

qualifications in securities and futures to evaluate assets of Chongqing Cantian Company (For the valuation methods and important premises, please refer to Assets Valuation Report on Proposed Acquisition of All Equity Value of Shareholders of Chongqing Lafarge Shui On Cantian Cement Co., Ltd. by Huaxin Cement Co., Ltd.)

8. Pricing of the transaction target and analysis on the fairness and rationality

The transaction price is determined by the evaluation results. No major discrepancy exists between the transaction price and evaluation value (Valuation by cost method is 258,213.4 thousand Yuan).

IV. Main contents of the related party transaction and arrangements for agreement performance

(I) Main terms and conditions of related party transaction contract

1. Type of the transaction: Asset acquisition of related party (equity acquisition)

2. Counterpart of the transaction: Lafarge China

3. LafargeHolcim Ltd and its related companies will transfer the claims of Chongqing Cantian Company totaling at 879,587,104.46 RMB to Huaxin Cement with 1 RMB. Under such premise, equity transaction price is 253,300,000 RMB.

4. Payment method: Cash

5. Term of payment

Within 7 days after the equity transfer date, the Company shall submit tax declaration to ChinitCm82364(t)-4(a)-8(x)-364(a)-8(u)-8(t)17(h)-8(o)-8(r)7(i)5(t)-4(y)-264(o)-8(n)-8(-)-286(t)17(h)-8

necessary procedures according to applied law and transfer the payment of the equity) designated bank account one time.

6. Time and conditions of effectiveness

The Agreement shall be deemed established and effective on the day of signing.

7. Liability for restitution

(1) Liability of Lafarge China

The target share will be transferred based on the "status quo." Accordingly, Lafarge China does not need to take the liability for restitution to Huaxin Cement for any damages, liabilities, debts, losses, fines, claims, lawsuits or costs (including legal fees) that the target Company may suffer or bear before or after the transfer date.

(2) Liability of Huaxin Cement

If Huaxin Cement fails to pay the share transfer payment in full and on time in accordance with the provisions of the agreement, it shall pay Lafarge China with a

penalty of 0.05% per day for the unpaid portion.

8. Termination of the contract

(1) Termination of negotiations

This agreement is established on the date of signing of the two parties and the agreement may be terminated in advance by signing a written agreement between the parties.

(2) Unilateral termination

Before the transfer date, if either of the following occurs, either party has the right to

(1) The target of signing the assets transfer agreement between Lafarge China and the Company is to eliminate potential competitions between the Company and the non-

Ltd in Chongqing of China. At the same time, integration of resources achieved through this transaction would help the Company further enhance its market competitiveness in Chongqing regions.

(2) The Appraisal Institutions employed by the Company during the affiliated transaction process are professionally capable and independent. The assumption premises of the appraisal are reasonable and the appraisal result objectively and equitably reflects the actual situation of the target company on the appraisal benchmark date.

(3) The affiliated transaction is equitable and fair for the Company and its shareholders, and no situation that would harm the interests of the small and medium sized shareholders has been found.

(4) When Board of Directors reviewed the above Proposal, Related Directors Mr. Martin Kriegner, Mr. Daniel Bach and Mr. Ian Riley followed the principle to recuse from voting, rest of the Non-related Directors including all Independent Directors approved the Proposal. It was found no violation of principle of good faith. The decision-making procedures of this related party transaction were in accordance with the regulations and rules in Company Law and Rules Governing the Listing of Stocks on Shanghai Stock Exchange and provisions in Articles of Association.

VII. Historical related transactions (except daily related transactions)

Signing the Assets Transfer Agreement between LAFARGE CHINA CEMENT in 6 companies including Yunnan Lafarge Building Materials Investment Co., Ltd., which are directly or indirectly held by Lafarge China. The share transfer procedures of the six companies were completed in 2017.

Besides the above transaction, the Company has no other transactions with Lafarge China in the past 12 months up to this related party transaction.

VIII. Annexes for online announcement

1. Prior approval opinions of Independent Directors
2. Independent Opinions confirmed and signed by Independent Directors
3. Assets Valuation Report on Proposed Acquisition of All Equity Value of Shareholders of Chongqing Lafarge Shui On Cantian Cement Co., Ltd. by Huaxin Cement Co., Ltd. issued by Kaiyuan Asset Valuation Co., Ltd.

It is herewith announced.

Board of Directors
Huaxin Cement Co., Ltd.
March 26, 2018