

独立董事张继平 2021 年度工作报告

Annual Work Report 2021 of Independent Director Mr. Zhang Jiping

本人自 2021 年 4 月 27 日由华新水泥股份有限公司股东大会选举担任第十届董事会独立董事。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。

I was elected on April 27, 2021 by the Annual Shareholders' General Meeting as one of the Independent Directors of the Tenth Board of Directors of Huaxin Cement Co., Ltd. Since then 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.

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 5 次。

1. I attended 10 Board Meetings including 6 Board Meetings by circular resolutions and was present at 5 Shareholders' General Meetings.

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、认真履行董事会专门委员会委员职责(薪酬与考核委员会、审计委员会、提名委员会),与其他委员一起,对公司的董监高薪酬及考核、内部审计及完善内部控制体系等问题进行了研讨。

3. I conscientiously performed my duties as a member of certain special committees (Remuneration and Assessment Committee, Audit Committee, and Nomination Committee). I worked with other members, discussed with them on issues related to remuneration and assessment for directors, supervisors and senior management, and internal audit, improvement on Internal Control System of the Company.

4、作为公司董事会薪酬与考核委员会召集人,主持召开薪酬与考核委员会会议 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》等有关要求,认真履行薪酬与考核委员会的职责,与委员会的其他成员,一起了解和讨论公司的薪酬和激励计划,分别审议了关于部分高级管理人员薪酬调整的议案、关于公司工会主席薪酬的议案、关于增加公司非执行董事长职权及调整其津贴的议案等重要事项,并提出了建议和意见。

4. As the convener of the Compensation and Assessment Committee to the Board, I presided over the meetings of the 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, etc. I conscientiously fulfilled the duties of the Compensation and Assessment Committee, I, together with the members of the Compensation and Assessment Committee, studied and discussed the compensation and incentive plan of the Company, reviewed the Proposal Regarding Adjustment of Compensation of Certain Senior Management Members, the Proposal Regarding the Chairman of the Labor Union of the Company, and the Proposal Regarding the Adjustment of the Responsibilities and Compensation of the Chairman of the Board and provided relevant suggestions and views.

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 provided independent views 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) 无提议召开提名委员会的情况
- (3) 无提议聘用或解聘会计师事务所的情况；
- (4) 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 convening the meeting of the Nomination Committee;
- (3) No proposals on appointing or dismissing the Accounting Firm;
- (4) No independent appointments of external auditing or consulting agencies.

7、企业现场调研。

2021年6月25日，本人与董事长和其他独董在黄石和阳新进行企业现场调研，进一步增加对公司产业以及生产管理的认识。

7. Field survey

On June 25, 2021, I, together with the Chairman and another independent director paid site visits in Huangshi and Yangxin to further increase my knowledge on the business lines and the production and management of the Company.

华新水泥股份有限公司独立董事：张继平

Independent Director of Huaxin Cement Co., Ltd.: Zhang Jiping

2022年3月29日

March 29, 2022

独立董事江泓 2021 年度工作报告

Annual Work Report 2021 of Independent Director Mr. Jiang Hong

本人作为华新水泥股份有限公司第十届董事会独立董事，2021 年度严格按照相关《公司法》、《证券法》、《上市公司独立董事规则》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，认真履行审计委员会主席工作，严格把关认真审议各项工作，并为公司提高监管能力提出建议。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 Tenth Board of Directors of Huaxin Cement Co., Ltd., strictly abiding by relevant laws, rules and regulations contained in Company Law, Securities Law, Rules for Independent Directors of Listed Companies, as well as Articles of Association of the Company, in 2021, 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, fulfilled work responsibilities as Chairman of Audit Committee, carefully review all the proposals and reports. In addition, I gave advice on enhancing supervision. 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、出席董事会 10 次，因疫情管控因素，其中以通讯方式出席董事会 6 次，出席临时股东大会 5 次，出席 9 次专门委员会会议。

1. I attended 10 board meetings including 6 board meetings by circular resolution (due to epidemic prevention) and was present at 5 extraordinary shareholders' general meetings and 9 special committees 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。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 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 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.

2021 年就公司公开发行公司债券、BH 项目、投资建设（秭归石灰岩加工项目、武穴万吨机制砂生产线项目、文昌市新型墙材生产项目）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 2021, I provided opinions and suggestions on major projects such as public

issuance of corporate bonds, the B to H project, investment and construction of the Limestone Processing Line in Zigui, the 30 million tonsy Machine-made Sand Production Line Project in Wuxue, and the New Wall Material Production Project in Wenchang. I reminded the Management to perform relevant procedures and make information disclosures in compliance with laws and regulations.

对涉及担保（为绿色产业园融资担保、为华新香港（坦桑尼亚）投资有限公司提供担保）、并购（参与拉豪巴西资产并购报价）、关联交易（收购拉豪赞比亚&马拉维水泥及相关业务关联交易）的表决事项，本人对现金流、汇率、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 1) proposals on providing guarantee for Huangshi Huaxin Green Building Materials Industry Co., Ltd and Huaxin Hongkong (Tanzania) Investment Limited; 2). Non-binding Offer to LafargeHolcim Brazil Business; 3) Related Party Acquisitions of Cement and Related Business of LH Zambia and Malawi, I carefully assessed the cash flow, exchange rate, and 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、认真履行董事会专门委员会委员职责（审计委员会、治理与合规委员会、提名委员会、薪酬与考核委员会），与其他委员一起，对内审及完善内部控制体系、高管薪酬报告、核心员工持股计划、公司治理体系等工作进行了研讨。

3. I conscientiously performed my duties as a member of four special committees (Audit Committee, Remuneration and Assessment Committee and Governance and Compliance Committee, Nomination Committee). I worked with other members, discussed with them on issues related to internal audit, improvement on Internal Control System, remuneration plan for the senior management, core employee stock ownership plan and corporate governance system of the Company.

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4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2021年半年度报告、公司2021年内审&内控工作进展报告及附件、公司2021年审计计划报告、公司2022年内审&内控工作计划、公司关联交易备案相关材料。

1) 在审议公司2021年半年度财务报告时，向财务部门提出关于存货预警管理的提醒建议；

2) 在发现一例合规事件后，召集2次临时专委会，提请外部会计事务所及审计部门对涉事人员相关业务进行全面复核，并出具专项审计报告；后通过审计委员会会议，讨论并通过了该事项的专项审计报告。在该专项审计报告中，既对公司的内控情况作了梳理，也对未来进一步加强内控管理制度提出建议；

3) 针对公司单独设立纪委，同时又设立审计部门，提请纪委要建立与审计部门的定期沟通制度，并在两个部门之间做交叉培训；同时，作为独董，提请董事会与纪委明确双方工作关系以及沟通渠道。

As the convener of the Audit Committee to the Board, I presided over the meetings of the Audit Committee 4 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, and reviewed materials such as: Half year report 2021, 2021 Huaxin IA & IC Work Progress and attachments, 2021 Audit Planning Report, 2022 IA&IC Plan, the related

party transaction report.

1) I reminded financial management to set a warning line about inventory when reviewing the Half year report 2021;

2) After discovery of related matters during the term of former member of management, I convened 2 extraordinary special committees meeting with external accounting firm and internal audit to have comprehensive review about the personnel involved and related business. In turn, a special audit report was issued, and then discussed and approved by Audit Committee. The report noted the current situation of internal control and also brought forth suggestions on internal control system.

3) For the work between the Discipline Inspection Commission and the internal audit department, I proposed the former should make regular communication with the latter; and cross training is necessary between the two organization. In the meantime, I, as Independent Director, reminded the board to be explicit about the working relationship and communication channel with the Discipline Inspection Commission.

作为公司治理与合规委员会委员，对公司的合规、内控等方面提出要求和建议。在关于公司某管理层员工任职期间相关事项的内部调查工作中，提出要从个案出发，联合第三方机构确保专业性、独立性；重视纪委和内审横向沟通，共享协作，提高成效。

As a member of the Corporate Governance and Compliance Committee, I made requirements and suggestions on the company's legitimate and compliant operation, internal control and so on. With regards to the internal investigation of related matters during the term of former member of management, I suggested company co-working with external audit to keep professionalism and independence starting with this individual case; I proposed that Huaxin Discipline Inspection Commission and the internal audit department should pay attention to cross communication and work efficiency.

作为公司薪酬与考核委员会委员，参与审议讨论高管薪酬报告；以及高管职权及调整津贴的议案等事项，参与表决。

As a member of the Remuneration and Assessment Committee, I reviewed the remuneration report for the senior management and proposals on adjusting the allowance and then voted.

作为公司提名委员会委员，参与表决公司董事会审计委员会委员提名工作。

As a member of the Nomination Committee, I participated in voting on adding committee member of Audit Committee.

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.

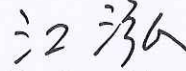
5、企业现场调研

2021年6月25日，在公司配合协助下，本人对黄石科技园和万吨线进行现场调研，进一步加深对不同地域的产业差异了解。

5. Individual field survey

In 2021, I personally paid some site visits to further increase my knowledge on the industry difference in different regions. Details are as followed: June 25, 2021, Huangshi, Huangshi Science & Technology Park and 10,000-ton production line.

华新水泥股份有限公司独立董事：江泓



Independent Director of Huaxin Cement Co., Ltd.: Jiang Hong

2022年3月29日

March 29, 2022

独立董事黄灌球 2021 年度工作报告

Annual Work Report 2021 of Independent Director Mr. Wong Kun Kau

本人作为华新水泥股份有限公司第十届董事会独立董事，2021 年度严格按照相关《公司法》、《证券法》、《上市公司独立董事规则》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 Tenth Board of Directors of Huaxin Cement Co., Ltd., strictly abiding by relevant laws, rules and regulations contained in Company Law, Securities Law, Rules for Independent Directors of Listed Companies, as well as Articles of Association of the Company, in 2021, 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、出席董事会会议 10 次，其中以通讯方式出席董事会 6 次，出席股东大会 5 次。

1. I attended 10 Board Meetings, including 6 Board Meetings by circular resolution and was present at 5 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、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。

3. 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.

在担任公司独立董事期间，本人在 2021 年就建设武穴 3000 万吨/年机制砂生产线项目及 B 股转 H 股项目等重大议案提出了相关支持性意见和建议。

As an Independent Director, during 2021 I provided supportive opinions on major projects such as the proposal on Constructing Wuxue 30 million tons/y Machine-made Sand Production Line Project or the conversion of B to H shares.

4、作为董事会审计委员会、薪酬与考核委员会、战略委员会委员，本人积极参加了所有会议，并和其他委员一起对相关议案、公司发展战略、内部审计和内部控制的改进进行了研讨。

4. As the member of the Audit Committee, the Remuneration and Assessment Committee and the Strategy Committee to the Board, I actively participated in all meetings. I worked with other members and discussed with them on the proposals and the development strategy of the Company, on internal audit and on improvements to the Internal Control of the company.

本人作为审计委员会委员，认真审议公司的资产负债、现金流等情况，并就内审内控工作提出要求和建议。

As a member of the Audit Committee, I reviewed the Company's assets and liabilities, cash flows etc. I also provided requirements and suggestions on the internal audit and internal control.

本人作为薪酬与考核委员会委员，就员工薪酬报告、股权激励计划及高管年度业绩考核评分等提出意见和建议。

As a member of the Remuneration and Assessment Committee, I provided opinions and suggestions on the staff remuneration report, the Equity incentive plan and KPIs assessment of the Top Management.

本人作为战略委员会委员，认真审议公司战略报告，并就公司一体化转型战略及财务预测等重大战略提出意见和建议。

As a member of the Strategy Committee, I reviewed the corporate strategy report. I also provided opinions and suggestions on the major strategy such as the integration strategy or the financial forecast.

5、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。

5. 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：黄灌球

Independent Director of Huaxin Cement Co., Ltd.: Wong Kun Kau

2022 年 3 月 29 日

March 29, 2022

