

**Huaxin Cement Co., Ltd.**  
**Announcement on Resolutions of the Eighth Meeting of the Eleventh Board of Directors**

To the best of our knowledge, the Board of Directors of the Company and its members confirm that there is no material false or misleading statement or material omission in this announcement and shall be severally and jointly liable for the truthfulness, accuracy and completeness of its content.

### **I. Convening of the Board Meeting**

The Eighth Meeting of the Eleventh Board of Directors (Interim Meeting) of Huaxin Cement Co., Ltd. (hereinafter referred to as “the Company”) was convened by circular resolution on 20 December 2024. In principle, there should be 9 Directors present at the Meeting, actually 9 Directors were present. The Meeting was presided by the Chairman Mr. Xu Yongmo. The Company sent the Meeting Notification to all the Directors on 13 December 2024 by mail. The Meeting was in compliance with the provisions contained in relevant laws, rules, regulations and the *Articles of Association of the Company*, so it was legitimate and valid.

### **II. Reviewing of the Board Meeting**

Through reviewing and voting, this Board Meeting adopted the following important resolutions

1. Proposal on Disposal of Part of Non-current Assets of the Company (Voting Result: Affirmative:9; Negative:0; Abstention:0)

The Board approves the Company to consent to the government’s compensation of 850 million RMB for the expropriation of non-current assets, including real estate, land use rights, and immovable equipment and facilities, under the name of Yunnan Huaxin Dongjun Cement Co., Ltd. and the compensation pertains to the transfer fee for the mining rights of Yunnan State-owned Cement Kunming Co., Ltd. Meanwhile, authorization is granted to the management team to execute the pertinent legal document.

The Company will make further disclosure regarding the asset disposal after the signing of the relevant compensation agreement.

2. Proposal on the Implementation of Foreign Exchange Derivatives Hedging Business in 2025 (Voting Result: Affirmative:9; Negative:0; Abstention:0)

For detailed information, please refer to “Huaxin Cement Co., Ltd. - Announcement on the Implementation of Foreign Exchange Derivatives Hedging Business in 2025” published by the Company on the same day.

It is herewith announced.

Board of Directors of Huaxin Cement Co., Ltd  
21 December 2024

## **Proposal on Public Issuance of Corporate Bonds**

In order to meet the medium and long term capital needs of the Company, further optimize the debt structure and reduce financing costs, the Company intends to publicly issue corporate bonds (hereinafter referred to as the "Issue") in accordance with relevant laws and regulations and in light of the domestic and foreign bond market conditions. The plan is as follows:

### **1. Issuance scale**

The size of the corporate bonds is no more than RMB 3 billion (including RMB 3 billion), which may be issued by installments depending on market conditions. The specific type and scale of issuance is subject to the decision of the Board and authorized representative of the Board to be authorized by the shareholders' general meeting within the aforementioned range, taking into account the capital needs of the Company and market conditions at the time of issuance.

### **2. Issuance Method**

The corporate bonds will be publicly issued in China by installments after being registered in the CSRC.

### **3. Arrangement of placement to shareholders of the Company**

The corporate bonds are issued to professional institutional investors in the bond market (except purchasers prohibited by national laws and regulations), and there is no preferential placement arrangement to the original shareholders of the Company.

### **4. Term of bonds**

The maturity of the corporate bonds to be issued this time is not more than 10 years, which may be a single maturity or a mixture of maturities. The specific maturity composition and the issuance scale of each maturity variety are to be determined by the Board and the authorized representative of the Board to be proposed at the shareholders general meeting within the aforementioned range, taking into account of the market conditions and the capital needs of the Company prior the issuance.

### **5. Par price, bond interest rate and determination method, principal and interest repayment method**

The face value of the corporate bonds issued this time is 100 RMB/piece, which will be issued at par value. The coupon rate will be determined separately according to the results of book-entry exercise. The corporate bonds will bear simple interest on an annual basis without compound interest. The interest shall be paid annually and the principal shall be repaid in one lump sum on the maturity date of the bond. The final installment of interest payable shall be paid together with the principal.

### **6. Redemption terms or resale terms**

Whether the bonds to be issued are subject to redemption or resale provision, and the specific terms of such provisions, will be determined by the Board and authorized representative of the Board to be authorized by the shareholders' general meeting.

## 7. Use of Proceeds

The proceeds raised from the issuance of corporate bonds, after deducting the issue costs, are intended to be used for domestic and overseas investment, project construction, repayment of domestic and overseas liabilities with interest, and replenishment of working capital. The specific purposes of the proceeds raised are to be determined by the Board and authorized representative of the Board to be authorized by the shareholders' general meeting within the aforementioned scope according to the Company's capital needs.

## 8. Listing venue

Subject to the satisfaction of the listing conditions, the Company will apply to SSE for the listing of corporate bonds as soon as possible after the issuance of the corporate bonds.

## 9. Credit enhancement

The corporate bonds will be issued without any credit enhancement.

## 10. Underwriting method

The corporate bonds to be issued shall be underwritten by the lead underwriter or the underwriting syndicate organized by the lead underwriter on a stand-by underwriting basis.

## 11. Validity of the resolution

The resolution of the shareholders' general meeting on the issue of corporate bonds shall take effect from the date of the approval by the Shareholders at general meeting and shall be valid until the expiry of 24 months from the date of CSRC's approval to the registration of the bonds.

## 12. Measures of safeguard for bond repayment

It will be proposed at the shareholders' general meeting to authorize the Board to take at least the following measures when the principal and interest of the corporate bonds are not expected to be paid on time or are in default when due:

- (1) not to distribute dividends to Shareholders;
- (2) suspend the implementation of capital expenditures such as major external investments and acquisitions and mergers etc.;
- (3) reduce or suspend the salaries and bonus of the Directors and the Senior Management; and
- (4) prohibit transfer of key responsible persons.

## 13. Matters to be authorized for the bond issuance

In order to enhance the efficiency of this issuance of corporate bonds, the Board shall propose to the Shareholders at general meeting to authorize the Board, and agree that the Board to authorize Mr. Li Yeqing, a Director, as the authorized representative for the bond issuance, to handle all matters related to the issuance of corporate bonds in accordance with the resolution of the shareholders' general meeting and the authorization of the Board, including but not limited to:

- (1) formulate and adjust the specific plan for the issuance of the corporate bonds in accordance with the relevant laws, regulations, the relevant provisions of the

regulatory authorities and the resolution of the shareholders' general meeting, taking into account the actual situation of the Company and the market, including but not limited to the specific issuance scale, maturity of the bonds, bond variety, the interest rate of the bonds and its determination method, the timing of the issuance, whether to issue by installments and the number of issuance periods, and guarantee plan etc.;

- (2) employ intermediary agency for the issuance of corporate bonds;
- (3) select the bond trustee, sign the Bond Trustee Management Agreement and formulate the Rules of the Bondholders Meeting;
- (4) apply for the issuance of the corporate bonds;
- (5) formulate, approve, sign, modify and announce various legal documents related to the issuance of the corporate bonds, and make corresponding supplements or adjustments to the filing documents in accordance with the requirements of the approval authority;
- (6) make corresponding adjustment to matters relating to the issuance of corporate bonds in accordance with the views of the regulatory authorities in the case of any change in the policy of the regulatory authorities on the issuance of corporate bonds or changes in the market conditions, except for matters that are required to be re-voted at the shareholders' general meeting as stipulated in the relevant laws, regulations and the Articles of Association;
- (7) determine the specific arrangements for use of proceeds raised based on the actual situation;
- (8) disclose the issuance of the corporate bonds in a timely manner in accordance with the relevant laws and regulations; and
- (9) handle other matters relating to the corporate bonds.

This proposal shall be submitted to the Shareholders' General Meeting of the Company for approval. Upon being approved by the Shareholders general meeting, the Company will apply to CSRC in accordance with relevant procedures, and the final plan approved by CSRC for registration shall prevail.

## **Proposal on Issuing Medium-term Notes**

In order to meet the medium and long-term capital needs of the Company, further optimize the debt structure and reduce financing costs, the Company intends to issue medium-term notes (hereinafter referred to as the "Issue") in accordance with relevant laws and regulations and in light of the domestic and foreign bond market conditions. The plan is as follows:

### **1. Issuance scale**

The size of the medium-term notes will not exceed RMB 3 billion (including RMB 3 billion) and may be issued in installments depending on market conditions. The specific type and scale of issuance is subject to the decision of the Board and authorized representative of the Board to be authorized by the shareholders' general meeting within the aforementioned range, taking into account the capital needs of the Company and market conditions at the time of issuance.

### **2. Issuance Method**

The medium-term notes will be publicly issued in China in installments after being registered in China Association of Interbank Market Dealers.

### **3. Arrangement of placement to shareholders of the Company**

The medium-term notes are issued to institutional investors in the national inter-bank bond market (except purchasers prohibited by national laws and regulations), and there is no preferential placement arrangement to the original shareholders of the Company.

### **4. Term of medium-term notes**

The term of medium-term notes issued this time is not more than 10 years (including 10 years), which may be a single maturity or a mixture of maturities. The specific term composition and the issuance scale of each maturity variety are to be determined by the Board and the authorized representative of the Board to be proposed at the shareholders general meeting within the aforementioned range, taking into account of the market conditions and the capital needs of the Company prior the issuance.

### **5. Par price, coupon rate and determination method, principal and interest repayment method**

The face value of the medium-term notes issued this time is 100 RMB/piece and will be issued at par value. The coupon rate will be determined separately according to the result of book-entry exercise. The medium-term notes are issued with simple interest on an annual basis without compound interest. The interest shall be paid once a year and the principal shall be repaid in one lump sum on the maturity date of the notes. The final installment of interest payable shall be paid together with the principal.

### **6. Redemption clause or resale clause**

Whether the medium-term notes to be issued are subject to redemption or resale provision, and the specific terms of such provisions, will be determined by the Board and authorized representative of the Board to be authorized by the shareholders'

general meeting.

#### 7. Use of raised funds

The funds raised from the registration of medium-term notes this time, after deducting issuance expenses, are intended to be used for supplementing the working capital of the group and its subsidiaries, repaying principal and interest on loans from financial institutions, repaying principal and interest on various types of bonds, project construction, and other purposes in compliance with the regulations of the Association of Interbank Market Dealers and relevant laws and regulations. They may also be used for green projects, innovative projects in the field of science and technology, and other innovative purposes in compliance with the regulations of the Association of Interbank Market Dealers. The specific use of the funds raised are to be determined by the Board and authorized representative of the Board to be authorized by the shareholders' general meeting within the aforementioned scope according to the Company's capital needs.

#### 8. Credit enhancement

The medium-term notes will be issued without any credit enhancement.

#### 9. Underwriting method

The medium-term notes to be issued shall be underwritten by the lead underwriter or the underwriting syndicate organized by the lead underwriter on a stand-by underwriting basis.

#### 10. Validity of the resolution

The resolution of the shareholders' general meeting for the registration and issuance of medium-term notes this time shall take effect from the date of approval by the shareholders' general meeting and shall be valid until the expiry of 24 months from the date when China Association of Interbank Market Dealers agrees to the registration of the medium-term notes.

#### 11. Measures of safeguard for repayment

It will be proposed at the shareholders' general meeting to authorize the Board to take at least the following measures when the principal and interest of the medium-term notes are not expected to be paid on time or are in default when due:

- (1) not to distribute dividends to Shareholders;
- (2) suspend the implementation of capital expenditures such as major external investments and acquisitions and mergers etc.;
- (3) reduce or suspend the salaries and bonus of the Directors and the Senior Management; and
- (4) prohibit transfer of key responsible persons.

#### 12. Matters to be authorized for the issuance of medium-term notes

In order to enhance the efficiency of this issuance of medium-term notes, the Board shall propose to the Shareholders at general meeting to authorize the Board, and agree that the Board to authorize Mr. Li Yeqing, a Director, as the authorized representative for the issuance of medium-term notes, to handle all matters related to the issuance of medium-term notes in accordance with the resolution of the shareholders' general meeting and the authorization of the Board, including but not

limited to:

- (1) formulate and adjust the specific plan for the issuance of the medium-term notes in accordance with the relevant laws, regulations, the relevant provisions of the regulatory authorities and the resolution of the shareholders' general meeting, taking into account the actual situation of the Company and the market, including but not limited to the specific issuance scale, maturity, variety, the interest rate and its determination method, the timing of the issuance, whether to issue by installments and the number of issuance periods, and guarantee plan etc.;
- (2) employ intermediary agency for the issuance of medium-term notes;
- (3) apply for the issuance of the medium-term notes;
- (4) formulate, approve, sign, modify and announce various legal documents related to the issuance of the medium-term notes, and make corresponding supplements or adjustments to the filing documents in accordance with the requirements of the approval authority;
- (5) make corresponding adjustment to matters relating to the issuance of medium-term notes in accordance with the views of the regulatory authorities in the case of any change in the policy of the regulatory authorities on the issuance of medium-term notes or changes in the market conditions, except for matters that are required to be re-voted at the shareholders' general meeting as stipulated in the relevant laws, regulations and the Articles of Association;
- (6) determine the specific arrangements for use of proceeds raised based on the actual situation;
- (7) disclose the issuance of the medium-term notes in a timely manner in accordance with the relevant laws and regulations; and
- (8) handle other matters relating to the medium-term notes.

This proposal shall be submitted to the Shareholders' General Meeting of the Company for approval. Upon being approved by the Shareholders general meeting, the Company will apply to China Association of Interbank Market Dealers in accordance with relevant procedures, and the final plan approved by China Association of Interbank Market Dealers for registration shall prevail.