

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

This Document is neither a prospectus nor an invitation to the public to subscribe for shares in Lafarge Zambia Plc ("Lafarge" or the "Company") but is rather issued to the shareholders of the Company for the purposes of explaining the proposed change of name of the company.

**Action Required:**

- If you are in any doubt as to the meaning of the contents of this Circular or as to the action you should take, please consult your accountant, bank manager, stockbroker or other professional advisors immediately.
- If you no longer hold any shares in Lafarge then you should send this Document, as soon as possible, to the bank, stockbroker or other agent through whom the sale of your shareholding in Lafarge was effected for onward transmission to the purchaser or transferee of those Lafarge shares.



**LAFARGE ZAMBIA PLC**

**Incorporated in the Republic of Zambia]**

**Company registration number: 304**

**Share Code: Lafarge**

**["Lafarge" or "the Company"]**

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**CIRCULAR TO SHAREHOLDERS**

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**regarding:**

- change of name of the Company from Lafarge Zambia PLC to Chilanga Cement PLC

**and enclosing:**

- Notice of Extraordinary General Meeting to be held on 09th December 2021 to approve the change of name of the Company
  - a Form of Proxy in respect of the Extraordinary General Meeting
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**Sponsoring Broker**



**STOCKBROKERS ZAMBIA LIMITED**

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The Directors of Lafarge Zambia Plc, collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm that to the best of their knowledge and belief there are no other facts the omission of which would make any statement false or misleading, that they have made all reasonable enquiries to ascertain such facts and that the Circular contains all information required by law.

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**Date of Issue:** Thursday , 18 November 2021

## 1.0. INTRODUCTION

On 11 June 2021, Lafarge Zambia Plc announced that Huaxin (Hainan) Investment Co., Limited, had entered into a Share Sale and Purchase Agreement with Pan African Cement Limited and Financier Lafarge SAS, in respect of the sale and purchase of their 50.1% and 24.9% respectively of the issued share capital (the "**Shares**") of Lafarge Zambia Plc.

In compliance with the Listing Rules of the Lusaka Securities Exchange ("LuSE"), the cautionary announcement was updated. And in a further cautionary announcement on 10 November 2021, shareholders were advised that all the relevant approvals had been obtained and the conclusion of the transaction is now underway in line with regulatory requirements.

### **About Huaxin (Hainan) Investment Co., Limited**

Huaxin is a wholly-owned subsidiary of Huaxin Cement Co Limited ("Huaxin Cement"), an entity listed on the Shanghai Stock Exchange in China. As of 31 December 2020, Huaxin Cement is present in 13 Provinces of China and 6 countries abroad with almost 250 subsidiaries and branches. The total asset value of Huaxin Cement amounts to over 43 billion CNY (approximately USD 6.6 billion), sales of over 29 billion CNY (approximately USD 4.4 billion). Huaxin Cement employs approximately 16,860 globally.

Huaxin Cement is a leading player in the manufacturing and marketing of cement products in China. Founded in 1907, Huaxin Cement today has a cement production capacity of 115 million tonnes/year, aggregate production capacity of 55 million tonnes/year and a ready-mix concrete capacity of up to 27 million cubic meters/year. Huaxin Cement is ranked in China's top 500 manufacturing companies and is also listed as a Fortune China 500 company.

### **Completion of Sale**

Following approval of the Sale by the regulatory authorities and satisfaction of all conditions precedent, shareholders were advised via an announcement on 10 November 2021 that the conclusion of the transaction is now underway in line with regulatory requirements.

## 2.0. CHANGE OF NAME

Following the completion of the signing of the sale and purchase agreement and obtaining all relevant approvals, Lafarge Zambia Plc now proposes to change the name of the company from Lafarge Zambia Plc to Chilanga Cement Plc, in line with impending majority control in the Company and consistent with the complete exit of Financière Lafarge SAS ("Financière Lafarge") and Pan African Cement Limited ("Pan African") representing the Lafarge Holcim Group ("Lafarge Holcim"), the majority shareholders in the company.

Under the LuSE Listing Rules, a change of name for a listed company requires the following actions:

**Step 1: Distribute a circular to shareholders** - this circular should call for a general meeting of shareholders and give details of the resolutions that shareholders will be asked to pass to give effect to the proposed change of name.

**Step 2: Post EGM Announcement to shareholders:** - this announcement will be issued after the general meeting that approved resolutions in the Circular - and give the results of the resolutions in the Circular and additional information on whether the name has been registered with the Registrar of Companies (PACRA), effectivity date of the new name on the LuSE, the abbreviated name on the LuSE (stock code) and

instructions and procedure to change existing share certificates if any. Clearance to change the name has been sought from PACRA.

On 18 November 2021, the Company received approvals from relevant authorities to proceed with the distribution of the circular to shareholders in regard to the extraordinary general meeting of shareholders (“EGM”) to be held on or about **09 December 2021** to approve the change of name of the company.

### **3.0. EXTRAORDINARY GENERAL MEETING**

Therefore, in compliance with the LuSE Listing Rules and the Companies act, the company will hold an EGM on 09 December 2021 via the zoom video link: [https://holcim.zoom.us/webinar/register/WN\\_bvrwqh5RRHW2bv-I6q5NkQ](https://holcim.zoom.us/webinar/register/WN_bvrwqh5RRHW2bv-I6q5NkQ) at 09:00 hours to consider and if agreed pass the following resolutions:

- i) *That the name of the company be and is hereby changed from Lafarge Zambia PLC to Chilanga Cement Plc with effect from this day henceforth.*
- ii) That the Company Articles of Association be amended by replacing the words ‘Lafarge Zambia Plc’ with ‘Chilanga Cement Plc’ throughout the Articles of Association;
- iii) That the word ‘**corporation(s)**’ in Articles 73 (c) (d) and (f) of the Company’s Articles of Association be replaced with the company name “**Huaxin (Hainan) Investment Co., Ltd**” ; and
- iv) That Article 73 (b) of the Company’s Articles of Association shall hereby be amended to read as follows:
  - (b) Huaxin (Hainan) Investment Co., Ltd shall, so long as it is the beneficial owner of at least the qualifying proportion of the issued and fully paid Ordinary Shares in the Capital of the Chilanga Cement Plc, be entitled from time to time to appoint and maintain in office a maximum number of 8 Directors of the Company, being 84.05 per centum of the qualifying directors, and to remove and replace any Director so appointed by it.

By Order of the Board

Munakupya Hantuba

Chairman

18 November 2021



## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of the Members of Lafarge Zambia Plc will be held via the zoom video link: [https://holcim.zoom.us/webinar/register/WN\\_bvrwqh5RRHW2bv-l6q5NkQ](https://holcim.zoom.us/webinar/register/WN_bvrwqh5RRHW2bv-l6q5NkQ) on Thursday 09 December, commencing at 09.00hours for the purpose of transacting the following business:-

1. That the Company name be changed from 'Lafarge Zambia Plc' to 'Chilanga Cement Plc' due to a change in shareholding control.
2. To introduce the Directors appointed in 2021;
3. Amendment of Company Articles of Association:

To consider and if thought fit, pass the following SPECIAL RESOLUTIONS;

- i) *That the name of the company be and is hereby changed from Lafarge Zambia PLC to Chilanga Cement Plc with effect from this day henceforth.*
- ii) That the Company Articles of Association be amended by replacing the words 'Lafarge Zambia Plc' with 'Chilanga Cement Plc' throughout the Articles of Association;
- iii) That the word '**corporation(s)**' in Articles 73 (c) (d) and (f) of the Company's Articles of Association be replaced with the company name "**Huaxin (Hainan) Investment Co., Ltd**"; and
- iv) That Article 73 (b) of the Company's Articles of Association shall hereby be amended to read as follows:
  - (b) Huaxin (Hainan) Investment Co., Ltd shall, so long as it is the beneficial owner of at least the qualifying proportion of the issued and fully paid Ordinary Shares in the Capital of the Chilanga Cement Plc, be entitled from time to time to appoint and maintain in office a maximum number of 8 Directors of the Company, being 84.05 per centum of the qualifying directors, and to remove and replace any Director so appointed by it.

A member entitled to attend and vote at the meeting is entitled to appoint any person (whether a member of the Company or not) to attend and, on a poll, to vote in his/her stead. Proxy forms are obtainable from the Company Secretary and must be lodged at the Registered Office of the Company, Lafarge Zambia Plc Head Office, Farm no. 1880 Kafue Road, Chilanga or sent by email to the Company Secretary at [enquiries.zambia@lafargeholcim](mailto:enquiries.zambia@lafargeholcim)

By Order of the Board

Chibuye Ngulube  
Company Secretary  
Lusaka, Zambia  
17 November 2021



## PROXY

I/We .....

of .....

being a member /members of Lafarge Zambia Plc and entitled to vote; hereby appoint

.....

of .....

or failing him/her.....

of .....

or failing him/her the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on Thursday, 09 December 2021 and at any adjournment thereof, as he/she thinks fit.

Signed by me/us this ..... day of .....2021

Signature(s) of member(s): .....

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Note: A member entitled to attend and vote at the meeting may appoint in writing a proxy to attend, speak and on a poll, to vote on his/her behalf.  
A proxy need not also be a member of the company.