as the VP of China Cement Association. From December 2011 to March 2019, he served as the director-general of China Silicate Association. He became an independent director of Jiangsu Sobute New Materials Co., Ltd (a company listed on SSE, stock code: 603916) since April 2021. He served as the honorary president of China Concrete & Cement Product Association since June 2023. He became the Independent Director of the Company from April 2009 to March 2012. He has been the Chairman of the Company since April 2012.

As at the Latest Practicable Date, saved as disclosed above, Mr. Xu Yongmo:

(1) did not hold any other position in the Group, nor has other major appointments and professional qualifications;

(2) did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date;

(3) had no relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and

(4) had no interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company will enter into a letter of appointment with Mr. Xu Yongmo confirming his appointment for a term of three years with effect from the date of as approved by the Shareholders until the current term of the Board expires, if so appointed, as a non-executive Director. Either party has the right to give not less than three months' written notice to terminate the agreement. Mr. Xu Yongmo will receive director allowance of RMB1,500 thousand per annum before tax during his term of office from the Company (determined by considering his performance duty in the growth of the Company, his work experience and professional competence).

terminate the agreement. Mr. Li Yeqing will receive basic remuneration of RMB3,314.3 thousand per annum before tax during his term of office from the Company, the annual remuneration shall be determined according to the Company's operating performance, job responsibilities, work performance, market environment and other factors.

Save as disclosed above, there are no other matters in relation to the nomination and proposed appointment of Mr. Li Yeqing as an executive Director that needs to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules (especially under subparagraphs (h) to (v) thereof).

. (executive Director)

Mr. Liu Fengshan, born in November 1965, obtained master's degree in public administrations from Nanyang Technological University in Singapore. Mr. Liu graduated from Kunming Institute of Technology with a bachelor's degree in engineering, majoring in mineral processing in July 1987. From 1987 to August 1998, he served as technician of Chimashan Quarry, workshop manager, deputy quarry manager, quarry manager, and secretary of the party committee of Daye Nonferrous Metals Group. From August 1998 to August 1999, he served as a quarry manager of Tonglushan Quarry and secretary of the party committee of Daye Nonferrous Metals Group. From August 1999 to January 2002, he was the deputy secretary of the party committee and secretary to disciplinary committee of Daye Nonferrous Metals Group. From January 2002 to April 2004, he served as the deputy secretary of the Discipline I.9((eI[9-6.48i(eci778(G)-2.(to)]T130830290TD)-388Tc[miss6.48i(69.5(of)7310.

The Company will enter into a letter of appointment with Mr. Liu Fengshan confirming his appointment for a term of three years with effect from the date of as approved by the Shareholders until the current term of the Board expires, if so appointed, as an executive Director. Either party has the right to give not less than three months' written notice to terminate the agreement. Mr. Liu Fengshan will receive basic remuneration of RMB1,512.9 thousand per annum before tax during his term of office

(4) had no interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company will enter into a letter of appointment with Mr. Martin Kriegner

The Company will enter into a letter of appointment with Mr. Lo Chi Kong confirming his appointment for a term of three years with effect from the date of as approved by the Shareholders until the current term of the Board expires, if so appointed, as a non-executive Director. Either party has the right to give not less than three months' written notice to terminate the agreement. Mr. Lo Chi Kong will receive director allowance of RMB216 thousand per annum before tax during his term of office from the Company (determined by considering his performance duty in the growth of the Company, his work experience and professional competence).

Save as disclosed above, there are no other matters in relation to the nomination and proposed appointment of Mr. Lo Chi Kong as a non-executive Director that needs to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules (especially under subparagraphs (h) to (v) thereof).

. (non-executive Director)

Ms. Tan Then Hwee, Singaporean, born in December 1972, graduated from Wichita State University in the United States of America with a Master of Business Administration and a Bachelor of Business Administration. She has accumulated over 20 years of experience in human resources management within the Asia-Pacific region, with experience in leadership development, talent and succession management, employee engagement and remuneration management. From November 2000 to June 2006, she worked at Philips (a company listed on the Euronext Amsterdam, stock code: PHIA) in Hong Kong, with her last position being the human resources senior manager. From June 2006 to February 2007, she was a human resources senior manager at TPO Displays Hong Kong Limited, a company spun-off from Philips in 2016. Between April 2007 and March 2019, she served as the human resources vice president of the Asia-Pacific region of Sika Group in Singapore. She joined Holcim in March 2019 and is currently the Group Head of Learning and Development. Since January 2023, Ms. Tan has assumed the role of the Head of HR for Holcim Asia Pacific. She served as a non-independent director and member of the compliance committee of Ambuja Cements Limited (a company listed on the National Stock Exchange of India, stock code: AMBUJACEM) from February 2019 to September 2022 and a director as well as a member of the audit committee of Holcim Philippines, Inc (a company listed on the Philippine Stock Exchange, stock code: HLCM) since September 2020. She has been a Director of the Company since September 2020.

As at the Latest Practicable Date, saved as disclosed above, Ms. Tan Then Hwee:

(1) did not hold any other position in the Group, nor has other major appointments and professional qualifications;

(2) did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date;

(3) had no relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and

(4) had no interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company will enter into a letter of appointment with Ms. Tan Then Hwee confirming her appointment for a term of three years with effect from the date of as approved by the Shareholders until the current term of the Board expires, if so appointed, as a non-executive Director. Either party has the right to give not less than three months' written notice to terminate the agreement. Ms. Tan Then Hwee will receive director allowance of RMB216 thousand per annum before tax during her term of office from the Company (determined by considering her performance duty in the growth of the Company, her work experience and professional competence).

Save as disclosed above, there are no other matters in relation to the nomination and proposed appointment of Ms. Tan Then Hwee as a non-executive Director that needs to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules (especially under subparagraphs (h) to (v) thereof).

. (independent non-executive Director)

Mr. Wong Kun Kau, born in 1960, graduated from the University of Hong Kong with a bachelor's degree in social science. Mr. Wong Kun Kau has over 28 years of experience in investment banking and corporate finance. He is the founder and has served as a director of Bull Capital Partners Ltd. which is incorporated in the Cayman Islands since July 2007. Before founding Bull Capital Partners Ltd., he worked as the head of BNP Paribas Capital (Asia Pacific) Limited of Investment Banking — Asia. Before that, he worked with Wardley Investment Services Ltd., Bank America Trust Co., (HK) Ltd., Nomura International (HK) Ltd., and Samuel Montagu & Co., Ltd. He has been an independent non-executive director of REF Holdings Limited (a company listed on HKEx, stock code: 1631) since August 2015. He has been an Independent Director of the Company since April 2021.

As at the Latest Practicable Date, saved as disclosed above, Mr. Wong Kun Kau:

(1) did not hold any other position in the Group, nor has other major appointments and professional qualifications;

(2) did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date;

(3) had no relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and

(4) had no interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company will enter into a letter of appointment with Mr. Wong Kun Kau confirming his appointment for a term of three years with effect from the date of as approved by the Shareholders until the current term of the Board expires, if so appointed, as an independent non-executive Director. Either party has the right to give not less than three months' written notice to terminate the agreement. Mr. Wong Kun Kau will receive director allowance of RMB360 thousand per annum before tax during his term of office

of RMB360 thousand per annum before tax during his term of office from the Company (determined by considering his performance duty in the growth of the Company, his work experience and professional competence).

Save as disclosed above, there are no other matters in relation to the nomination and proposed appointment of Mr. Zhang Jiping as an independent non-executive Director that needs to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules (especially under subparagraphs (h) to (v) thereof).

. (independent non-executive Director)

Mr. Jiang Hong, born in March 1970, obtained bachelor's degree in finance in economics from Finance and Economics Department of Xiamen University, a certified public accountant in the PRC, currently working as an off-campus instructor for graduate students at Shanghai University of Finance and Economics. He used to be a representative of the 15th Shanghai People's Congress and a member of the 12th Standing Committee of the Jing'an District CPPCC. From August 1992 to June 2006, he worked with the MOF Commissioners Office in Shanghai. From June 2000 to October 2015, he worked as chief financial officer, chief taxation officer, and chief governmental affairs officer at Philips (China) Investment Co., Ltd. From October 2015 to December 2021, he has been serving as the vice chairman of Shanghai Intellects Association Foreign Business Branch, chairman of Jing'an District Intellects Association, and in charge of O2Change startup incubator and incubation funds jointly created by over ten multinational corporations. He has been an independent director of Wonders Information Co., Ltd. since July 2023. He has been an independent director of the Company since April 2021.

As at the Latest Practicable Date, saved as disclosed above, Mr. Jiang Hong:

(1) did not hold any other position in the Group, nor has other major appointments and professional qualifications;

(2) did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date;

(3) had no relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and

(4) had no interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company will enter into a letter of appointment with Mr. Jiang Hong confirming his appointment for a term of three years with effect from the date of as approved by the Shareholders until the current term of the Board expires, if so appointed, as an independent non-executive Director. Either party has the right to give not less than three months' written notice to terminate the agreement. Mr. Jiang Hong will receive director allowance of

RMB360 thousand per annum before tax during his term of office from the Company (determined by considering his performance duty in the growth of the Company, his work experience and professional competence).

Save as disclosed above, there are no other matters in relation to the nomination and proposed appointment of Mr. Jiang Hong as an independent non-executive Director that needs to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules (especially under subparagraphs (h) to (v) thereof).

. (Shareholder Supervisor)

Mr. Ming Jinhua, born in September 1972, MBA, Accountant, senior economist. He graduated from Hubei Engineering Institute with a bachelor's degree majoring in machinery manufacturing in July 1994. He graduated from the Huazhong University of Science and Technology with a master's degree of business administration in June 2003. From August 1994 to June 1998, he served as a loan officer of Huangshi Branch, Bank of China. From June 1998 to October 2006, he served as a member, senior staff member, director, and deputy director of the Second Office of Discipline Inspection and Supervision Division of Supervision Bureau of Huangshi Municipal Commission for Discipline Inspection. From October 2006 to September 2010, he served as a member of the party group of Tieshan District Government and deputy head of Tieshan District, Huangshi City. From September 2010 to September 2011, he served as a member of the party group and deputy director of Huangshi Commerce Bureau (Investment Promotion Bureau). From September 2011 to February 2014, he served as the Standing Committee member and Secretary to the CommissionsI0.shr Diclshi6-3.5(1)3.3(e)-358.8(I)-.2(n)-3.9(s)-.2(pec)-5.1(t)-.4(ion)-5onCaMs
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The Company will enter into a letter of appointment with Mr. Ming Jinhua confirming his appointment for a term of three years with effect from the date of as approved by the Shareholders until the current term of the Board of Supervisors expires, if so appointed, as a shareholder supervisor. Either party has the right to give not less than three months' written notice to terminate the agreement. Mr. Ming Jinhua will receive basic remuneration of RMB1,412.2 thousand per annum before tax during his term of office from the Company, the annual remuneration shall be determined according to the Company's operating performance, job responsibilities, work performance, market environment and other factors.

Save as disclosed above, there are no other matters in relation to the nomination and proposed appointment of Mr. Ming Jinhua as Supervisor that needs to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules (especially under subparagraphs (h) to (v) thereof).

. (Shareholder Supervisor)

Mr. Zhang Lin, born in September 1972, MBA, registered certified public accountant. He graduated from Hangzhou Business School, Zhejiang Business Administration University, with a bachelor's degree majoring in accounting in June 1995; graduated from Huazhong University of Science and Technology, with a master's degree in business administration, majoring in business administration in December 2002. He joined the Company in July 1995, he has served as the Company's accountant, chief of plan and finance department of Xiantao Company and Yichang, financial manager of Zhaotong Company, member of HARP project, vice manager of ERP Department, head of internal control department, financial director of overseas division, chief of internal audit and internal control department, and director of internal audit. He served as a Supervisor from April 2012 to April 2015. He became a (Assistant Vice President) Director of the internal audit and internal control department of the Company in August 2019. He was appointed as Supervisor in March 2017.

As at the Latest Practicable Date, saved as disclosed above, Mr. Zhang Lin:

(1) did not hold any other position in the Group, nor has other major appointments and professional qualifications;

(2) did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date;

(3) had no relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and

(4) held 11,600 A Shares and 188,400 H Shares in the Company.

The Company will enter into a letter of appointment with Mr. Zhang Lin confirming his appointment for a term of three years with effect from the date of as approved by the Shareholders until the current term of the Board of Supervisors expires, if so appointed, as a shareholder supervisor. Either party has the right to give not less than three months' written notice to terminate the agreement. Mr. Zhang Lin will receive basic remuneration of RMB892.8 thousand per annum before tax during his term of office from the Company, the annual remuneration shall be determined according to the Company's operating performance, job responsibilities, work performance, market environment and other factors.

Save as disclosed above, there are no other matters in relation to the nomination and proposed appointment of Mr. Zhang Lin as Supervisor that needs to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules (especially under subparagraphs (h) to (v) thereof).

. (Shareholder Supervisor)

Mr. Liu Sheng, born in Novemb3.4(pu3.9(in)-271.1973ng,)-274.5(r)]TJ22017720Tc[chelob3.4(pu3.d)2

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The Company will enter into a letter of appointment with Mr. Liu Sheng confirming his appointment for a term of three years with effect from the date of as approved by the Shareholders until the current term of the Board of Supervisors expires, if so appointed, as a shareholder supervisor. Either party has the right to give not less than three months' written notice to terminate the agreement. Mr. Liu Sheng will receive basic remuneration of RMB456 thousand per annum before tax during his term of office from the Company, the annual remuneration shall be determined according to the Company's operating performance, job responsibilities, work performance, market environment and other factors.

Save as disclosed above, there are no other matters in relation to the nomination and proposed appointment of Mr. Liu Sheng as Supervisor that needs to be brought to the



HUA XIN 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: 1155)

9. To consider and approve the Proposal on re-election of the Directors:

   (a) To re-elect and appoint Mr. Xu Yongmo as a non-executive Director

   (b) To re-elect and appoint Mr. Li Yeqing as an executive Director

   (c) To re-elect and appoint Mr. Liu Fengshan as an executive Director

   (d) To re-elect and appoint Mr. Martin Kriegner as a non-executive Director

   (e) To re-elect and appoint Mr. Lo Chi Kong as a non-executive Director

   (f) To re-elect and appoint Ms. Tan Then Hwee as a non-executive Director

   (g) To re-elect and appoint Mr. Wong Kun Kau as an independent non-executive Director

   (h) To re-elect and appoint Mr. Zhang Jiping as an independent non-executive Director

   (i) To re-elect and appoint Mr. Jiang Hong as an independent non-executive Director

10. To consider and approve the Proposal on electing and appointing members of the Eleventh Board of Supervisors

   (a) To elect and appoint Mr. Ming Jinhua as a Shareholder Supervisor

   (b) To elect and appoint Mr. Zhang Lin as a Shareholder Supervisor

   (c) To elect and appoint Mr. Liu Sheng as a Shareholder Supervisor

By Order of the Board of Directors
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Chairman

Wuhan City, Hubei Province, China
26 April 2024

1. A

To determine the name list of H-share holders eligible to attend the AGM, the Company will close registration for H Share transfers from Wednesday, 16 May 2024 to Thursday, 21 May 2024 (both days inclusive). In order to be eligible to attend and vote at the AGM, all share transfer documents together with the relevant share certificates must reach the Company's H-share registrar in Hong Kong, namely Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, before 4:30 p.m. on Tuesday, 14 May 2024.

The Company will announce separately on the website of the SSE on the details of A-share holders' eligibility to attend the AGM.

. A

The Board of Directors proposes to distribute cash dividend of RMB0.53 (tax inclusive) per share to all Shareholders in a total amount of RMB1,101,867,694 for the year ended 31 December 2023. The dividend distribution plan will be submitted to the AGM for consideration. If the proposal is approved at the AGM, the Company will distribute cash dividends within two months after the conclusion of the AGM in accordance with the Articles of Association. According to the current work plan, it is expected that the Company will distribute dividends to the eligible Shareholders on or before Friday, 19 July 2024. In case of any changes to the aforementioned estimated date for dividend distribution, the Company will make an announcement in a timely manner. Regarding other specific matters concerning the distribution of dividends, the Company will also make further announcements in due course.

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application is justified upon verification, the competent tax authority shall refund the difference between the tax paid and the tax payable calculated at the tax rate under the tax agreement (arrangement).

According to the Circular on Some Policy Questions Concerning Individual Income Tax (CSZ [1994] No. 020) issued by the Ministry of Finance and the State Administration of Taxation on 13 May 1994, overseas individuals are exempted from the individual income tax for the dividends and bonuses received from foreign-invested enterprises. When dist

- for dividends received by mainland enterprise investors from investing in the Company's H shares through the shanghai-Hong Kong Stock Connect, the Company does not withhold tax on dividends, and the tax payable shall be declared and paid by such enterprises on their own.

In accordance with the Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (CS [2016] No. 127) implemented on 5 December 2016,

- for dividends received by mainland indi

authorized person. If the proxy form is signed by an agent authorized by the shareholder, the authorization or other document authorizing the signing must be notarized.

In order to be valid, for H-share holders, the proxy form together with a notarized authorization or other authorization documents (if any) must be delivered, by hand delivery or post, no later than 24 hours before the AGM or any adjournment thereof (in the case of the AGM, it shall be delivered before 2:00 p.m. on Monday, 20 May 2024 to the Company's H-share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

A shareholder who has filled in and submitted the proxy form may at that time attend and vote in person at the AGM or any adjournment thereof as he/she wishes.

. A

Shareholders or their proxies shall present their identification documents when attending the AGM. If the shareholder present at the meeting is a corporation, its legal representative, director or other person authorized by a decision-making body shall present a copy of the resolution of the Board of Directors or other decision-making body appointing such person to attend the AGM.

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Pursuant to Rule 13.39 (4) of the Listing Rules, any vote of shareholders at the AGM must be taken by poll. Accordingly, the Chairman of the AGM shall, in accordance with the powers conferred by the Articles of the Association, require a vote by poll on all resolutions presented at the AGM.

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(1) The AGM is expected to take no more than half a day. Shareholders of the Company who attend the AGM shall bear their own traveling and accommodation expenses.

(2) Contact information of the Company:

Address:	Block B, Huaxin Building, No. 426 Gaoxin Avenue, East Lake High-tech Development Zone, Wuhan City, Hubei Province, China
Postal code:	430074
Tel.:	(86) 27 8777 3898
Fax:	(86) 27 8777 3992
Contact person:	Mr. Ye Jiaxing (Secretary to the Board of Directors), Ms. Wang Xiaoqiong (Securities Affairs Representative)

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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.