
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt 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.

If you have sold or transferred all your shares in **Huaxin Cement Co., Ltd.**, you should at once hand this circular together with the accompanying proxy form and reply slip to the purchaser(s) or transferee(s), or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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HUAXIN CEMENT CO., LTD.*

華新水泥股份有限公司

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

(Stock Code: 6655)

**PROPOSED APPOINTMENT OF MR. MARTIN KREIGNER
AS A NON-EXECUTIVE DIRECTOR
OF THE TENTH BOARD OF DIRECTORS OF THE COMPANY,
PROPOSED APPOINTMENT OF ERNST & YOUNG HUA MING
LLP (SPECIAL GENERAL PARTNERSHIP)
AS THE AUDITOR FOR FINANCIAL AUDIT
AND INTERNAL CONTROL AUDIT OF THE COMPANY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022
AND TO AUTHORIZE THE BOARD OF DIRECTORS
TO FIX ITS REMUNERATION,
AND
NOTICE ON THE FIRST EXTRAORDINARY
GENERAL MEETING IN 2023**

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed "Definitions" of this circular.

The notice convening the first Extraordinary General Meeting of the Company (the "EGM") in 2023 to be held at the Company's conference room on 2F, Block B, Huaxin Building, No. 426 Gaoxin Avenue, Donghu New Technology Development Zone, Wuhan City, Hubei Province, China on Monday, 9 January 2023 at 2:00 p.m. is set out on pages 8 to 10 of this circular.

A proxy form for use in connection with the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to read the notice and to complete and return the enclosed proxy form as soon as possible in accordance with the instructions printed thereon. H-share holders must return the proxy form or other authorized documents 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 by hand or by post 24 hours before the time designated for holding the EGM or any adjournment thereof in any event; otherwise, it will be deemed invalid. For the EGM, the proxy form shall be returned before 2:00 p.m. on Friday, 6 January 2023. The completion and submission of the proxy form shall not preclude you from attending and voting at the EGM in person or its adjournment (as the case may be) if you so wish.

References to dates and times in this circular are to Hong Kong dates and times.

* For identification only

23 December 2022

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DEFINITIONS

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
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
China	means	the People's Republic of China, excluding Hong Kong, Macao Special Administrative Region and Taiwan for the purpose of this circular only
CSRC	means	China Securities Regulatory Commission
Director(s)	means	directors of the Company
Extraordinary General Meeting or EGM	means	first Extraordinary General Meeting in 2023 to be held on Monday, 9 January 2023 at 2:00 p.m. at the Company's conference room on 2F, Block B, Huaxin Building, No. 426 Gaoxin Avenue, Donghu New Technology Development Zone, Wuhan City, Hubei Province, China, to consider, and if appropriate, the resolutions contained in the notice of the meeting, which is set out on pages 8 to 10 of this circular
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
HKEx	means	The Stock Exchange of Hong Kong Limited
Hong Kong	means	Hong Kong Special Administrative Region of the People's Republic of China
Latest Practicable Date	means	20 December 2022, the latest practicable date for the determination of certain information contained in this circular

DEFINITIONS

Listing Rules	means	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
RMB	means	Renminbi, the lawful currency of China
Share(s)	means	shares of the Company with a par value of RMB1.00 each, including A shares and H shares
Shareholder(s)	means	shareholders of the Company, including A-share holders and H-share holders
SSE	means	Shanghai Stock Exchange
The Company or Company	means	Huaxin Cement Co., Ltd. (stock code: 6655), a joint stock limited company incorporated in China, whose H shares and A shares have been listed on the main board of the HKEx and the SSE, respectively



HUAXIN CEMENT CO., LTD.*

華新水泥股份有限公司

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

(Stock Code: 6655)

Executive directors:

Mr. Li Yeqing (*President*)

Mr. Liu Fengshan (*Vice president*)

Non-executive directors:

Mr. Xu Yongmo (*Chairman*)

Mr. Lo Chi Kong

Ms. Tan Then Hwee

Independent non-executive directors:

Mr. Wong Kun Kau

Mr. Zhang Jiping

Mr. Jiang Hong

*Headquarters and principal place
of business in China:*

Block B, Huaxin Building,
No. 426 Gaoxin Avenue,
Donghu New Technology
Development Zone,
Wuhan City,
Hubei Province

Principal place

of business in Hong Kong:
5/F, Manulife Place,
348 Kwun Tong Road,
Kowloon,
Hong Kong

To whom it may concern,

**PROPOSED APPOINTMENT OF MR. MARTIN KREIGNER
AS A NON-EXECUTIVE DIRECTOR
OF THE TENTH BOARD OF DIRECTORS OF THE COMPANY,
PROPOSED APPOINTMENT OF ERNST & YOUNG HUA MING
LLP (SPECIAL GENERAL PARTNERSHIP)
AS THE AUDITOR FOR FINANCIAL AUDIT
AND INTERNAL CONTROL AUDIT OF THE COMPANY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022
AND TO AUTHORIZE THE BOARD OF DIRECTORS
TO FIX ITS REMUNERATION,
AND
NOTICE ON THE FIRST EXTRAORDINARY
GENERAL MEETING IN 2023**

* *For identification only*

LETTER FROM THE BOARD OF DIRECTORS

1. INTRODUCTION

On behalf of the Board of Directors, I would like to invite you to attend the Extraordinary General Meeting of the Company to be held on Monday, 9 January 2023 at 2:00 p.m. at the Company's conference room on 2F, Block B, Huaxin Building, No. 426 Gaoxin Avenue, Donghu New Technology Development Zone, Wuhan City, Hubei Province, China.

The purpose of this circular is to send you notice on the EGM 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 EGM.

2. AFFAIRS TO BE DEALT WITH AT THE EGM

The resolutions that the Company will propose at the EGM for the Shareholders' consideration and approval are:

- (1) the appointment of Mr. Martin Kreigner as a non-executive director of the Tenth Board of Directors of the Company; and
- (2) the appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the auditor for financial audit and internal control audit of the Company for the financial year ended 31 December 2022 and to authorize the Board of Directors to fix its remuneration.

3. PROPOSED APPOINTMENT OF MR. MARTIN KREIGNER AS A NON-EXECUTIVE DIRECTOR OF THE TENTH BOARD OF DIRECTORS OF THE COMPANY

Reference is made to the announcement of the Company dated 12 December 2022 whereby the Board of Directors announced the resignation of Ms. Geraldine Picaud. Reference is also made to the announcement of the Company dated 23 December 2022 in relation to the nomination of Mr. Martin Kreigner as a Director.

Ms. Geraldine Picaud resigned as a Director of the Board on 9 December 2022, after due consideration with reference to the Articles of Association of the Company, the Board of Directors nominated Mr. Martin Kreigner as a non-executive Director of the Tenth Board of Directors, subject to the approval of the Shareholders at the EGM, with the same terms as the Board of Directors.

The biography of Mr. Martin Kreigner and other necessary information is set out in Appendix I of this circular.

LETTER FROM THE BOARD OF DIRECTORS

4. PROPOSED APPOINTMENT OF ERNST & YOUNG HUA MING LLP (SPECIAL GENERAL PARTNERSHIP) AS THE AUDITOR FOR FINANCIAL AUDIT AND INTERNAL CONTROL AUDIT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 AND TO AUTHORIZE THE BOARD OF DIRECTORS TO FIX ITS REMUNERATION

Reference is made to the announcement of the Company dated 23 December 2022 whereby the Board of Directors announced the resignation of Deloitte Touche Tohmatsu Certified Public Accountants LLP (“**Deloitte Touche Tohmatsu**”) and the proposed appointment of Ernst & Young Hua Ming LLP (Special General Partnership) (“**Ernst & Young Hua Ming**”).

Having considered the professional competence, investor protection, independence and integrity, the Board of Directors with the recommendation of the Audit Committee proposed to appoint Ernst & Young Hua Ming as the new auditor for financial audit and internal control audit of the Company for the financial year ended 31 December 2022 to fill the casual vacancy following the resignation of Deloitte Touche Tohmatsu and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval of the Shareholders at the EGM.

Further, the Board of Directors seek the Shareholders’ authorization to fix the remuneration of Ernst & Young Hua Ming for providing audit services for the Company in 2022.

5. EXTRAORDINARY GENERAL MEETING

The EGM will be held on Monday, 9 January 2023 at 2:00 p.m. at the Company’s conference room on 2F, Block B, Huaxin Building, No. 426 Gaoxin Avenue, Donghu New Technology Development Zone, Wuhan City, Hubei Province, China to consider and approve the proposed appointment of Mr. Martin Kreigner as a non-executive Director of the Tenth Board of Directors of the Company and proposed appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the auditor for financial audit and internal control audit of the Company for the financial year ended 31 December 2022 and to authorize the Board of Directors to fix its remuneration. The EGM Notice is set out on pages 8 to 10 of this circular.

A proxy form of the EGM is enclosed herewith. Whether or not you are able to attend the EGM in person, you are requested to read the notice and to complete and return the enclosed proxy form as soon as possible in accordance with the instructions printed thereon. H-share holders must return the proxy form or other authorized documents 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 by hand or by post 24 hours before the time designated for holding the EGM or any adjournment thereof in any event; otherwise, it will be deemed invalid. For the EGM, the proxy form shall be returned before 2:00 p.m. on Friday, 6 January 2023. The completion and submission of the proxy form shall not preclude you from attending and voting at the EGM in person or its adjournment (as the case may be) if you so wish.

LETTER FROM THE BOARD OF DIRECTORS

6. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, the resolutions put to the vote at the EGM will be taken by way of poll. After the EGM, an announcement regarding the voting results will be published on the Company's website at <https://www.huaxincem.com> and the website of the HKEx at <http://www.hkexnews.hk>.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Shareholders are required to abstain from voting on the resolution proposed to be approved at the EGM.

7. RECOMMENDATION

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 EGM 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 EGM.

Yours faithfully
For perusal by shareholders
By order of the Board of Directors
Huaxin Cement Co., Ltd.
Xu Yongmo
Chairman

Wuhan City, Hubei Province, China
23 December 2022

The biography of Mr. Martain Kriegner, the proposed non-executive Director to be elected and appointed by the Shareholders at the Extraordinary General Meeting, is set out below:

Mr. Martin Kriegner, male, born in September 1961, graduated from the University of Vienna with a Doctorate in Law and he obtained a Master of Business Administration at the Vienna University of Economics and Business. He joined the Holcim Group in 1990 and became the Chief Executive Officer of the Austrian operations in 1998. He served as the Chief Executive Officer of India operations in 2002 and later served as the Regional President Cement for Asia. In 2012, he was appointed as the Chief Executive Officer of Lafarge India for Cement, RMX and Aggregates. In July 2015, he became the Area Manager Central Europe and was appointed as the Head of India in 2016. He serves as the Region Head for Asia, Middle East & Africa and a member of Holcim's Group Executive Committee since 2016, and he served as a director of the Company from April 2017 to April 2018.

Mr. Martin Kriegner is a member of the board of directors of LafargeHolcim Bangladesh Limited listed on the Chittagong Stock Exchange (trading code: LHBL) and the Dhaka Stock Exchange in Bangladesh (trading code: LHBL), Holcim Philippines, Inc. listed on the Philippine Stock Exchange (stock code: HLCM) and LafargeHolcim Maroc S.A. listed on the Casablanca Stock Exchange in Morocco (ticker: LHM). Mr. Martin Kriegner is also a director of ACC Limited listed on the National Stock Exchange of India (scrip code: ACC) and the BSE in India (stock code: ACC) and Ambuja Cements Limited listed on the National Stock Exchange of India (scrip code: AMBUJACEM) and the BSE in India (stock code: ACC).

As at the Latest Practicable Date, saved as disclosed above, Mr. Martin Kriegner:

- (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 issue letter of appointment to Mr. Martin Kriegner confirming his appointment, if so appointed, as a non-executive Director. Mr. Martin Kriegner will receive remuneration during his term of office from the Company.

Save as disclosed above, there are no other matters in relation to the nomination and proposed appointment of Mr. Martin Kriegner 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).



HUAXIN CEMENT CO., LTD.*

華新水泥股份有限公司

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

(Stock Code: 6655)

Notice on the First Extraordinary General Meeting in 2023

Notice is hereby given that the first Extraordinary General Meeting in 2023 of Huaxin Cement Co., Ltd. (the “**Company**”) will be held on Monday, 9 January 2023 at 2:00 p.m. at the Company’s Conference Room on 2F, Block B, Huaxin Building, No. 426 Gaoxin Avenue, Donghu New Technology Development Zone, Wuhan City, Hubei Province, China for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise stated, terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 23 December 2022.

Ordinary Resolutions

1. To consider and approve the appointment of Mr. Martin Kreigner as a non-executive director of the Tenth Board of Directors of the Company; and
2. To consider and approve the appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the auditor for financial audit and internal control audit of the Company for the financial year ended 31 December 2022 and to authorize the Board of Directors to fix its remuneration.

By Order of the Board of Directors
Huaxin Cement Co., Ltd.
Xu Yongmo
Chairman

Wuhan City, Hubei Province, China
23 December 2022

* For identification only

NOTICE ON THE FIRST EXTRAORDINARY GENERAL MEETING IN 2023

Notes:

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

H-share holders of the Company whose names appear on the H Share register of members of the Company at the close of business on Tuesday, 3 January 2023 are entitled to attend and vote at the EGM. H-share holders who wish to attend the EGM but have not registered their share transfer documents shall lodge their transfer documents together with the relevant share certificates at 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, 3 January 2022.

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

2. Proxy appointment

The proxy form for the resolution as set out in the Circular of the EGM will be sent to shareholders on the same day. A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies (A proxy may not be a shareholder of the Company) to attend and vote in his/her stead. The instrument appointing a proxy must be in writing under the hand of the shareholder or of his/her agent duly authorized in writing. If the shareholder is a legal person, the proxy form must be either under the seal of the legal person or under the hand of his/her legal representative or director or duly 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 EGM or any adjournment thereof (in the case of the EGM, it shall be delivered before 2:00 p.m. on 6 January 2023 (Friday) 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 EGM or any adjournment thereof as he/she wishes.

3. Procedures of registration for attending the EGM

Shareholders or their proxies shall present their identification documents when attending the EGM. If the shareholder present at the meeting is a legal person, his/her 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 EGM.

NOTICE ON THE FIRST EXTRAORDINARY GENERAL MEETING IN 2023

4. Voting by poll

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

5. Miscellaneous

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

(2) Contact information of the Company:

Address:	Block B, Huaxin Building, No. 426 Gaoxin Avenue, Donghu New Technology Development Zone, Wuhan City, Hubei Province, China
Postal code:	430073
Tel.:	(86) 27 8777 3898
Fax:	(86) 27 8777 3992
Contact person:	Mr. Ye Jiaying (Secretary to the Board of Directors), Ms. Wang Lu (Securities Affairs Representative)

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. 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.