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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)**

## **Notice of the 2021 Annual General Meeting**

**Notice is hereby** given that the 2021 Annual General Meeting (AGM) of Huaxin Cement Co., Ltd. (“**the Company**”) will be held at 2:00 p.m. on Friday, 20 May 2022 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 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 Company’s Circular dated 28 April 2022.

### **Ordinary Resolutions**

1. To consider and approve report on the Work of the Board of Directors in 2021
2. To consider and approve report on the Work of the Board of Supervisors in 2021
3. To consider and approve 2021 Final Financial Report and 2022 Financial Budget Report
4. To consider and approve 2021 Profit Distribution Plan
5. To consider and approve 2021 Annual Report
6. To consider and approve proposal for Reappointing Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company’s Auditor for Financial Audit and Internal Control Audit for the Year 2022
7. To consider and approve proposal for Provision of Guarantee for Subsidiaries

\* *For identification purpose only*

In addition, shareholders will listen to the 2021 Annual Work Report of Independent Non-executive Directors and other matters at the 2021 AGM.

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

Wuhan City, Hubei Province, China  
28 April 2022

*Notes:*

**1. Eligibility to attend the AGM and closure of H-share register**

To determine the name list of H-share holders eligible to attend the AGM, the Company will close registration for H Share transfers from Tuesday, 17 May 2022 to Friday, 20 May 2022 (both days inclusive). 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 Friday, 20 May 2022 are entitled to attend and vote at the AGM. Holders of H Shares who wish to attend the AGM 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, before 4:30 p.m. on Monday, 16 May 2022.

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

**2. Annual dividend distribution arrangement**

The Board of Directors proposes to distribute cash dividend of RMB1 (tax inclusive) per share to all shareholders of the Company in a total amount of RMB2,096,599,855 for the year ended 31 December 2021. The dividend distribution plan will be submitted to the AGM for deliberation. 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 on or before 20 July 2022 (Wednesday). 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.

***Withholding and remitting the enterprise income tax for overseas non-resident enterprise shareholders***

According to the *Circular of the State Administration of Taxation on Issues Concerning Withholding and Remitting the Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to H-share Holders Which Are Overseas Non-Resident Enterprises* (GSH [2008] No. 897), where a Chinese resident enterprise distributes dividends for the year of 2008 or any year thereafter to its H-share holders which are overseas non-resident enterprises, it shall withhold the enterprise income tax thereon at the uniform rate of 10%. Therefore, when the Company distributes dividends for the year ended 31 December 2021 to its shareholders who are overseas non-resident enterprises listed on the H-share register, it is obliged to withhold the enterprise income tax at a rate of 10%. After receiving the dividends, a non-resident enterprise shareholder may, by itself or through an authorized agent or

withholding agent, submit an application to the competent tax authority for enjoying any treatment under a relevant tax agreement (arrangement), and provide proof that it is an actual beneficial owner satisfying the requirements of the tax agreement (arrangement). If the 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).

#### ***Withholding and remitting individual income tax for overseas individual shareholders***

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 distributing dividends for the year ended 31 December 2021 to its shareholders who are foreign individuals listed on the H-share register, the Company, as a foreign-invested enterprise, will not withhold individual income tax of such shareholders.

#### ***Withholding income tax for Shanghai Stock Connect investors***

For HKEX investors (enterprises and individuals) (“Shanghai Stock Connect Investors”) who invest in the Company’s A shares listed on the Shanghai Stock Exchange, the final dividend will be paid in RMB by the Company through China Securities Depository & Clearing Corporation Limited Shanghai Branch to the accounts of the nominal A-share holders. The Company withholds income tax at a tax rate of 10% and makes a withholding declaration to the competent tax authority. For Shanghai Stock Connect investors who are tax residents of other countries and subject to an income tax rate for cash dividends of lower than 10% pursuant to the tax agreement signed between their home country and China, enterprises or individuals can, by themselves or by entrusting a withholding agent, apply to the competent tax authority for enjoying any treatment under a relevant tax agreement. After examination and verification, the competent tax authority shall refund the tax on the basis of the difference between the amount levied and the amount of tax payable calculated according to the tax rate under a tax agreement.

#### ***Withholding income tax for Hong Kong Stock Connect investors***

In accordance with the *Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transaction in the Shanghai and Hong Kong Stock Markets* (CS [2014] No. 81) implemented on 17 November 2014,

- for dividends received by mainland individual investors from investing in the Company’s H shares through Shanghai-Hong Kong Stock Connect, the Company is obliged to withhold personal income tax at a tax rate of 20%; for dividends received by mainland securities investment funds from investing in the Company’s H shares through the Shanghai-Hong Kong Stock Connect, individual income tax shall be calculated in accordance with the above requirements; and
- 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 individual investors from investing in the Company's H shares through Shenzhen-Hong Kong Stock Connect, the Company is obliged to withhold personal income tax at a tax rate of 20%; for dividends received by mainland securities investment funds from investing in the Company's H shares through the Shenzhen-Hong Kong Stock Connect, individual income tax shall be calculated in accordance with the above requirements; and
- for dividends received by mainland enterprise investors from investing in the Company's H shares through the Shenzhen-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.

For any questions about the above arrangements, H-share holders of the Company may consult their tax advisers about the impact of taxation of China and Hong Kong and other countries (regions) resulted from holding and selling the H shares of the Company.

### **3. Closure of register and eligibility for dividends for the year 2021**

Note to H-share holders: The register of members of the Company for H shares will be closed from 26 May 2022 (Thursday) to 31 May 2022 (Tuesday) (both days inclusive). Share holders whose names are on the Company's register of members as at 31 May 2022 (Tuesday) are entitled to receive the dividends for the year 2021. H-share holders who wish to receive the proposed annual dividends (subject to approval at the upcoming 2021 AGM) but have not yet registered the transfer document must submit such documents and relevant share certificates before 4:30 p.m. on 25 May 2022 (Wednesday) to the Company's H-share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration.

### **4. Proxy appointment**

The proxy form for the resolution as set out in the Circular of the AGM will be sent to shareholders on the same day. A shareholder entitled to attend and vote at the AGM 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 AGM or any adjournment thereof (in the case of the AGM, it shall be delivered before 2:00 p.m. on 19 May 2022 (Thursday) to the Company's H-share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, 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.

## 5. Procedures of registration for attending the AGM

Shareholders or their proxies shall present their identification documents when attending the AGM. 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 AGM.

## 6. Voting by poll

Pursuant to Rule 13.39 (4) of the Listing Rules, any vote of shareholders at an annual general meeting must be taken by poll except where the chairman of the AGM, 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 the listed issuer. 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.

## 7. Miscellaneous

- (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, 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)

## 8. All dates and times in this Notice 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), Ms. Geraldine Picaud, 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.*