If you are in any doubt ,

, , ,

.

If you have sold or transferred ., .*,

( )

( ), ,

( ) ( ).

, ,

.

TABLE OF CONTENTS

Definitions 1

Letter from the Board of Directors 4

Appendix I: — 2026 H Share Award Scheme (Draft) 10

Notice of the First Extraordinary General Meeting in 2026 36

( )

1.00

,

- ( )

-

,

25 2026,

(

,

)

/

,

,

6

( )

1.00 ,

( ) , -
-

., .*,
,

(6655) (
600 01),

.



HUAXIN BUILDING MATERIALS GROUP CO., LTD.*

華新建材集團股份有限公司

(incorporated in the People's Republic of China with limited liability)

(Stock Code: 6655)

PROPOSED ADOPTION OF THE 2026 H SHARE AWARD SCHEME
PROPOSED AUTHORISATION TO THE BOARD OF DIRECTORS TO HANDLE MATTERS RELATING TO THE 2026 H SHARE AWARD SCHEME
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2026

1. INTRODUCTION

, 17 2026 2 00 . . 2/ , ,
, . 426 , - , ,
, .

.

* , , ,

2. MATTERS TO BE DEALT WITH AT THE EGM

(1) 2026

(2)
2026

3. PROPOSED ADOPTION OF THE 2026 H SHARE AWARD SCHEME

’ -
’ ’
’ ’

.

( )
. ( ) .
,
.

4. PROPOSED AUTHORISATION TO THE BOARD OF DIRECTORS TO HANDLE MATTERS RELATING TO THE 2026 H SHARE AWARD SCHEME

2026
,
,

(1)
,

(2)
( )
(Scheme Rules) ,
, , , ,

(3) /
,

(4)
,
,
,

(5) , ,
,

(6)

(13) , , , ,
,
, ,
,
,

(14)

(15)
, ,
, , ,
,
,

(16) ,
,

.

, , ,
, , ,
,
,
.

5. EXTRAORDINARY GENERAL MEETING

, 17 2026 2 00 . .
2/ , , , . 426 , -
, , , , , ,
, 36 3
.

.
,

. -
, -
,
, 17/ , , 16 ,

2026 ( ) ., .*

1. DEFINITIONS AND INTERPRETATION

1.1 , ,

(

, , ,

, ,

)

,

-
,
,
-

/

,

,

,

-

15.1

,

,

,

6

-

-

(

)

.12

(,

)

( )

.

.2

1.2 ,

( )

( )

( )

,

( ) ,

,

- ,

(

), , - (

) ,

, , , ,

,

( ) ,

,

( )

( ) ,

( )

( )

.

1.3

, .

2. PURPOSE OF THE SCHEME

2.1

( ) ,

, -

, , , -

( ) ,

, -

, - - ,

, , ,

.

3. CONDITIONS

3.1

,

.

4. DURATION

4.1 .6 20,

3

.

, .

.

5. ADMINISTRATION

5.1

( ) , ,

.

/

( ) , ,

.

.

/

( )
,
,

( )

( )

( ) , ,

( )

( )
14

( )

( ) , , , ,

( ) , , , ,
,
.

5.6 ,

,
.
( )
(
) ,
,
, , .

5.7 ,
,
, , .

6. SELECTION OF SELECTED PARTICIPANTS

6.1
, 6.3 ,

.

6.2
, ,
,
, , ,

,

(

).

( )

12

( )

12

( )

( )

, ,

.

6.3 6.1 6.2,

,

, , (

)

( )

( ) ,

, ,

( )

, ,

( )

20

( ) (

)

13.0 (2)( )

(Inside Information Provisions

),

, ,

( ) 60 ,
, ( )

.2
- , ,
, ,
-
, .

.3
.

.4
- , ( ) (
) ,
, , , ( )
6.3( ) ( ) .

,
,
.

9. VESTING OF AWARD

.1 ,
, , ,
.

.2
, (Vesting Period)

Vesting Period:
36- ,
100% . ,
, , ,
.

.3 ,
-
.3
, .

) -

-

.

Assessment Indicators	Weighting	Threshold	Target	Challenge
	50%	60	75	0
202 2025	50%	3%	5%	7%

1: ( ) (+
)/ ,
1
202 2 202
1 2025 2
2026
1 2026 31 202
.

2:
6 +
6 ,
65% 35%, .
(
) ,

( ),
12 .

3: (± - ,
± - -
)/ .

- ~(
6),

Scoring Criteria for Each Indicator	Assessment Indicator Score
	0
	25
	25 + ( )/ ( ) 6 (50 25)
	50
	50 + ( )/( ) 6 (100 50)
≥	100

-

- /100.

)

,

.

,

,

-

.7 ,

( )

,

( ) ,

, ,

,

-

.

. .12

,

,

, ,

.

.

,

. ,

(

),

( )

(

,

)

( ) , ,

, /

( ) ,

,

,

/

( )

,

,

.

(

)

.

10. CHANGE OF CIRCUMSTANCES PERTAINING TO THE SELECTED PARTICIPANTS

10.1 /

,

,

. ,

( ) / /

( ) , ,

( ) /

( )

( ) /

,

, .

,

.

10.2 /

, ,

,

.

10.3

6.2

, ,

.

10.4 ,

, / ,

,

.

10.5

- ,

,

.

.

10.6 10.11 12.1( ) ,

- ,

, .

.

10.7 10.11 12.1( ) ,
- - ,
,
.

10.
,
,
.
,
,
.

10.
,
, .
.

10.10
10.1 10. ,

10.13( ) ,

-

10.13( ) .

11. TRANSFERABILITY AND OTHER RIGHTS OF AWARD SHARES

11.1

.

, , , , ,

, .

11.2 11.1

, .

.

12. INTEREST IN THE ASSETS OF THE TRUST

12.1

( ) 14

,

( )

,

( )

( )

10.11, ,

( )

, , , , .

13. RESTRICTIVE COVENANTS

13.1 , 13 .

13.2 , / , , , (/), , / , , ,

14. TAKEOVER, RIGHTS ISSUE, OPEN OFFER, SCRIP DIVIDEND SCHEME, ETC.

Change of control

14.1 ,
, ,
,
- ,
.
14.1,
,
- .

Open offer and rights issue

14.2 ,
. ,
( ).
,
.

Bonus warrants

14.3
, ,
,
.

Scrip dividend

14.4 ,
, .

Capitalization Issue, Consolidation, Subdivision, Bonus Issue and Other Distribution

14.5 , , ,
. ( )

.

14.6

( ),

,

.

14.7 - ,

.

-

.

14. - -

,

,

.

Voluntary winding-up

14. - (

, ,)

,

.

Compromise or arrangement

14.10

,

,

,

.

15. SCHEME LIMIT

15.1

), ,
, -
, / ( ).

1 .4 ,
17 .

19. CANCELLATION OF AWARDS

1 .1 , ,
,
.

1 .2
, ,
,

.

20. TERMINATION

20.1 4,

( ) ,

,

( )

,
20.1( )

.

20.2 , , (
)
/ / (
, ,),
-
( ). ,

,

.

21. MISCELLANEOUS

21.1

,

/

/

21.7
17 .

21. , ,
,
(
),
.
/ , ,
/
.

21. ,
.

21.10
, .

21.11 , ,
,
, -
, , ,
( )
( ) ,
, , -
( )
,
,
( )
, ,
( )
, /
,
,
, .



HUAXIN BUILDING MATERIALS GROUP CO., LTD.*

華新建材集團股份有限公司

(Incorporated in the People's Republic of China with limited liability)

(Stock Code: 6655)

Notice of the First Extraordinary General Meeting in 2026

Notice is hereby given that the first extraordinary general meeting in 2026 (the "EGM") of HUAXIN BUILDING MATERIALS GROUP CO., LTD.* (the "Company") will be held at 2:00 p.m. on Tuesday, 17 February 2026 at Conference Room 426, 4th Floor, Building 2/, No. 1 Yard, Gaojing Park, Chaoyang District, Beijing, the People's Republic of China, for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise specified, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 26 January 2026.

Special Resolutions

1. To consider and approve the Proposal on the Provision of Guarantees for Subsidiaries in 2026

2. To consider and approve the Proposal on the Provision of Guarantees for Subsidiaries in 2026.

By order of the Board of Directors
HUAXIN BUILDING MATERIALS GROUP CO., LTD.*
Xu Yongmo
Chairman

Beijing, the People's Republic of China
26 January 2026

* For identification purposes only

Notes:

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

-

, 13 2026

. -

,

, 17/ ,

, 16 , , 4 30 . . , 13

2026.

- ,

.

2. Proxy appointment

.

(

) / .

/

. ,

/

.

,

.

, - ,

( ) ,