

Huaxin Cement Co., Ltd.
Announcement on Resolutions of the Thirty Second Meeting of the Tenth 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 Thirty Second Meeting of the Tenth Board of Directors of Huaxin Cement Co., Ltd. (hereinafter referred to as “the Company”) was convened by site meeting and circular resolution on 26 April, 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 16 April, 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. 2024 First Quarterly Report of the Company (Voting Result: Affirmative:9; Negative:0; Abstention:0)

2. Proposal on Issuing Overseas Bonds and Providing Guarantees for Subsidiaries (Voting Result: Affirmative:9; Negative:0; Abstention:0)

Refer to the Attachment 1 for details of the proposal.

The above Proposal shall be submitted to the Shareholder’s General Meeting for approval.

3. Proposal in Respect of Convening the Shareholders’ Annual General Meeting 2023 (Voting Result: Affirmative:9; Negative:0; Abstention:0)

For detailed information, please refer to “Huaxin Cement Co., Ltd. - Announcement on the Notification of Convening 2023 Annual Shareholders’ General Meeting” published by the Company on the same day.

It is herewith announced.

Board of Directors of Huaxin Cement Co., Ltd
April 27, 2024

Attachment: Proposal on Issuing Overseas Bonds and Providing Guarantees for Subsidiaries

In order to meet the company's overseas development funding needs, further improve the company's capital structure, optimize leverage ratio, expand financing channels, and control financing costs, in accordance with relevant laws and regulations and normative documents, combined with the overseas bond market and company funding situation in the next 1-2 years, the company plans to issue overseas bonds of no more than USD800 million or equivalent currency through wholly-owned or controlling subsidiaries, and provide corresponding Keep well Deed or cross-border joint liability guarantee for the issuer to fulfill all debt principal and interest repayment obligations. The relevant situation report is as follows:

1. Background

According to the company's overseas development and funding plan, the company's overseas investment amount will exceed \$1 billion in the next 1-2 years, and there will be \$300 million bond due to be repaid in 2025. Therefore, sufficient and long-term stable funding sources are necessary guarantees for the rapid development and stable operation of overseas businesses.

2. Advantages of overseas bonds

Overseas investment has been a key direction of investment for companies in recent years. Issuing overseas bonds can support overseas capex and operation directly, reduces the risk of exchange losses and foreign exchange regulatory restrictions caused by the entry and exit of funds. At the same time, it can also fully utilize the advantages of abundant overseas capital market products, diverse types of investors, and few restrictions on the use of funds to meet the current needs of the company's overseas development.

3. Specific plan for issuance and guarantee

(1) Issuing entity

Based on the characteristics and market conditions of overseas bonds, it is proposed to use the company's overseas wholly-owned or controlling subsidiaries as the issuing entity for this overseas bond.

(2) Type, amount, and currency of issuance

The types of overseas bonds to be issued this time include perpetual bonds and ordinary bonds, with a total amount not exceeding USD800 million or equivalent currency, and can be issued in installments according to funding needs.

(3) Term

Perpetual bonds with a maturity of 30 years or more or no fixed maturity, including term (usually after 5 years) redeemable clauses.

The term of ordinary bonds is not more than 10 years (including 10 years), and can be a single term variety or a mixed variety of terms.

The specific issuance period, redemption time, issuance scale, and redemption scale of each term variety shall be determined by the authorized board of directors and authorized persons of the board of directors within the above-mentioned scope based on market and company funding conditions.

(4) Purpose of funds

The funds raised from the proposed issuance of overseas bonds, after deducting issuance expenses, will be used for overseas M&A, other capex, debt repayment, supplementary working capital, and other permitted purposes. The specific purpose of the raised funds is proposed to be determined by the authorized board of directors

and authorized persons of the board of directors within the above-mentioned scope based on the company's financial situation.

(5) Issuance interest rate and repayment method

The specific interest rate level, determination method, and payment method for the proposed issuance of overseas bonds are proposed to be determined by the authorized board of directors and authorized persons of the board of directors based on market conditions before the issuance.

(6) Issuance method and investors

To issue to investors who meet the subscription conditions through various methods such as public and private offering. The specific issuance method shall be determined by the authorized board of directors and authorized persons of the board of directors based on the situation at the time of issuance.

(7) Provide guarantee

To enhance investor confidence and reduce financing costs, the company needs to be authorized to provide corresponding keep well deed or cross-border joint liability guarantees for the issuer to fulfill all debt principal and interest repayment obligations, without counter guarantee. The specific content and guarantee period of the keep well deed or guarantee agreement shall be subject to the final terms signed by the company.

(8) Order of repayment and its impact on financial statements

The repayment order of perpetual bonds is after ordinary bonds, with accounting recognizing them as 100% equity funds and international ratings recognizing a portion (such as 50%) as equity funds.

The repayment order of ordinary bonds is superior to perpetual bonds, and they are in the same repayment order as other unsecured credit debts. Accounting recognizes them as 100% debt funds.

(9) Validity period of the resolution

The issuance of overseas bonds and guarantee matters in this issuance need be submitted to the company's shareholders' meeting for review. The resolution on the issuance and guarantee matters of this bond shall be valid for 24 months from the date of approval by the company's shareholders' meeting.

4. The cumulative amount of external guarantees and overdue guarantees provided by the company.

As of December 31, 2023, the actual total amount of external guarantees provided by the company was RMB 10.016 billion (including existed \$300 million bonds), accounting for 30.08% of the company's latest audited net assets. On the basis of the approved guarantee amount of RMB 19.049 billion at the 31st meeting of the 10th Board of Directors, an additional guarantee amount of \$500 million (this application for issuing \$800 million of overseas bonds, deducting \$300 million existed bonds) is added, accounting for 10.81% of the company's latest audited net assets; The total amount authorized by the company to provide external guarantees for this application is RMB 22.649 billion, accounting for 68.03% of the company's latest audited net assets. The cumulative number of overdue guarantees is 0.

5. Authorization matters for issuing overseas bonds and guarantees

In order to improve the efficiency of overseas bond issuance, the board of directors of the company needs to submit a request to the shareholders' meeting to authorize the board of directors and agree to authorize Mr. Li Yeqing, a director of the company, as the authorized person for this overseas bond issuance and guarantee. In accordance with the resolutions of the shareholders' meeting and the authorization of the board of directors, the company has full authority to handle the relevant matters of issuing overseas bonds, including but not limited to:

(1) In accordance with relevant laws, regulations, regulatory provisions, and resolutions of the company's shareholders' meeting, and based on the actual situation of the company and the market, formulate and adjust specific plans for the issuance and guarantee of overseas bonds, including but not limited to specific issuance scale, bond term, bond type, bond interest rate and its determination method, issuance timing, whether to issue in installments and the number of issuance periods, specific guarantee plans, etc;

(2) Hire intermediary agencies for the overseas bonds issued this time;

(3) Apply for the issuance of overseas bonds this time;

(4) Formulate, approve, sign, modify, and announce various legal documents related to the issuance of overseas bonds, and supplement or adjust the application documents according to the requirements of the approval authority;

(5) If there are changes in the policies or market conditions of the regulatory authorities regarding the issuance of bonds, make corresponding adjustments in accordance with the opinions of the regulatory authorities, except for matters that require re-voting by the shareholders' meeting in accordance with relevant laws, regulations, and the company's articles of association.

(6) Determine the specific usage arrangements of the raised funds based on the actual situation.

(7) Disclose the issuance of overseas bonds in accordance with relevant laws and regulations.

(8) Handle other matters related to this overseas bond.

This issuance of overseas bonds requires submission to the company's general meeting for review. This authorization is valid for 24 months from the date of approval by the company's general meeting.