

---

**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 Building Material Group., Ltd., you should at once hand this circular together with the accompanying proxy form 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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**HUAXIN BUILDING MATERIALS GROUP CO., LTD.\***

**華新建材集團股份有限公司**

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

**(Stock Code: 6655)**

**PROPOSED CANCELLATION OF THE BOARD OF SUPERVISORS AND PROPOSED  
AMENDMENTS TO CERTAIN ARTICLES OF THE ARTICLES OF ASSOCIATION**

**AND**

**NOTICE OF THE FIFTH EXTRAORDINARY GENERAL MEETING IN 2025**

---

HUAXIN BUILDING MATERIALS GROUP CO., LTD.\* (華新建材集團股份有限公司) (the "**Company**") intends to hold the Fifth Extraordinary General Meeting in 2025 of the Company (the "**EGM**") at the Conference Room on 2/F, Block B, Huaxin Building, No. 426 Gaoxin Avenue, East Lake High-tech Development Zone, Wuhan City, Hubei Province, China on Tuesday, 30 December 2025 at 2:00 p.m.. The notice of the convening of the EGM is set out on pages [15] to [17] of this circular.

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 Monday, 29 December 2025. The completion and submission of the proxy form shall not preclude you from attending and voting at the EGM its adjournment (as the case may be) in person if you so wish. If you attend and vote at the EGM or its adjournment in person, your proxy form will be deemed revoked.

*\* For identification purpose only*

9 December 2025

---

## TABLE OF CONTENTS

---

<b>Definitions</b>	2
<b>Letter from the Board of Directors</b>	4
Attachment I:Amendments to the Articles of Association and their appendices	7
Notice of the Fifth Extraordinary General Meeting in 2025	15

---

## 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- shareholder(s)	means	holders of A shares
Extraordinary General Meeting or EGM	means	the Fifth Extraordinary General Meeting in 2025 to be held on Tuesday, 30 December 2025 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
China	means	The People's Republic of China, excluding Hong Kong, Macao Special Administrative Region and Taiwan for the purpose of this circular only
Director(s)	means	directors of the Company
H share(s)	means	Foreign shares listed on the Hong Kong Stock Exchange with a nominal value of RMB1.00 per share in the Company's share capital 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
Hong Kong	means	Hong Kong Special Administrative Region of the PRC
HKEX or Hong Kong Stock Exchange	means	The Stock Exchange of Hong Kong Limited
Listing Rules	means	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
Latest Practicable Date	means	9 December 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion herein
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 BUILDING MATERIALS GROUP 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 BUILDING MATERIALS GROUP CO., LTD.\***

**華新建材集團股份有限公司**

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

**(Stock Code: 6655)**

*Executive directors:*

Mr. Li Yeqing (*President*)

Mr. Liu Fengshan (*Vice President*)

*Non-executive directors:*

Mr. Xu Yongmo (*Chairman*)

Mr. Martin Kriegner

Mr. Olivier Milhaud

Ms. Tan Then Hwee

*Headquarters and principal place of  
business in China:*

Block B, Huaxin Building,  
No. 426 Gaoxin Avenue,  
East Lake High-tech  
Development Zone, Wuhan  
City,  
Hubei Province  
China

*Independent non-executive directors:*

Mr. Wong Kun Kau

Mr. Zhang Jiping

Mr. Jiang Hong

*Principal place*

*of business in Hong Kong:*

Room 1917, 19/F, Lee Garden One,  
33 Hysan Avenue, Causeway Bay  
Hong Kong

*To whom it may concern,*

**PROPOSED CANCELLATION OF THE BOARD OF SUPERVISORS AND PROPOSED  
AMENDMENTS TO CERTAIN ARTICLES OF THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE FIFTH EXTRAORDINARY GENERAL MEETING IN 2025**

*\* For identification purpose only*

## **1. INTRODUCTION**

On behalf of the Board of Directors, I would like to invite you to attend the EGM to be held on Tuesday, 30 December 2025 at 2: 00 p.m. at the Company's conference room on 2/F, 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 provide you with the information reasonably necessary to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM.

## **2. MATTERS TO BE DEALT WITH AT THE EGM**

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

(1) Proposed Cancellation of the Board of Supervisors and Proposed Amendments to Certain Articles of the Articles of Association

## **3. PROPOSED CANCELLATION OF THE BOARD OF SUPERVISORS AND PROPOSED AMENDMENTS TO CERTAIN ARTICLES OF THE ARTICLES OF ASSOCIATION**

In accordance with the Company Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies, and the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and other laws, regulations, and normative documents, combined with the actual situation of the company, it is proposed that the Board of Supervisors be cancelled and some articles in the Articles of Association and its attachments be amended. The details are as follows:

### **I. Canceling the Board of Supervisors**

The Board of Supervisors will be cancelled, with the Board of Directors' Audit Committee assuming the responsibilities according to the Company Law of the People's Republic of China. Consequently, The Rules of Procedures of the Board of Supervisors of Huaxin Building Materials Co., Ltd. shall be repealed accordingly, and any references to the Board of Supervisors or its members in the company's regulations will no longer be applicable.

### **II. Amendments to the Articles of Association and its Attachments**

Given the cancellation of the Board of Supervisors, and in line with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies, and the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, it is proposed that the relevant articles within the Company's Articles of Association be revised and enhanced. Please refer to Appendix I for the details.

The aforementioned matters are subject to approval by a special resolution at the EGM. The Board of Directors further requests that the EGM grants authorization to the CEO Mr. Li Yeqing, and his designated representatives, to undertake all necessary procedures related to industrial and commercial registration changes and the filing of the revised articles of association. The final changes will be those confirmed by the relevant business registration authority. Prior to the EGM's approval, the current Board of Supervisors and its members will continue to perform their duties.

## **4. EXTRAORDINARY GENERAL MEETING**

The EGM will be held on Tuesday, 30 December 2025 at 2:00 p.m. at the Company's

conference room on 2F, Block B, Huaxin Building, No. 426 Gaoxin Avenue, East Lake High-Tech Development Zone, Wuhan City, Hubei Province, China, to consider, and if appropriate, pass the resolution contained in the notice of the meeting, which is set out on pages 【15】 to 【17】 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 Monday, 29 December 2025. 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. In the event that you subsequently attend and vote at the EGM or its adjournment in person, your proxy appointment shall be deemed to be revoked.

## **5. CLOSURE OF H-SHARE REGISTER**

To determine the name list of H-share holders eligible to attend the EGM, the Company will close registration for H Share transfers from Tuesday, 23 December 2025 to Tuesday, 30 December 2025 (both days inclusive). In order to be eligible to attend and vote at the EGM, 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 Monday, 22 December 2025.

## **6. VOTING BY POLL**

In accordance with Rule 13.39 (4) of the Listing Rules, all resolutions proposed at the EGM shall be voted on by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands where permitted by the Articles of Association. An announcement on the poll results will be published by the Company after the EGM on the Company's website ([www.huaxincem.com](http://www.huaxincem.com)) and the website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)) in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## **7. RECOMMENDATION**

The Board of Directors is of the opinion that the resolution to be proposed at the EGM is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board of Directors recommends the Shareholders to vote in favor of the resolution proposed at the EGM.

Yours faithfully

By order of the Board of Directors

HUAXIN BUILDING MATERIALS GROUP CO., LTD

Xu Yongmo

*Chairman*

Wuhan City, Hubei Province, China  
9 December 2025

## APPENDIX I Amendments to the Articles of Association and their appendices

### I. Amendments on the Articles of Association

All references related to “Supervisors”, “Resolutions of the Board of Supervisors Meetings”, “Rules of Procedure of the Board of Supervisors”, and “Chairman of the Board of Supervisors” in the original Articles of Association will be deleted and such parts of the Articles of Association will be amended to “Members of the Audit Committee”, “Audit Committee”, and “Convener of the Audit Committee”. Without involving other amendments, the specific changes are not listed item by item here.

No.	Original articles	Proposed to be amended as
1	Table of contents Chapter 8 Manager and Other Senior Executives Chapter 9 Board of Supervisors Section 1 Supervisors Section 2 Board of Supervisors Chapter 10 Obligations of Directors, Supervisors, Manager and Other Senior Executives of the Company	Table of contents Chapter 8 Manager and Other Senior Executives <del>Chapter 9 Board of Supervisors</del> <del>Section 1 Supervisors</del> <del>Section 2 Board of Supervisors</del> Chapter <del>9</del> 40 Obligations of Directors, <del>Supervisors</del> , Manager and Other Senior Executives of the Company
2	<b>Article 48</b> Where the Company incurs losses as a result of any directors’ and senior executives’ violation of the laws, administrative regulations or the Articles of Association in the course of performing their duties, shareholders individually or jointly holding 1% or more of the Company’s shares for no less than 180 consecutive days shall be entitled to request in writing the board of supervisors to initiate proceedings in the People’s Court. Where the Company incurs losses as a result of the board of supervisors’ violation of any provision of laws, administrative regulations or the Articles of Association in the course of performing its duties, the shareholders shall be entitled to make a request in writing to the board of directors to initiate proceedings in the People’s Court.  In the event that the board of supervisors or the board of directors refuses to initiate proceedings after receiving the written request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within 30 days from the date on which such request is received, or in	<b>Article 48</b> Where the Company incurs losses as a result of any directors <b>other than those on the Audit Committee</b> and senior executives’ violation of the laws, administrative regulations or the Articles of Association in the course of performing their duties, shareholders individually or jointly holding 1% or more of the Company’s shares for no less than 180 consecutive days shall be entitled to request in writing the <del>board of supervisors</del> <b>Audit Committee</b> to initiate proceedings in the People’s Court. Where the Company incurs losses as a result of the <del>board of supervisors’</del> <b>members of the Audit Committee’s</b> violation of any provision of laws, administrative regulations or the Articles of Association in the course of performing its duties, the <b>mentioned</b> shareholders shall be entitled to make a request in writing to the board of directors to initiate proceedings in the People’s Court.  In the event that the <del>board of supervisors</del> <b>Audit Committee</b> or the board of directors refuses to initiate proceedings after receiving the written



	<p>case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in the People's Court directly in their own names in the interest of the Company.</p> <p>Shareholders described in the first paragraph of this Article may also initiate proceedings in accordance with the abovementioned two paragraphs in the event that the Company incurs losses as a result of the lawful interests of the Company being infringed upon by any third parties.</p>	<p>request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within 30 days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in the People's Court directly in their own names in the interest of the Company.</p> <p>Shareholders described in the first paragraph of this Article may also initiate proceedings in accordance with the abovementioned two paragraphs in the event that the Company incurs losses as a result of the lawful interests of the Company being infringed upon by any third parties.</p>
3	<p><b>Article 54</b> The shareholders' meeting is the organ of authority of the Company and its functions and powers shall be exercised in accordance with law.</p> <p>I.to determine the business policies and investment plans of the Company;</p> <p>II.to elect and change the directors and supervisors assumed by non-representatives of the employees and determine the remuneration of the directors and supervisors;</p> <p>III. to examine and approve report submitted by the board of directors;</p> <p>IV. to examine and approve report submitted by the board of supervisors;</p> <p>V. to examine and approve the annual financial budget and final accounts of the Company;</p> <p>.....</p>	<p><b>Article 54</b> The shareholders' meeting is the organ of authority of the Company and its functions and powers shall be exercised in accordance with law.</p> <p>I.to determine the business policies and investment plans of the Company;</p> <p>II.to elect and change the directors <del>and supervisors</del> assumed by non-representatives of the employees and determine the remuneration of the directors <del>and supervisors</del>;</p> <p>III.to examine and approve report submitted by the board of directors;</p> <p><del>IV. to examine and approve report submitted by the board of supervisors;</del></p> <p>IV. to examine and approve the annual financial budget and final accounts of the Company;</p> <p>V. to examine and approve the profit distribution plan and the plan for making up accrued losses of the Company;</p> <p>.....</p>
4	<p><b>Article 85</b> The shareholders' meeting shall be chaired by the chairperson of the board. In the event the chairperson of the board is unable to perform his/her duties or fails to perform his/her duties, the shareholders' meeting shall be chaired by the vice chairperson. Where the vice chairperson is unable to perform his/her duties or fails to perform his/her duties, the shareholders'</p>	<p><b>Article 85</b> The shareholders' meeting shall be chaired by the chairperson of the board. In the event the chairperson of the board is unable to perform his/her duties or fails to perform his/her duties, the shareholders' meeting shall be chaired by the vice chairperson. Where the vice chairperson is unable to perform his/her duties or fails to perform his/her duties,</p>

	<p>meeting shall be chaired by a director jointly nominated by more than half of the directors.</p> <p>A shareholders' meeting convened by the board of supervisors shall be chaired by the chairperson of the board of supervisors. In the event the chairperson of the board of supervisor is unable to perform his/her duties or he/she fails to perform his/her duties, a supervisor jointly elected by more than half of the supervisors shall preside over the meeting.</p> <p>A shareholders' meeting convened by shareholders shall be chaired by the representative nominated by the convener of such meeting.</p> <p>In convening any shareholders' meeting, if the chairperson of the meeting has violated any rules of meeting such that the meeting may not proceed further, with the consent of shareholders representing more than half of the voting rights present at such meeting, the meeting may elect a person to chair the meeting so that the meeting may proceed further.</p>	<p>the shareholders' meeting shall be chaired by a director jointly nominated by more than half of the directors.</p> <p>A shareholders' meeting convened by the <del>board of supervisors</del> <b>Audit Committee</b> shall be chaired by the <del>convener of the board of supervisors</del> <b>Audit Committee</b>. In the event <del>the convener of the Audit Committee</del> is unable to perform his/her duties or he/she fails to perform his/her duties, a <del>supervisor member of the Audit Committee</del> jointly elected by more than half of the <del>supervisors members of the Audit Committee</del> shall preside over the meeting.</p> <p>A shareholders' meeting convened by shareholders shall be chaired by the <del>convener or the</del> representative nominated by the convener of such meeting.</p> <p>In convening any shareholders' meeting, if the chairperson of the meeting has violated any rules of meeting such that the meeting may not proceed further, with the consent of shareholders representing more than half of the voting rights present at such meeting, the meeting may elect a person to chair the meeting so that the meeting may proceed further.</p>
5	<p><b>Article 100</b> Lists of candidates for directors and supervisors shall be proposed to the shareholders' meeting for voting.</p> <p>Candidates for directors in each term shall be proposed by the previous board of directors. Shareholders individually or jointly holding 1% or more of the shares may propose the candidates for directors. The board of supervisors may propose the candidates for independent directors.</p> <p>Candidates for supervisors in each term shall be proposed by the previous board of supervisors. Shareholders individually or jointly holding 1% or more of the shares may propose the candidates for supervisors.</p> <p>While proposing the candidates for directors or supervisors, the board of directors or the board of supervisors shall consult with the shareholders with best efforts.</p>	<p><b>Article 100</b> Lists of candidates for directors <del>and supervisors</del> shall be proposed to the shareholders' meeting for voting.</p> <p>Candidates for directors in each term shall be proposed by the previous board of directors. Shareholders individually or jointly holding 1% or more of the shares may propose the candidates for directors. <del>The board of supervisors may propose the candidates for independent directors.</del></p> <p><del>Candidates for supervisors in each term shall be proposed by the previous board of supervisors. Shareholders individually or jointly holding 1% or more of the shares may propose the candidates for supervisors.</del></p> <p>While proposing the candidates for directors <del>or supervisors</del>, the board of directors <del>or the board of supervisors</del> shall consult with the shareholders with best efforts.</p>

	<p>The board of directors shall announce the resumes and basic information of these candidates for directors or supervisors.</p> <p>Each candidate for directors or supervisors shall make a written confirmation, expressing his/ her willingness to accept the nomination, promising to disclose his/her personal information truthfully and completely, and warranting to faithfully perform his/her duties as a director or supervisor after election.</p>	<p>The board of directors shall announce the resumes and basic information of these candidates for directors <del>or supervisors</del>.</p> <p>Each candidate for directors <del>or supervisors</del> shall make a written confirmation, expressing his/ her willingness to accept the nomination, promising to disclose his/her personal information truthfully and completely, and warranting to faithfully perform his/her duties as a director <del>or supervisor</del> after election.</p>
6	<p><b>Article 109</b> Before the relevant motion is voted on at the shareholders' meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the voting. Any shareholder who has conflict of interests in the matter under consideration and his/her proxy shall not take part in counting and scrutinizing the voting.</p> <p>There shall be lawyers, representatives of shareholders and representatives of supervisors to count and scrutinize the voting jointly when motions are voted on a shareholders' meeting. The results shall be declared at the meeting and recorded in the minutes of the meeting.</p> <p>Shareholders or their proxies, who have cast their votes by internet or other methods, shall have the right to verify their voting results in the corresponding voting system.</p>	<p><b>Article 109</b> Before the relevant motion is voted on at the shareholders' meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the voting. Any shareholder who has conflict of interests in the matter under consideration and his/her proxy shall not take part in counting and scrutinizing the voting.</p> <p>There shall be lawyers, representatives of shareholders <del>and representatives of supervisors</del> to count and scrutinize the voting jointly when motions are voted on a shareholders' meeting. The results shall be declared at the meeting and recorded in the minutes of the meeting.</p> <p>Shareholders or their proxies, who have cast their votes by internet or other methods, shall have the right to verify their voting results in the corresponding voting system.</p>
7	<p>Chapter 9 Board of Supervisors</p> <p>Section 1 Supervisors</p> <p>Article 168 to Article 176</p> <p>Section 2 Board of Supervisors</p> <p>Article 177 to Article 182</p>	<p><b>The whole chapter is to be deleted.</b></p>
8	<p><b>Article 215</b> Notice of the meeting of the board of supervisors of the Company shall be sent by personal delivery service, facsimile, or e-mail.</p>	<p><b>The article 215 is to be deleted.</b></p>

## II. Amendments to the Rules of Procedure of the Shareholders' Meetings

No.	Original articles	Proposed to be amended as
1	<p><b>Article 4</b></p> <p>The shareholders' meeting is the organ of</p>	<p><b>Article 4</b></p> <p>The shareholders' meeting is the organ of</p>

	<p>authority of the Company and its functions and powers shall be exercised in accordance with law.</p> <p>( 1 ) to determine the business policies and investment plans of the Company;</p> <p>( 2 ) to elect and change the directors and supervisors assumed by non-representatives of the employees and determine the remuneration of the directors and supervisors;</p> <p>( 3 ) to examine and approve report submitted by the board of directors;</p> <p>( 4 ) to examine and approve report submitted by the board of supervisors;</p> <p>( 5 ) to examine and approve the annual financial budget and final accounts of the Company;</p> <p>.....</p>	<p>authority of the Company and its functions and powers shall be exercised in accordance with law.</p> <p>( 1 ) to determine the business policies and investment plans of the Company;</p> <p>( 2 ) to elect and change the directors <del>and supervisors</del> assumed by non-representatives of the employees and determine the remuneration of the directors <del>and supervisors</del>;</p> <p>( 3 ) to examine and approve report submitted by the board of directors;</p> <p>( 4 ) <del>to examine and approve report submitted by the board of supervisors;</del> to examine and approve the annual financial budget and final accounts of the Company;</p> <p>.....</p>
2	<p><b>Article 32</b></p> <p>The shareholders' meeting shall be chaired by the chairperson of the board. In the event the chairperson of the board is unable to perform his/her duties or fails to perform his/her duties, the shareholders' meeting shall be chaired by the vice chairperson. Where the vice chairperson is unable to perform his/her duties or fails to perform his/her duties, the shareholders' meeting shall be chaired by a director jointly nominated by more than half of the directors.</p> <p>A shareholders' meeting convened by the board of supervisors shall be chaired by the chairperson of the board of supervisors. In the event the chairperson of the board of supervisor is unable to perform his/her duties or he/she fails to perform his/her duties, a supervisor jointly elected by more than half of the supervisors shall preside over the meeting.</p> <p>A shareholders' meeting convened by shareholders shall be chaired by the representative nominated by the convener of such meeting.</p> <p>In convening any shareholders' meeting, if the chairperson of the meeting has violated any rules of meeting such that the meeting may not proceed further, with the consent of shareholders representing more than half of the voting rights present</p>	<p><b>Article 32</b></p> <p>The shareholders' meeting shall be chaired by the chairperson of the board. In the event the chairperson of the board is unable to perform his/her duties or fails to perform his/her duties, the shareholders' meeting shall be chaired by the vice chairperson. Where the vice chairperson is unable to perform his/her duties or fails to perform his/her duties, the shareholders' meeting shall be chaired by a director jointly nominated by more than half of the directors.</p> <p>A shareholders' meeting convened by the <del>board of supervisors</del> <b>Audit Committee</b> shall be chaired by the <del>chairperson of the board of supervisors</del> <b>convener of the Audit Committee</b>. In the event the <del>chairperson of the board of supervisor</del> <b>convener of the Audit Committee</b> is unable to perform his/her duties or he/she fails to perform his/her duties, a <del>supervisor</del> <b>member of the Audit Committee</b> jointly elected by more than half of the <del>supervisors</del> <b>members of the Audit Committee</b> shall preside over the meeting.</p> <p>A shareholders' meeting convened by shareholders shall be chaired by the <b>convener or the</b> representative nominated by the convener of such meeting.</p> <p>In convening any shareholders' meeting, if the chairperson of the meeting has violated</p>

	at such meeting, the meeting may elect a person to chair the meeting so that the meeting may proceed further.	any rules of meeting such that the meeting may not proceed further, with the consent of shareholders representing more than half of the voting rights present at such meeting, the meeting may elect a person to chair the meeting so that the meeting may proceed further.
3	<p><b>Article 44</b></p> <p>Lists of candidates for directors and supervisors shall be proposed to the shareholders' meeting for voting.</p> <p>Candidates for directors in each term shall be proposed by the previous board of directors. Shareholders individually or jointly holding 1% or more of the shares may propose the candidates for directors. The board of supervisors may propose the candidates for independent directors.</p> <p>Candidates for supervisors in each term shall be proposed by the previous board of supervisors. Shareholders individually or jointly holding 1% or more of the shares may propose the candidates for supervisors.</p> <p>While proposing the candidates for directors or supervisors, the board of directors or the board of supervisors shall consult with the shareholders with best efforts.</p> <p>The board of directors shall announce the resumes and basic information of these candidates for directors or supervisors.</p> <p>Each candidate for directors or supervisors shall make a written confirmation, expressing his/ her willingness to accept the nomination, promising to disclose his/her personal information truthfully and completely, and warranting to faithfully perform his/her duties as a director or supervisor after election.</p>	<p><b>Article 44</b></p> <p>Lists of candidates for directors <b>and supervisors</b> shall be proposed to the shareholders' meeting for voting.</p> <p>Candidates for directors in each term shall be proposed by the previous board of directors. Shareholders individually or jointly holding 1% or more of the shares may propose the candidates for directors. <del>The board of supervisors may propose the candidates for independent directors.</del></p> <p><del>Candidates for supervisors in each term shall be proposed by the previous board of supervisors. Shareholders individually or jointly holding 1% or more of the shares may propose the candidates for supervisors.</del></p> <p>While proposing the candidates for directors <del>or supervisors</del>, the board of directors <del>or the board of supervisors</del> shall consult with the shareholders with best efforts.</p> <p>The board of directors shall announce the resumes and basic information of these candidates for directors <b>or supervisors</b>.</p> <p>Each candidate for directors <del>or supervisors</del> shall make a written confirmation, expressing his/ her willingness to accept the nomination, promising to disclose his/her personal information truthfully and completely, and warranting to faithfully perform his/her duties as a director <b>or supervisor</b> after election.</p>

### III. Amendments to the Rules of Procedures of the Board of Directors

No.	Original articles	Proposed to be amended as
-----	-------------------	---------------------------

1	<p><b>Article 4</b> Special Committees of Board of Directors</p> <p>The Board of Directors shall set up special committees in charge of strategy making, audit, nomination, remuneration and assessment. Those special committees shall be responsible to the Board, fulfill duties according to the Articles of Association and the authorization of the Board. Proposals shall be submitted to the Board for deliberation. Members of special committees are all directors. In Audit Committee, Nomination Committee and Remuneration and Assessment Committee, independent directors take the majority and assume the role of convener. The Convener of the Audit Committee shall be an accountant professional.</p> <p>.....</p> <p>The main terms of reference of the Audit Committee are as follows:</p> <ol style="list-style-type: none"> <li>(1) Proposing the appointment or replacement of external auditors;</li> <li>(2) Supervising and assessing the work performance of external auditors and internal control;</li> <li>(3) Supervising and assessing the internal audit of the Company, and supervising the internal audit system of the Company and its implementation;</li> <li>(4) Being in charge of the communications between internal and external auditors;</li> <li>(5) Reviewing the financial information of the Company and its disclosure;</li> <li>(6) Assessing the effectiveness of the internal control;</li> <li>(7) Carrying out controls and management over related transactions of the Company;</li> <li>(8) Reviewing interim and annual financial statements on behalf of the Board and issuing opinions thereon to the Board;</li> <li>(9) Proposing the appointment or dismissal of the head of finance of the Company;</li> <li>(10) Other matters authorized by the Board.</li> </ol> <p>.....</p>	<p><b>Article 4</b> Special Committees of Board of Directors</p> <p>The Board of Directors shall set up special committees in charge of strategy making, audit, nomination, remuneration and assessment. Those special committees shall be responsible to the Board, fulfill duties according to the Articles of Association and the authorization of the Board. Proposals shall be submitted to the Board for deliberation. Members of special committees are all directors. In Audit Committee, Nomination Committee and Remuneration and Assessment Committee, independent directors take the majority and assume the role of convener. The Convener of the Audit Committee shall be an accountant professional.</p> <p>.....</p> <p>The main terms of reference of the Audit Committee are as follows:</p> <ol style="list-style-type: none"> <li>(1) Proposing the appointment or replacement of external auditors;</li> <li>(2) Supervising and assessing the work performance of external auditors and internal control;</li> <li>(3) Supervising and assessing the internal audit of the Company, and supervising the internal audit system of the Company and its implementation;</li> <li>(4) Being in charge of the communications between internal and external auditors;</li> <li>(5) Reviewing the financial information of the Company and its disclosure;</li> <li>(6) Assessing the effectiveness of the internal control;</li> <li>(7) Carrying out controls and management over related transactions of the Company;</li> <li>(8) Reviewing interim and annual financial statements on behalf of the Board and issuing opinions thereon to the Board;</li> <li>(9) Proposing the appointment or dismissal of the head of finance of the Company;</li> <li><b>(10) Exercising the powers and functions of the Board of Supervisors as stipulated in the Company Law;</b></li> <li>(11) Other matters authorized by the Board.</li> </ol> <p>.....</p>
---	--	---

2	<p><b>Article 14</b> Convening a Board Meeting</p> <p>The meetings of Board of Directors shall not be held without the presence of half or more of all the directors. Presence for this article's purpose means presence at the commencement of the meeting coupled with continuous presence throughout the meeting. If the quorum of the directors present at the meeting fails to be satisfied as a result of the rejection or negligence of the respective directors, the Chairman of the Board of Directors and the Secretary to the Board of Directors shall report to the supervisory authority in a timely manner.</p> <p>The supervisors may attend the meetings of the Board of Directors as non-voting delegates. The manager and the Secretary to the Board of Directors shall attend the meetings of the Board of Directors as non-voting delegates provided that they do not take any position as directors. The meeting presider may inform other related personnel to attend the meeting of the Board of Directors as non-voting delegates where he believes necessary.</p>	<p><b>Article 14</b> Convening a Board Meeting</p> <p>The meetings of Board of Directors shall not be held without the presence of half or more of all the directors. Presence for this article's purpose means presence at the commencement of the meeting coupled with continuous presence throughout the meeting. If the quorum of the directors present at the meeting fails to be satisfied as a result of the rejection or negligence of the respective directors, the Chairman of the Board of Directors and the Secretary to the Board of Directors shall report to the supervisory authority in a timely manner.</p> <p><del>The supervisors may attend the meetings of the Board of Directors as non-voting delegates.</del> The manager and the Secretary to the Board of Directors shall attend the meetings of the Board of Directors as non-voting delegates provided that they do not take any position as directors. The meeting presider may inform other related personnel to attend the meeting of the Board of Directors as non-voting delegates where he believes necessary.</p>
3	<p><b>Article 21</b> Calculation of Voting Results</p> <p>After the voting of the directors present at the meeting, the securities affairs representative and relevant staff of the Secretariat Office of the Board of Directors shall collect the voting tickets of the directors in a timely manner, and deliver the voting tickets to the Secretary to the Board of Directors for the latter's calculation of the voting result under the supervision of one supervisor or one independent director.</p>	<p><b>Article 21</b> Calculation of Voting Results</p> <p>After the voting of the directors present at the meeting, the securities affairs representative and relevant staff of the Secretariat Office of the Board of Directors shall collect the voting tickets of the directors in a timely manner, and deliver the voting tickets to the Secretary to the Board of Directors for the latter's calculation of the voting result under the supervision of <del>one supervisor or</del> one independent director.</p>

Except for the amendments to the above articles, the other content of the Articles of Association and its Attachments remains unchanged.



**華新水泥股份有限公司**  
**HUAXIN CEMENT CO., LTD.**

**HUAXIN CEMENT CO., LTD.\***

**華新水泥股份有限公司**

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

**(Stock Code: 6655)**

Notice of the Fifth Extraordinary General Meeting in 2025

**Notice is hereby** given that the Fifth Extraordinary General Meeting in 2025 (“EGM”) of Huaxin Cement Co., Ltd. (the “**Company**”) will be held on Tuesday, 30 December 2025 at 2:00 p.m. at the Conference Room on 2F, Block B, Huaxin Building, No. 426 Gaoxin Avenue, East Lake High-Tech Development Zone, Wuhan City, Hubei Province, China for the purpose of considering and, if thought fit, passing the following resolution. Unless otherwise stated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 9 December 2025.

**Special Resolution**

1. Proposed Cancellation of the Board of Supervisors and Proposed Amendments to Certain Articles of the Articles of Association

By Order of the Board of Directors  
**HUAXIN BUILDING MATERIALS GROUP CO., LTD**

**Xu Yongmo**  
*Chairman*

Wuhan City, Hubei Province, China  
9 December 2025

\* *For identification purpose only*



**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 Monday, 22 December 2025 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 Monday, 22 December 2025.

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 Monday, 29 December 2025 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.

**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**

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.

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 Jiaping (Secretary to the Board of Directors), Ms. Wang Xiaoqiong (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. Martin Krieger, Mr. Olivier Milhaud 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.*