Stock Codes: 600801, 900933 Stock abbreviations: Huaxin Cement, Huaxin B Share Ref: Lin 2018-018

Huaxin Cement Co., Ltd.
Announcement on Resolutions of the Second Meeting of the

Annex 1: Proposal in Respect of Amending Partial Articles Contained in Articles of Association of the Company and its Attachment

To further improve the corporate governance and promote standard operation of the Company, according to *Guidelines for Articles of Association of Listed Companies (2016 revision)* and *Rules of Shareholders' Meeting of Listed Companies (2016 revision)* issued by China Securities Regulatory Commission, regulatory documents and relevant regulations in the Articles of Association issued by Shanghai Stock Exchange, in light of the practical situation of the Company, now we propose amendments to partial articles contained in the Articles of Association and its attachments *Rules of Procedure of Shareholders' General Meetings and Rules of Board of Directors, Rules of Board of Supervisors*. Specific amendments are as fo

		permits); transportation agency services; opencast mining of limestone for cement use and sandstone as cement auxiliary materials. (If the projects require approval according to law, the operation can start after getting approval from related department.)

	each quarter. During the term of office, they can transfer the amounting to no more than 25% of their respective holdings. And within six (6) months after leaving such office, they shall addition, any director, supervisor and senior managerial personnel of the Company shall respect the rules on shareholdings stipulated by the Board of Directors from time to time.	shares held by them in each calendar year amounting to no more than 25% of their respective holdings. And within six (6) months after leaving such office, they by them. **In addition, any director, supervisor and senior managerial personnel of the Company shall respect the laws, published administrative regulations, department rules, regulatory documents and other business rules on shareholdings transfer stipulated by Shanghai Stock Exchange .**	*Association of Listed Companies (2016 revision)*
5	Article 47 in terms of live conference, and a meeting place shall be Company may facilitate the attendance of the shareholders by making available safe, economic and convenient on-line voting or circular voting method. Shareholders who attend a shall be deemed as if present at the meeting.	Article 47 be held in terms of live conference, and a meeting Meeting. **The Company will facilitate the attendance of the shareholders by providing on-line voting or other methods.** Shareholders who foregoing methods shall be deemed as if present at the meeting.	Amendment based on *Guidelines for Articles of Association of Listed Companies (2016 revision)*
6	Article 59 If it is planned to discuss the election of directors meeting notice shall make sufficient disclosure on the detailed information of the candidate directors and supervisors which at least shall include the following: (1) the educational background, working experience, part time engagement and other alike personal information; (2) controlling shareholder or the actual controlling person;	Article 59 If it is planned to discuss the election of Meeting, the meeting notice shall make sufficient disclosure on the detailed information of the candidate directors and supervisors which at least shall include the following: (1) the educational background, working experience, part time engagement and other alike personal information; (2) the relation (if any) with the Company, the	Amendment based on *Guidelines for Articles of Association of Listed Companies (2016 revision)*

(3)

(4) whether or not they have ever received any penalties by CSRC or other competent authorities or have been sanctioned by the stock exchange;

Each candidate director or supervisor shall be proposed separately. However, the voting by the shareholders on such proposals and the counting of votes can be otherwise conducted in an accumulative manner insofar as the accumulative voting method is applicable.

controlling person;

		be counted when calculating the total number of shares with voting right. Board of Directors, independent directors and qualified shareholders may seek proxies for voting rights from shareholders. **When seeking proxies for voting rights from shareholders, specific information on the votes shall be disclosed to the shareholders whose voting rights are being sought. Seeking such rights with compensation or in a disguised form of compensation is forbidden. The Company shall not set minimum proportion of shareholding on seeking proxies for voting rights.**	
9	Article 89 Each voting right may only be exercised by using one voting method out of the various voting methods such as the on-site voting, voting by entrusting independent directors or voting on internet. Only the result of the first voting shall be valid in case one voting right is exercised for more than once.	Article 89 **Each voting right may only be exercised by using one voting method out of the various voting methods such as the on-site voting, voting**	

	the current Board of Directors. If new directors are not elected in time after the expiration of the term of office of the former director, the former director shall still, according to provisions of relevant laws and regulations and the Articles of Association of the company, exercise his/her responsibilities of being a director before the newly-elected director takes office. A director can concurrently take the position of manager or other senior managerial personnel, but the number of directors concurrently taking the position of manager or other senior managerial personnel shall not exceed one half of all the directors of the company.	General Meeting and shall expire upon the expiration of the term of office of the current Board of Directors. If new directors are not elected in time after the expiration of the term of office of the former director, the former director shall still, according to provisions of relevant laws and regulations and the Articles of Association of the company, exercise his/her responsibilities of being a director before the newly-elected director takes office. A director can concurrently take the position of manager or other senior managerial personnel, but the number of directors concurrently taking the position of manager or other senior managerial personnel shall not exceed one half of all the directors of the company. **The Board of Directors of the Company does not set up the director position held by staff representative for the present.**	
11	Article 161 The Company shall appoint an accounting firm that possesses the Qualification of Engaging in Securities Related Business to audit the accounting reports, verify the values of net assets, and conduct other related advisory services. The term of appointment is one year and extendable.	Article 161 The Company shall appoint an accounting firm that possesses the Qualification of Engaging in Securities Related Business to audit the accounting reports, verify the values of net assets, and conduct other related advisory services. The term of appointment is one year and extendable. **For the accounting firm providing aforementioned service, if the continuous appointment reaches 8 to 10 years, the accounting firm has to be replaced.**	

	Company and any other information of the Company that required to be disclosed.	medias to publish the public announcements of the Company and any other information of the Company that required to be disclosed.	Shanghai Stock Exchange
13		For detailed amendments, please refer to the attachment: ***Comments on Amending Partial Articles Contained in Rules of Procedure of the***	Amendment based on *Guidelines for Articles of Association of Listed Companies (2016 revision), Rules of Shareholders' General Meeting of Listed Companies (2016 revision)*
14	Article 33 Language Versions in the Any meeting notice, proposal, resolution, and meeting minutes relating to a board meeting, any subsequent submission to be filed with the supervisory authorities pursuant to a board meeting, and any other documents deemed to be necessary by the majority of the directors from time to time, shall be prepared, delivered and signed in both Chinese and English. Both language versions shall be regarded as equally binding and authentic. In case of any discrepancy between the Chinese versions and the English version, the Chinese version shall prevail. **The announcements published by the Company as required by CSRC or the Securities Exchange shall be published**	Article 33 is amended as: Any meeting notice, proposal, resolution, and meeting minutes relating to a board meeting, any subsequent submission to be filed with the supervisory authorities pursuant to a board meeting, and any other documents deemed to be necessary by the majority of the directors from time to time, shall be prepared, delivered and signed in both Chinese and English. Both language versions shall be regarded as equally binding and authentic. In case of any discrepancy between the Chinese version and the English version, the Chinese version shall prevail.	

	in both Chinese and English on the website of the Company at the same time.		
15	Article 20 Language Versions in the s of the Board of Supervisors Any meeting notice, proposal, resolution, and meeting minutes relating to a meeting of the Supervisory Committee, any subsequent submission to be filed with the supervisory authorities pursuant to a meeting of the Supervisory Committee, and any other documents deemed to be necessary by the majority of the supervisors, **shall be prepared, delivered and signed in both Chinese and English. Both language versions shall be regarded as equally binding and authentic. The announcements published by the Company as required by CSRC or the Securities Exchange shall be published in both Chinese and English on the website of the Company at the same time.**	Article 20 in the s of the Board of Supervisors Any meeting notice, proposal, resolution, and meeting minutes relating to a meeting of the Supervisory Committee, any subsequent submission	

		General Meetings in an earnest and timely manner. All directors of the Company shall bear fiduciary duty to the regular proceeding and due functioning of the	
2	Article 20 If it is planned to discuss the election of directors General Meeting, the meeting notice shall make sufficient disclosure of detailed		

shareholders may seek proxies for voting rights from shareholders.

be disclosed timely.

Any shares held by the Company shall not entitle the Company to any voting rights, nor shall those shares be counted when calculating the total number of shares with voting rights.

The Board of Directors, independent directors and qualified shareholders may seek proxies for voting rights from shareholders. **When seeking proxies for voting rights from shareholders, specific information on the votes shall be disclosed to the**

9 Article 53

Meeting shall approve, disapprove, or abstain from voting with regard to the proposals submitted for voting. Where the accumulative voting is employed in electing directors or supervisors, however, the disapproving votes cast by shareholders shall cause no impact in deciding the sufficiency of the approving votes gained by any individual candidate pursuant to Article 46 of these Rules of Procedures.

A voter who casts a vote that is not filled in, or falsely filled in

	timely fashion the resolutions adopted, in which the numbers of shareholders and proxies, the total number of shares with voting rights and the percentage of such shares to the total shares with voting rights of the Company, voting methods, voting result of each submitted proposal and detailed content of such resolution shall be listed.	publish in a timely fashion the resolutions adopted, in which the numbers of shareholders and proxies, the total number of shares with voting rights and the percentage of such shares to the total shares with voting rights of the Company, voting methods, voting result of each submitted proposal and detailed content of such resolution shall be listed. **The Company shall respectively count and publish the presence and votes of shareholders of Renminbi ordinary stocks and domestic listed foreign investment stocks.**	based on *Rules of Shareholders' General Meeting of Listed Companies (2016 revision)*
12	Add an additional Article after the Article 56 of the original Rules of Procedure	**Article 57 The convener shall ensure the successive holding of Shareholders General Meeting until the final resolution is achieved. If the Shareholders**	

	violates the Articles of Association of the Company, the shareholders may request the People resolution within sixty (60) days after the date of resolution.	**Company and minority shareholders.** In case the convening process or voting methods of published administrative regulations or the Articles of Association of the Company, or in case the content of the resolution violates the Articles of Association of the Company, the shareholders may request the (60) days after the date of resolution.	
14	Article 60 in these Rules of Procedures refers to the respective information disclosure published in the newspapers or magazines designated by CSRC. Where the content of such public announcement or notice would take up considerable space, the Company may as well merely publish the summary of the respective content in the newspapers or magazines designated by CSRC, and the full text of such content shall however be published on the websites designated by CSRC in the meantime. published in the same newspaper or magazine where the meeting notice was published. Any meeting notice, proposal, resolution, and meeting minutes relating to the Shareholder's General Meeting, any subsequent submission to be filed with the supervisory authorities, and any other documents deemed to be		

	between the Chinese versions and the English version, the Chinese version shall prevail. The announcements published by the Company as required by CSRC or the Securities Exchange shall be published in both Chinese and English on the website of the Company at the same time.	of the directors from time to time, shall be prepared, delivered and signed in both Chinese and English. Both language versions shall be regarded as equally binding and authentic. In case of any discrepancy between the Chinese versions and the English version, the Chinese version shall prevail.	

Annex 2: Proposal in Respect of Replacing Accounting Firm for Annual Audit and Appointing Accounting Firm for 2018 Annual Audit

According to the need of enhancing corporate governance and regulations in the Articles of Association that is intended to be revised, the Accounting Firm providing audit service for the financial statements has to be replaced if the continEMC /P #MCID 6/-69(f)-4(o)-8(l)5nci3 epla alent tinne-91(

III. Brief introduction of the accounting firm intended to be appointed