Huaxin Cement Co., Ltd.*

(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*

Article 6 The Secretary to the Board or

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Article 12 Chairman of the Committee shall attend Annual General Meeting (if the Chairman is not able to attend, the Chairman of the Board shall invite another member of the Committee to attend the meeting; if the member

(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 incorporate 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

Chapter Four: Rules of Procedure

Article 15 The Committee holds regular and ad hoc meetings. All members shall be notified seven days prior to the convening of a meeting.

Article 16 The Committee shall hold at least two regular meetings each year. For the Committee to fulfill its responsibilities, the Chairman of the Committee may organize ad hoc meetings when necessary.

Article 17 A meeting of the Committee shall be convened only with the presence of no less than two thirds of its members. In general, the members shall attend a meeting in person or authorize another member to attend on his/her behalf. In circumstances deemed appropriate by the Chairman, a meeting can be held over phone or by other circular means.

Article 18 Each member shall accept no more than one authorization from other members. If a member who is an Independent and Non-executive Director is unable to attend a meeting

Article 25 The Committee answers for the Board. Any opinions made and resolutions passed at a meeting of the Committee shall be reported in written form to the Board of the Company.

Should the Board of Directors not adopt or only partially adopt the recommendations of the Committee, the Board of Directors shall record the opinions of the Committee and the specific reasons for non-adoption in its resolution, and disclose such information.

Article 26 The convening procedure, voting procedure and proposals passed in the meeting shall abide by pertinent laws, regulations, listing rules of the listing venue, Articles of Association and these Rules of Procedure.

Article 27 All participants at a meeting shall be obliged to keep confidential all matters discussed in such a meeting and shall not disclose any relevant information without due authorization.

Chapter Five: Supplementary Provisions

Article 28 These Rules of Procedures shall be put in force on the date of deliberation and adoption by the Board of Directors of the Company. From the effective date of these Rules of Procedures, current effective Rules of Procedures become invalid automatically.

Article 29 Any matters that are not covered by