

独立董事 Simon MacKinnon 2020年度工作报告
Annual Work Report 2020 of Independent Director Mr. Simon MacKinnon

2014年9月,本人由华新水泥股份有限公司股东大会选举担任第七届董事会独立董事。自那时起,本人严格按照国家有关法律法规和公司章程的相关规定,本着勤勉、尽职的原则,代表全体股东忠实履行独立董事的职责。积极出席相关会议和活动,认真审议董事会各项议案,对公司的发展等相关事项积极发表独立意见。

In September 2014 I was elected by the Annual Shareholders' General Meeting as one of the Independent Directors of the Seventh Board of Directors of Huaxin Cement Co., Ltd. Since that time I have acted as an Independent Director strictly abiding by relevant laws, rules and regulations as well as Articles of Association of the Company, and under the principle of diligence. Acting on behalf of all shareholders, I faithfully fulfilled my duties, actively attended relevant meetings and carefully reviewed all the Board proposals, and gave independent opinions on issues relating to the Company development.

2020年具体工作报告如下:

My detailed 2020 annual work is hereby reported as follows:

1、2020年,公司共召开了10次董事会会议。本人全部亲自参加,其中以通讯方式参加6次。出席了分别于2020年1月7日、2020年6月3日及2020年9月25日召开的公司2020年第一次临时股东大会、公司2019年年度股东大会及2020年第二次临时股东大会。

1. The Company convened 10 Board Meetings during 2020. I attended all the aforesaid Board Meetings, including 6 Meetings through circular resolution. I also attended the First extraordinary Shareholders' General Meeting 2020, the Annual Shareholders' General Meeting 2019 and the Second Extraordinary Shareholders' General Meeting 2020 convened on January 7, June 3 and September 25, 2020 respectively.

2、作为代表全体股东利益的独立董事,对于董事会会议审议的各项议案,本人经过认真审议和客观、专业的思考,未投反对票和弃权票。

2. As an Independent Director acting on behalf of all shareholders I carefully reviewed, considered and voted for all the proposals that were submitted to the Board objectively and professionally. I did not vote "negative" or "abstention" on any of the proposals.

3、作为第九届董事会提名委员会的召集人,本人组织提名委员会对4名董事席位的候选人资格进行审议。其中之一是提名陈婷慧女士为股东董事,另外3名是第十届董事会独立董事席位。提名委员会通过现场或视频方式进行了10场次面试,并召开了后续会议。提名董事候选人的相关建议已提交董事会审议。

3. As the Convener of the Nomination Committee to the Ninth Board of Directors, I organized the Nomination Committee to review the qualifications of candidates for 4 Director positions. One of these was the nomination as a shareholder director of Ms. Tan Then Hwee. Three of these were for Independent Director positions of the Tenth Board of Directors. Ten interviews were conducted in person or by video by the Nominations Committee, with follow-up meetings by the Nominations Committee. Nominations recommendations were presented to the Board for approval.

4、作为董事会审计委员会、薪酬与考核委员会委员,本人积极参加了所有会议,并对相关议案、公司发展战略、内部审计和内部控制的改进提出了独立的意见和建议。

4. As the member of the Audit Committee and Remuneration and Assessment Committee to the Board, I actively participated in all meetings, and gave independent opinions and suggestions on the proposals and the development strategy of the Company, on internal audit and on improvements to the Internal Control of the company.

5、在担任公司独立董事期间，本人在2020年审阅以下议案时提出了相关意见和建议，作为批准程序的一部分：（a）发行海外债券；（b）收购非洲坦桑尼亚相关业务；（c）员工持股计划，以及（d）B股转H股项目。

5. As an Independent Director, during 2020 I reviewed and raised questions as part of the approval process for (a) the issuance of overseas bonds; (b) the acquisition of a business in Tanzania in Africa; (c) the Employee Stock Ownership programme, and (d) the conversion of B to H shares.

6、在担任公司独立董事期间，未就下列事宜提出提议：(1)聘用或解聘会计事务所；(2)召开临时股东大会；(3)召开董事会会议。

6. While being the Independent Director of the Company, I did not make any proposal on following issues:

(1) appointing or dismissing the Accounting Firm; (2) convening Extraordinary Shareholders' General Meetings; (3) convening Board Meetings.

根据相关规定，在公司第九届董事会届满时，我将在担任两届三年期公司独立董事后不再担任该职务。

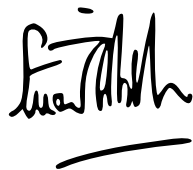
In accordance with the regulations of the company at the end of the Ninth Board of Directors, I will retire after serving two 3-year terms as an Independent Director.

华新水泥股份有限公司独立董事：Simon MacKinnon

Simon MacKinnon, Independent Director of Huaxin Cement Co., Ltd.

2021年3月25日

March 25, 2021



独立董事刘艳 2020 年度工作报告

Annual Work Report 2020 of Independent Director Ms. Liu Yan

本人作为华新水泥股份有限公司第九届董事会独立董事,在 2020 年度严格按照相关《公司法》、《证券法》、《关于在上市公司建立独立董事制度的指导意见》、《关于加强社会公众股股东权益保护的若干规定》等法律法规和《公司章程》的要求,能够履行诚信勤勉义务,始终站在独立、公正的立场上参与公司决策,充分发挥自己的专业知识和工作经验,做好政府相关政策解读工作,为公司的发展战略提出合理的建议;加强同公司董事会、监事会、管理层的沟通交流,更好的维护公司全体股东特别是中小股东的合法权益。

As one of the Independent Directors of the Ninth Board of Directors of Huaxin Cement Co., Ltd. strictly abiding by relevant laws, rules and regulations contained in Company Law, Securities Law, Guidance for Listed Companies on the Establishment of Independent Director System, Provisions on Strengthening the Protection of Public Shareholders' Equity as well as Articles of Association of the Company in 2020, I fulfilled my duty of being faithful and diligent and participated in making decisions of the Company independently and impartially. I made full use of my professional knowledge and working experience, I illustrated the relevant government policies and provided appropriate suggestions to the development strategy of the Company. Communication with the Board of Directors, Board of Supervisors and Senior Management was strengthened. I also actively safeguarded the legitimate rights and interests of all the shareholders, especially minority shareholders of the Company.

1、亲自出席现场董事会 10 次,其中以通讯方式出席董事会 6 次,亲自出席股东大会 3 次。

1. I attended 10 Board Meetings including 6 Board Meetings by circular resolution and was present at 3 Shareholders' General Meetings.

2、积极行使独立董事权利和义务,注意了解相关的行业和企业信息,对提交董事会审议表决的所有议案、报告进行了认真阅读与研究,认真行使表决权。对提交董事会审议的相关议案,及时通过公司高管、董事会办公室了解详细情况及可能产生的经营风险,与管理层进行充分讨论,再根据相关要求发布客观公正的独立意见。

2. I proactively exercised my rights and interests as an Independent Director, paid great attention to information about the relevant industry and corporation, carefully reviewed and voted on all the proposals and reports submitted to the Board. I was timely informed by the Senior Management and Board Office of the detailed information and potential operational risks of the relevant proposals submitted to the Board for review. In turn, I issued independent opinions objectively and fairly according to the relevant regulations and requirements.

2020 年继续就华新的境外投资和境外融资听取汇报及提供意见和建议。此外,就华新 B 转 H、投资建设黄石华新绿色建材产业园项目等重大项目提供支持性意见,并提示管理层合法合规履行相关流程和做出信息披露。

In 2020, I continued to hear reports and provide opinions and suggestions on Huaxin's overseas investment and overseas financing. In addition, I provided supportive opinions on major projects such as the B to H project, investment and construction of Huangshi Huaxin Green Building Materials Industrial Park project. I reminded the Management to perform relevant procedures and make information disclosures in compliance with laws and regulations.

对于涉及到关联交易的表决事项，本人对关联交易价格的作价依据、相关合同的签署情况、对上市公司带来的利益和机会等进行仔细评估，审慎表决。

In terms of voting on related party transactions, I carefully assessed the pricing basis of related party transactions, the signing of relevant contracts, and the benefits and opportunities brought to the Company, and then voted prudently.

3、认真履行董事会薪酬与考核委员会召集人、董事会审计委员会、公司治理与合规委员会、提名委员会委员职责，和其他委员一起，对公司薪酬制度、内部审计及完善内部控制体系、公司治理体系、独立董事候选人资格等问题进行了研讨。

3. As the convener of the Remuneration and Assessment Committee and a member of the Audit Committee, the Governance and Compliance Committee and the Nomination Committee to the Board, I worked with other members and discussed with them on issues relating to remuneration system, internal audit, improvement on internal control system, corporate governance system and qualifications for Independent Directors candidates.

本人作为薪酬与考核委员召集人，结合公司此前的激励制度和中国市场、国际市场相关行业的实际情况，多次召集薪酬委员会委员对股权激励计划、回购股票安排等进行详细讨论和沟通，并向董事会汇报。针对新冠疫情对公司业绩考核指标的影响，亦提出对应调整考核指标的意见和建议，并向董事会进行汇报。

As the convener of the Remuneration and Assessment Committee, I have convened the Committee members to explicitly review and discuss the Equity incentive plan and share repurchase arrangement according to the Company's previous incentive system and the actual situation of the related industries in both Chinese market and international market, and reported to the Board. Considering the impact of the Covid-19 on the KPIs of the Company, opinions and suggestions on corresponding adjustment to the assessment indicators were also put forward and reported to the Board of directors.

本人作为审计委员会委员，就公司的资产负债、现金流情况，内审人员的配置等提出要求和建议。

As a member of the Audit Committee, I made requirements and suggestions on the Company's assets and liabilities, cash flows, and the staffing of internal audit.

本人作为公司治理与合规委员会委员，对公司的合法合规经营、规章制度建设和执行、安全生产、环保治理等等，提出要求和建议。

As a member of the Corporate Governance and Compliance Committee, I made requirements and suggestions on the Company's legitimate and compliant operation, establishment and implementation of relevant rules and regulations, safe production and environmental governance and so on.

本人作为提名委员会委员，参与了公司第十届董事会独立董事候选人的面试工作。

As a member of the Nomination Committee, I participated in the interviews of Independent Director candidates for the Tenth Board of Directors of the Company.

4、其他工作情况

(1) 无提议召开董事会的情况；

- (2) 无提议聘用或解聘会计师事务所的情况;
- (3) 无独立聘请外部审计机构和咨询机构等情况。

4. Others

- (1) No proposals on convening Board Meeting;
- (2) No proposals on appointing or dismissing the Accounting Firm;
- (3) No independent appointments of external auditing or consulting agencies.

华新水泥股份有限公司独立董事：刘艳

Independent Director of Huaxin Cement Co., Ltd.: Liu Yan



2021年3月25日

March 25, 2021

独立董事王立彦 2020 年度工作报告

Annual Work Report 2020 of Independent Director Mr. Wang Liyan

本人作为华新水泥股份有限公司第九届董事会独立董事，2020 年度严格按照相关《公司法》、《证券法》、《关于在上市公司建立独立董事制度的指导意见》等法规和《公司章程》的要求，履行诚信勤勉义务，始终站在独立、公正的立场上参与公司决策，充分发挥自己的专业知识和工作经验，发挥宏观经济研究领域优势，研究应对经济形势和政策变化所带来的机遇与挑战，做好政府相关政策解读工作，为公司的发展战略提出合理的建议；加强同公司董事会、监事会、管理层的沟通交流，促进中外大股东之间的沟通理解，更好地维护公司全体股东特别是中小股东的合法权益。

As one of the Independent Directors of the Ninth Board of Directors of Huaxin Cement Co., Ltd., strictly abiding by relevant laws, rules and regulations contained in Company Law, Securities Law, Guidance for Listed Companies on the Establishment of Independent Director System, as well as Articles of Association of the Company, in 2020, I fulfilled my duty of being faithful and diligent and participated in making decisions of the Company independently and impartially. I made full use of my professional knowledge and working experience, especially advantage in macroeconomics research field to analyze the Company's opportunities and challenges brought by the economic situation and policies. In addition, I illustrated the relevant government policies and gave appropriate suggestions to the development strategy of the Company. Communication with the Board of Directors, Board of Supervisors and Senior Management was strengthened while the communication and understanding between Chinese and foreign shareholders was promoted. I also actively safeguarded the legitimate rights and interests of all the shareholders, especially minority shareholders of the Company.

现将全年具体工作报告如下：

My detailed annual work is hereby reported as follows:

1、亲自出席现场董事会 10 次，其中以通讯方式出席董事会 6 次，亲自出席股东大会 3 次。

1. I attended 10 Board Meetings including 6 Board Meetings by circular resolution and was present at 3 Shareholders' General Meetings.

2、正确行使独立董事权益，注意了解相关的行业和企业信息，对提交董事会审议表决的所有议案、报告进行了认真阅读与研究，认真行使表决权，全部投票中没有反对、弃权的情况。

2. I duly exercised my rights and interests as an Independent Director, paid great attention to information about relevant industry and corporation, carefully reviewed and voted on all the proposals and reports which were submitted to the Board. I did not vote "negative" or "abstention" on any proposal.

3、认真履行董事会专门委员会委员职责（审计委员会、提名委员会、薪酬与考核委员会、公司治理与合规委员会），与其他委员一起，对内部审计及完善内部控制体系、董事会换届提名人选、高管薪酬方案、公司治理体系等问题进行了研讨。

3. I conscientiously performed my duties as a member of four special committees (Audit Committee, Nomination Committee, Remuneration and Assessment Committee and Governance and Compliance Committee). I worked with other

members, discussed with them on issues related to internal audit, improvement on Internal Control System, nomination of director candidates for the new Board, remuneration plan for the senior management and corporate governance system of the Company.

4、作为公司董事会审计委员会召集人，主持召开审计委员会会议 3 次，严格按照证监会、上海证券交易所、以及《公司董事会专门委员会工作细则》、《公司审计委员会年报工作规程》的有关要求，认真履行审计委员会的职责，分别审议了公司 2019 年度财务报告（草案）、公司 2019 年度内部控制评价报告、会计政策变更、审计委员会 2019 年度履职情况报告、公司 2020 年半年度财务报告、公司 2020 年审计计划报告等事项并形成相关决议或审核意见。在调整公司 2020 年度财务预算报告、境外债券发行、公司内审内控计划与总结、重大风险评估、续聘公司 2020 年度财务审计和内部控制审计会计师事务所、重大关联交易等重要事项，并发表了专业意见和建议。

4. As the convener of the Audit Committee to the Board, I presided over the meetings of the Audit Committee three times, strictly abiding by the relevant requirements of CSRC and SSE, the Rules of Procedures for Special Committees to Board of Directors of the Company, and the Rules of Procedures for the Work of Audit Committee with regard to Annual Reports. I conscientiously fulfilled the duties of the Audit Committee, I reviewed the Financial report 2019 of the Company (draft), 2019 Internal Control Assessment Report, Work Report 2019 of the Audit Committee, 2020 Half Year Financial Report of the Company, Proposal on the Modification of Corporate Accounting Policy, 2020 Audit Planning Report and formed relevant resolutions or reviewing opinions. I also provided professional opinions and suggestions on adjusting 2020 financial budget report, overseas bonds issuance, internal audit and internal control planning and summary, major risk estimation, reappointment of the accounting firm for 2020 financial audit and internal control audit, and major related transactions.

5、对提交董事会审议的相关议案，及时通过公司高管、董事会办公室了解详细情况及可能产生的经营风险，再根据相关要求发布客观公正的独立意见。

5. I was promptly informed by the Senior Management and Board Office of the detailed information and potential operational risks of relevant proposals which are submitted to the Board for review. In turn, I issued independent opinions according to relevant regulations and requirements.

6、其他工作情况

- (1) 无提议召开董事会的情况；
- (2) 无提议聘用或解聘会计师事务所的情况；
- (3) 无独立聘请外部审计机构和咨询机构等情况。

6. Others

- (1) No proposals on convening Board Meeting;
- (2) No proposals on appointing or dismissing the Accounting Firm;
- (3) No independent appointments of external auditing or consulting agencies.

7、企业现场调研。

2020 年，本人单独进行企业现场调研，进一步增加对不同地域的产业差异认识。具体包括：

- (1) 2020 年 8 月 22 日，拉萨，西藏公司现场

- (2) 2020 年 9 月 18 日, 武汉, 共享服务中心
- (3) 2020 年 10 月 19 日, 重庆, 西部事业部现场
- (4) 2020 年 11 月 21 日, 拉萨, 西藏公司现场

7. Individual field survey

In 2020, I personally paid some site visits to further increase my knowledge on the industry difference in different regions. Details are as followed:

- (1) August 22, 2020, Lhasa, Tibet company
- (2) September 18, 2020, Wuhan, Share Service Center
- (3) October 19, 2020, Chongqing, West Business Unit
- (4) November 21, 2020, Lhasa, Tibet company

华新水泥股份有限公司独立董事: 王立彦

Independent Director of Huaxin Cement Co., Ltd.: Wang Liyan



2021 年 3 月 25 日

March 25, 2021