

Huaxin ement o., 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 ommittee to the Board of Directors

hapter One: eneral Provisions

Article 1

Article 12 Chairma of the Committee shall atte d A ual Shareholders' Ge eral Meeti g (if the Chairma is ot able to atte d, the Chairma of the Board shall i vite a other member of the Committee to atte d the meeti g; if the member i vited is ot able to atte d, the delegate appoi ted by the member shall atte d the meeti g), a d a swer questio s o the work a d respo sibilities of the Committee.

hapter Three: Terms of Reference

Article 13 The mai terms of refere ce of the Committee are as follows:

(1) Reviewi g at least o ce a year the structure, size a d compositio of the Board (i cludi g expertise, k owledge a d experie ce) as well as the compositio of the CEO a d other Se ior Ma ageme t Positio s, a d putti g forth suggestio s to the Board o the i te ded cha ges of the Board to accommodate the corporate strategy;

(2) Studyi g the selectio criteria a d procedures of Directors, the CEO a d other Se ior Ma ageme t of the Compa y, a d putti g forward suggestio s thereo to the Board;

(3) Maki g recomme datio s to the Board o the appoi tme t, re-appoi tme t or successio program a d possible ca didates for the Directors (the Chairma i particular) of the Compa y;

(4) Exami i g the appoi tme t, re-appoi tme t or successio program a d possible ca didates for the CEO of the Compa y, a d maki g recomme datio s thereo to the Board;

(5) Searchi g widely for qualified Directors, selecti g, omi ati g ca didates to serve as directors or recomme di g to the Board, after co sideri g the esse tial a d desirable compete cies of ew directors, the ra ge a d depth of skills a d the diversity of the Board;

(6) Bei g a part er of the CEO, supporti g the CEO with a exte sive search for qualified Se ior Ma ageme t ca didates, reviewi g a d putti g forth suggestio s o the ca didates for other Se ior Ma ageme t positio s tha CEO to be submitted to a d e gaged by the Board, so as to e sure the Top Ma ageme t team has sufficie t diversity of experie ce a d skills to be effective i both drivi g performa ce a d ma agi g risks;

(7) Mo itori g a d assessi g the performa ce, compete ce a d suitability of ma agers at the Assista t Vice-preside t level who are appoi ted by the CEO a d i cluded as members of the Top Ma ageme t;

(8) Exami i g o a regular basis the Se ior Ma ageme t successio pla , a d holdi g regular meeti gs with Se ior Ma ageme t a d ca didates to be promoted to Se ior Ma ageme t positio s;

(9) Examining the independence of Independent and Non-executive directors;

(10) Reviewing the diversity policy of the Board and measurable targets and their attainment for the diversity policy, and disclosing the diversity policy in corporate governance report or policy summary; and

(11) other authorities empowered by laws, regulations, listing rules of the listing venue and the Board.

Article 14 The responsibility of the Committee in selecting the candidates for Directors, CEO and other Senior Management of the Company mainly involves:

(1) Communicating with the relevant departments, shareholders and the Board of the Company in advance, to understand the demands of the Company for new Directors, CEO and other Senior Management and formulate written documents;

(2) Carrying out an extensive search for candidates to fill positions of a Director, CEO or Senior Manager within the Company, its shareholders and its holding (associated) companies as well as in the market of professional executives, etc.;

(3) Collecting information about the occupation, educational background, detailed working experience and concurrent jobs of the proposed candidates for the Directors, CEO and other Senior Management, and preparing written reports;

(4) Seeking the consent of the candidates for being put on the list of nominees for the Directors, CEO and other Senior Management;

(5) Convening a meeting of the Committee to check the qualification of the nominees and form a decision on the proposed candidates for the Directors, CEO and other Senior Management according to the job requirements for the Directors, CEO and other Senior Management, and submitting the decision to the Board; and

(6) Carrying out other work according to the resolutions and feedbacks of the Board.

hapter Four: Rules of Procedure

Article 15 The Committee holds regular a d ad hoc meeti gs. All members shall be otified seve days prior to the co ve i g of a meeti g.

Article 16 The Committee shall hold at least two regular meeti gs each year. For the Committee to fulfill its respo sibilities, the Chairma of the Committee may orga ize ad hoc meeti gs whe ecessary.

Article 17 A meeti g of the Committee shall be co ve ed o ly with the prese ce of o less tha two thirds of its members. I ge eral, the members shall atte d a meeti g i perso or authorize a other member to atte d o his/her behalf. I circumsta ces deemed appropriate by the Chairma , a meeti g ca be held over pho e or by other circular mea s.

Article 18 Each member shall accept o more tha o e authorizatio from other members. If a member who is a I depe de t a d No -executive Director is u able to atte d a meeti g for a y reaso , he/she shall authorize a other member who is also a I depe de t a d No -executive Director to atte d o his/her behalf.

Article 19 Meeti gs shall be presided over by the Chairma of the Committee. I case the Chairma ca ot atte d a meeti g due to special reaso s, the members prese t at the meeti g shall elect a I depe de t a d No -executive Director to chair the meeti g.

Article 20 Directors, Supervisors a d Se ior Ma ageme t or a y third parties may be i vited to sit i o the Committee meeti gs whe ecessary. O ly members of the Committee are e titled to vote i the meeti g.

No -members of the Committee may be asked by the Chairma to withdraw from all or a y part of a meeti g.

Article 21 Each member shall have o e vote o proposals or issues to be reviewed by the Committee. The Chairma shall have ju12.5ited to Geom all other memberg.

Article218 Wotheby the Chairma propos t or issa to the propos t or issa

Article 25 The Committee a swers for the Board. A y opi io s made a d resolutio s passed at a meeti g of the Committee shall be reported i writte form to the Board of the Compa y.

Article 26 The co ve i g procedure, voti g procedure a d proposals passed i the meeti g shall abide by perti e t laws, regulatio s, listi g rules of the listi g ve ue, Articles of Associatio a d these Rules of Procedure.

Article 27 All participa ts at a meeti g shall be obliged to keep co fide tial all matters discussed i such a meeti g a d shall ot disclose a y releva t i formatio without due authorizatio .

hapter Five: Supplementary Provisions

Article 28 These Rules of Procedures shall be put i force o the date whe domestically listed foreig shares are listed o Ho g Ko g Stock Excha ge. From the effective date of these Rules of Procedures, curre t effective Rules of Procedures become i valid automatically.

Article 29 A y matters that are ot covered i these Rules of Procedures, or a y co flicts with a y provisio s of the laws, regulatio s, listi g rules of listi g ve ue a d Articles of Associatio issued or revised later, shall be impleme ted accordi g to perti e t laws, regulatio s, listi g rules of listi g ve ue, Articles of Associatio of the Compa y a d these Rules of Procedure shall be ame ded immediately a d approved by the Board.

Article 30 The right to i terpret these Rules of Procedures shall vest i the Board of the Compa y.

English translation of this document is for reference only, if there are discrepancies between the Chinese version, the Chinese version shall prevail.