



**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, Code of Corporate Governance Listed Companies, Article of Association of Huaxin Cement Co., Ltd., Rules of Procedures of the Board of Directors of Huaxin Cement Co., Ltd. and other relevant laws, regulations and rules, Huaxin Cement Co., Ltd. (the Company) hereby establishes the Governance and Compliance Committee (the Committee) under the Board of Directors (the Board) to supervise and manage the Company's risk management, internal control, and compliance work.

**Article 2** The Committee shall be composed of five members under the Board. The members shall be elected by the Board of Directors (the Board) from among the Company's directors, and shall include at least one independent non-executive director. The Committee shall be chaired by an independent non-executive director.

**Article 3** The Committee shall have the following powers:

**Article 4** In accordance with the Company's internal control system, the Committee shall supervise and manage the Company's risk management, internal control, and compliance work.

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

**Article 5** The Committee shall have the following powers:

\* 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 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, fix the salary of, and discharge any person who may be employed by 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.

## 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 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 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 of 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. If the Board shall determine to call a meeting of the Board, 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 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 do all such other acts and things as may be necessary or proper to carry out the purposes of this Act:

- (1) Determine the number of members of the Board;
- (2) Hire, employ, fix the salary of, and discharge any person who may be employed by 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;
- (3) Determine the rules of procedure of 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;
- (4) Determine the rules of procedure of 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;
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- (6) Determine the rules of procedure of 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.

### 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, or to take any other measures which may be necessary for the purpose of its investigation. 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, or to take any other measures which may be necessary for the purpose of its investigation.

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- (2) 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, or to take any other measures which may be necessary for the purpose of its investigation;
- (3) Except where the Government has demonstrated that it is not possible or that it would be unduly burdensome, 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, or to take any other measures which may be necessary for the purpose of its investigation;
- (4) Except where the Government has demonstrated that it is not possible or that it would be unduly burdensome, 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, or to take any other measures which may be necessary for the purpose of its investigation;
- (5) Otherwise, 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, or to take any other measures which may be necessary for the purpose of its investigation.

**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, or to take any other measures which may be necessary for the purpose of its investigation.

- (1) Except where the Government has demonstrated that it is not possible or that it would be unduly burdensome, 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, or to take any other measures which may be necessary for the purpose of its investigation;
- (2) 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, or to take any other measures which may be necessary for the purpose of its investigation;
- (3) 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, or to take any other measures which may be necessary for the purpose of its investigation;
- (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, or to take any other measures which may be necessary for the purpose of its investigation.

**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 Commission to carry out the necessary 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.

(1) 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.

(2) 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.

**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.

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(4) 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.

## 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 any matter which it may deem appropriate.

**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' l' h n r r' n/ r' f n l' r  
n l' l' n , h l' l' r h h r f' l' h' l' n  
r' l' . In h n h h C' l' l' n f' r' l' 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' l' n .

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

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

**Article 28** A r n l' n h' l' l' l' n' 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' l' n n h R' f Pr' r l' n n' l' r n' l' r n  
n r' l' n , h C' l' 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' l' n ; In h n' f' n' l' n' h n r' l' l' n'  
f' h n r' l' n' r' l' 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' l'  
ff , h r h r n h R' f Pr' r h f' r h h  
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' 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 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 .*