



Huaxin Cement Co., Ltd.*

華新水泥股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 6655)

**Rules of Procedures for the Nomination Committee to
the Board of Directors**

Chapter One: General Provisions

Article 1 Pursuant to the *Company Law of the People's Republic of China*, *Regulations of the State Administration of Securities*, *Stock Exchange Listing Rules of Shanghai Stock Exchange*, *Code of Corporate Governance for Listed Companies*, *Independent Director Systems of Listed Companies*, *Articles of Association of Huaxin Cement Co., Ltd.*, *Rules of Procedures of the Board of Directors of Huaxin Cement Co., Ltd.* and other applicable laws, regulations, administrative measures, orders, and decrees, the Board of Directors of Huaxin Cement Co., Ltd. (the **Company**) hereby establishes the **Nomination Committee** (the **Committee**) under the Board of Directors (the **Board**) and formulates the *Rules of Procedures of the Nomination Committee of the Board of Directors of Huaxin Cement Co., Ltd.* (the **Rules**) to regulate the nomination, election, and removal of directors of the Company, and to ensure the independence and objectivity of the nomination process.

Article 2 The **Committee** shall be composed of three members, including one independent director, and shall be elected by the Board of Directors. The **Committee** shall be responsible for reviewing and recommending the nomination of directors to the Board of Directors. The **Committee** shall also be responsible for reviewing and recommending the removal of directors from the Board of Directors.

Article 6 The Secretary, Board, shall be elected by the Council for a term of office of five years, and he shall be eligible for re-election. The Council may, by a majority of its members, remove the Secretary from office if he is found to be incompetent or inefficient.

Article 7 The Board Office, shall be a permanent body, and shall be responsible for the day-to-day management of the Council.

Chapter Two: Composition

Article 8 The Council shall consist of five Directors, and the Board, and the Independent Directors, shall be elected by the Council.

Article 9 The Council shall be a body of five members (Council members). An Independent Director shall be elected by the Council, and shall be eligible for re-election.

Article 10 The Council shall be a permanent body, and shall be responsible for the day-to-day management of the Council. If a member of the Council is found to be incompetent or inefficient, the Council may, by a majority of its members, remove him from office. The Council shall be responsible for the day-to-day management of the Council, and shall be responsible for the day-to-day management of the Council.

Article 11 The Council shall be a permanent body, and shall be responsible for the day-to-day management of the Council:

- (1) The Council shall be a permanent body, and shall be responsible for the day-to-day management of the Council;
- (2) The Council shall be a permanent body, and shall be responsible for the day-to-day management of the Council;
- (3) The Council shall be a permanent body, and shall be responsible for the day-to-day management of the Council;
- (4) The Council shall be a permanent body, and shall be responsible for the day-to-day management of the Council;
- (5) The Council shall be a permanent body, and shall be responsible for the day-to-day management of the Council;
- (6) The Council shall be a permanent body, and shall be responsible for the day-to-day management of the Council.

Article 12 C a a , f e C , ee a a e d A a S a e , de ' G e e a M e e
 (f e C a a , a b e , a e d , e C a a , f e B , a d a e
 a , e e b e , f e C , ee , a e d e ee ; f e e b e
 e d , a b e , a e d , e d e e a e a r ' , e d b e e b e a a e d
 e ee) , a d a e , e , e , a d e , b e , f e
 C , ee.

Chapter Three: Terms of Reference

Article 13 T e a e , f e f e e c e , f e C , ee a e a f , :

- (1) R e a e a , c e a e a e c e , e a d c , , f e
 B , a d (c d e e e , e d e a d e e e c e) a e a e
 c , , f e C E O a d , e S e , M a a e e P , , a d
 f e , e B , a d , e e d e d c a e , f e
 B , a d , a c c , d a e e c , a e a e ;
- (2) S d e e e c , c e a a d , c e d e , f D e c , , e C E O
 a d , e S e , M a a e e , f e C , a , a d f a d
 e , e , e B , a d ;
- (3) M a e c , e d a , , e B , a d , e a r ' , e , e - a r ' , e
 , c c e , , a a d , b e c a d d a e f , e D e c , (e
 C a a a c a) , f e C , a ;
- (4) E a e a r ' , e , e - a r ' , e , c c e , , a
 a d , b e c a d d a e f , e C E O , f e C , a , a d a
 e c , e d a , e , e B , a d ;
- (5) S e a c d e f , a f e d D e c , , e e c , , a c a d d a e
 , e e a d e c , , e c , e d , e B , a d , a f e c , d e e
 e e a a d d e a b e c , e e c e , f e d e c , , e a e a d d e
 , f a d e d e , f e B , a d ;
- (6) B e a a e , f e C E O , , e C E O a e e e e a c
 f , a f e d S e , M a a e e c a d d a e , e a d f
 e , e c a d d a e f , e S e , M a a e e , a
 C E O , b e b e d , a d e a e d b e B , a d , a , e e T ,
 M a a e e e a a f f c e d e , f e e e c e a d , b e
 , T C , ee.) T F 2 1 T f 166 , e B , a d , a

- (9) E a e de e de ce, fI de e de a d N, -e ec, ed ec, ;
- (10) Re e ed e , c, f e B, a d a d ea ab e a e a d e a a e f ed e , c, a d d c, ed e , c c, ae, e a ce e, , c a ; a d
- (11), e a, e e , e ed b a, e a, , e, f e e a d e B, a d.

Article 14 T e e , b , f e C, ee e ec e ca d da e f, D ec, , CEO a d, e Se , Ma a e e , f e C, a a , e :

- (1) C, ca e e e a de a e , a e, de a d e B, a d , f e C, a ad a ce, , de a d e de a d, f e C, a f, e D ec, , CEO a d, e Se , Ma a e e a d f, a e e d, c, e ;
- (2) Ca , a e e e e a c f, ca d da e , f , f a D ec, , CEO, Se , Ma a e e C, a , a e, de a d , d (a , c a ed) c, a e a e a e a e , f , fe , a e ec, e , e.c.;
- (3) C, ec f, a , ab, e, cc, a , , ed, ca , a bac , d, de a ed, e e e ce a d c, c, e , b , f e , ed ca d da e f, e D ec, , CEO a d, e Se , Ma a e e , a d e a e e ;
- (4) See e c, e , f e ca d da e f, be , e , f, ee f, e D ec, , CEO a d, e Se , Ma a e e ;
- (5) C, e a ee , f e C, ee , c ec e, a f ca , f e , ee a d f, a dec , , ed ca d da e f, e D ec, , CEO a d, e Se , Ma a e e acc, d , e , b e, e e f, e D ec, , CEO a d, e Se , Ma a e e , a d b e dec , , e B, a d; a d
- (6) Ca , , e , acc, d , e e, a d feedbac , f e B, a d.

Chapter Four: Rules of Procedure

Article 15 The Council shall be a permanent body. It shall be composed of representatives of the member States and of representatives of the Commission.

Article 16 The Council shall meet in plenary session. It shall be convened by the President of the Council, at the request of a member State or of the Commission.

Article 17 Any member State or the Commission may propose amendments to the Treaty. The Council shall decide on such proposals. It shall also decide on the admission of new member States and on the withdrawal of member States. It shall also decide on the suspension of the rights and obligations of a member State in the event of a serious breach of the Treaty.

Article 18 Each member State shall have one vote. The Council shall act by a qualified majority. The Council shall also act by unanimity in certain cases, as provided in the Treaty.

Article 19 Meetings of the Council shall be held in Brussels. The Council shall also hold meetings in other locations, as decided by the Council. The Council shall also hold meetings in other languages, as decided by the Council.

Article 20 The Council shall be assisted by a Secretariat-General. The Secretariat-General shall be appointed by the Council. The Secretariat-General shall be responsible for the administrative and technical work of the Council.

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Article 21 Each member State shall have the right to be heard by the Council. The Council shall also have the right to hear the Commission.

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Article 25 The Commission shall be authorized to add, amend or repeal any provision of the Basic Law.

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Article 27 Any provision of the Basic Law shall be subject to the Commission's review and approval.

Chapter Five: Supplementary Provisions

Article 28 The Commission shall be authorized to add, amend or repeal any provision of the Basic Law, the Commission shall be authorized to add, amend or repeal any provision of the Basic Law.

Article 29 Any provision of the Basic Law shall be subject to the Commission's review and approval.

Article 30 The Commission shall be authorized to add, amend or repeal any provision of the Basic Law.

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