



Huaxin Cement Co., Ltd.*

華新水泥股份有限公司

(a joint stock company limited by shares in the People's Republic of China with limited liability)
(Stock code: 6655)

Rules of Procedures for the Governance and Compliance Committee to the Board of Directors

Chapter One: General Provisions

Article 1 Pursuant to the Company Law of the People's Republic of China, the Company Law of the People's Republic of China, the Articles of Association of Huaxin Cement Co., Ltd., the Rules of Procedure of the Board of Directors of Huaxin Cement Co., Ltd. and the Charter of the Governance and Compliance Committee (the Committee) of the Board of Directors (the Board) of Huaxin Cement Co., Ltd., the Board of Directors, the Governance and Compliance Committee shall be established.

Article 2 The Committee shall be composed of five members. The members shall be elected by the Board of Directors. The members shall be elected by the Board of Directors (including independent non-executive directors), and the members shall be elected by the Board of Directors (including independent non-executive directors) and the members shall be elected by the Board of Directors.

Article 3 The Committee shall be composed of five members (including independent non-executive directors), and the members shall be elected by the Board of Directors.

Article 4 In accordance with the Company Law, the Committee shall be composed of five members (including independent non-executive directors), and the members shall be elected by the Board of Directors.

The members of the Committee shall be elected by the Board of Directors.

Article 5 The Committee shall be composed of five members (including independent non-executive directors), and the members shall be elected by the Board of Directors.

* For identification only

Article 6 The Board shall have the authority to call a special meeting of the Board, and to adjourn the meeting from time to time and from place to place, and to reconvene the meeting at any time and at any place, and to do all such other acts and things as may be necessary or proper to carry out the purposes of this Act.

Article 7 The Board shall have the authority to hire, employ, and discharge any person, and to fix the salary of any person so hired, employed, or discharged, and to do all such other acts and things as may be necessary or proper to carry out the purposes of this Act.

Chapter Two: Composition and Convener

Article 8 The Board shall have the authority to determine the number of members of the Board, and to elect or appoint the members of the Board, and to fill any vacancies that may occur in the Board, and to do all such other acts and things as may be necessary or proper to carry out the purposes of this Act.

Article 9 The Board shall have the authority to call a meeting of the Board, and to adjourn the meeting from time to time and from place to place, and to reconvene the meeting at any time and at any place, and to do all such other acts and things as may be necessary or proper to carry out the purposes of this Act.

Article 10 The Board shall have the authority to determine the rules of procedure for the Board, and to amend the rules of procedure from time to time, and to do all such other acts and things as may be necessary or proper to carry out the purposes of this Act.

Article 11 The Board shall have the authority to:

- (1) Determine the number of members of the Board;
- (2) Elect or appoint the members of the Board, and to fill any vacancies that may occur in the Board;
- (3) Hire, employ, and discharge any person, and to fix the salary of any person so hired, employed, or discharged, and to do all such other acts and things as may be necessary or proper to carry out the purposes of this Act;
- (4) Call a meeting of the Board, and to adjourn the meeting from time to time and from place to place, and to reconvene the meeting at any time and at any place, and to do all such other acts and things as may be necessary or proper to carry out the purposes of this Act;
- (5) Determine the rules of procedure for the Board, and to amend the rules of procedure from time to time, and to do all such other acts and things as may be necessary or proper to carry out the purposes of this Act;
- (6) Exercise any other authority conferred upon the Board by this Act.

Chapter Three: Terms of Reference

Article 12 The Commission shall have the right to request the Government to provide information and documents in its possession, custody or control, or to permit access to such information and documents, in order to carry out its functions. The Commission shall have the right to request the Government to provide information and documents in its possession, custody or control, or to permit access to such information and documents, in order to carry out its functions.

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- (5) The Commission shall have the right to request the Government to provide information and documents in its possession, custody or control, or to permit access to such information and documents, in order to carry out its functions.

Article 13 The Commission shall have the right to request the Government to provide information and documents in its possession, custody or control, or to permit access to such information and documents, in order to carry out its functions.

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- (4) The Commission shall have the right to request the Government to provide information and documents in its possession, custody or control, or to permit access to such information and documents, in order to carry out its functions.

Article 14 The right of the Commission to request information from the Member States is:

- (1) Exchange of information between the Commission and the Member States;
- (2) Commission may request information from the Member States in order to carry out its duties;
- (3) Member States shall provide the Commission with the information requested in accordance with the provisions of the Treaty and the Commission's request;
- (4) The Commission may request information from the Member States in order to carry out its duties.

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Any information requested by the Commission shall be provided to it in accordance with the provisions of the Treaty and the Commission's request.

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Such information shall be provided to the Commission in accordance with the provisions of the Treaty and the Commission's request.

Article 15 The Commission shall have the right to request the Member States to provide such information as it may require for the purposes of this Regulation. It may also request the Member States to carry out specific investigations.

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Article 16 The Commission shall have the right to request the Member States to provide such information as it may require for the purposes of this Regulation. It may also request the Member States to carry out specific investigations.

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Article 17 The Commission shall have the right to request the Member States to provide such information as it may require for the purposes of this Regulation. It may also request the Member States to carry out specific investigations.

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- (3) The Commission may also request the Member States to carry out specific investigations.
- (4) The Commission may also request the Member States to carry out specific investigations.

Chapter Four: Rules of Procedure

Article 18 The Council shall have the right to request the Commission to carry out any study or investigation, to collect such information as it may require and to consult such experts as it may deem appropriate.

Article 19 The Council shall have the right to request the Commission to submit reports on the progress of the work entrusted to it by the Council, and to request that the Commission be held in account.

Article 24 h r h C'n n r r' l' r' l' , h r' l' r' h
h' l' r' l' n' n' h n l' l' r' .

Article 25 h r l' l' r' f h C' l' h n r r' n/ r' f n l' r
n l' n , h l' l' r h h r f' l' h' l' n
r' l' . In h n h h C' l' n f' r' l' n' n' n'
r n l' r' h h r' f' n' f' l' l' r , h l' r h
r r h B' r' f' h C' l' n .

Article 26 An l' n' f' h C' l' h h l' n' f' h l' n n
l' l' r r n h l' n . Th r r' h C' l' h
r' l' n' f' r' h r r' l' n , r' l' n n n' f' h l' n .

Article 27 An' l' n' l' n l' n r' l' l' n l' n f' h C' l' h
r' l' r' n r n f' r' l' h B' r' f' h C' l' n .

Article 28 A r n l' n h' l' l' l' n f' n l' r
n h l' n n h n' l' l' n r n f' r' l' l' n
h' h' r' l' n .

Chapter Five: Supplementary Provisions

Article 29 C' l' n n h R' f Pr' r l' n n' l' r n' l' r n
n r' l' n , h C' l' n' l' l' n n , l' ,
r , r n' l' h r n n' l' f' l' n .

Article 30 Th R' f Pr' r h n f' r' l' n h' f' n h
r n r' l' l' n h B' r' .

Article 31 An l' r h r n' l' l' r n h R' f Pr' r h
l' l' n' l' r n' l' h n' l' n , r' l' n n h Ar' f'
A' l' l' n' f' h C' l' n ; In h n' f' n' l' n h n r' l' l' n
f' h n r' l' n r' l' h S' r Ar' f' A' l' l' n
l' n h r' l' h r' l' f' r h R' f Pr' r l' l' n
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l' n n l' h B' r f' r r n n r' l' .

Article 32 Th r h' l' n r r h R' f Pr' r h n h B' r' f' h
C' l' n .

*E gli h t a l a r i f t h i d c m e r i f e f e e c e l , i f t h e e a e d i c e a c i e b e t e e t h e C h i e e e i ,
t h e C h i e e e i h a l l e a i l .*