

YCIH Green High-Performance Concrete Company Limited

(a joint stock company incorporated in the People's Republic of China with limited liability)

WORK RULES FOR THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to improve the corporate governance structure of YCIH Green High-Performance Concrete Company Limited (the “**Company**”), define the duties and powers of the Nomination Committee (the “**Committee**”) of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company, and standardize the decision-making procedures of the Committee and the selection and appointment of Directors and senior management, these Work Rules are formulated in accordance with the Guidelines for Corporate Governance of Listed Companies issued by the China Securities Regulatory Commission, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the articles of association of the Company (the “**Articles of Association**”), the Rules of Procedure for the Board (the “**Rules of Procedure for the Board**”) and other relevant regulations.

Article 2 The Committee, as a special committee under the Board, shall be accountable to the Board and make recommendations or advice and report its work to the Board within the scope of its duties and powers.

Article 3 The Board Office serves as the day-to-day working body of the Committee and is responsible for the daily affairs of the Committee.

Article 4 The “senior management” referred to herein has the same meaning as “senior management” as defined in the Articles of Association, which includes general manager, deputy general managers, chief engineer, chief economist, chief financial officer and secretary of the Board appointed by the Board.

CHAPTER 2 COMMITTEE COMPOSITION AND DUTIES AND AUTHORITIES

Article 5 The Committee shall consist of at least three Directors, a majority of whom shall be independent non-executive Directors. The members of the Committee shall be elected by the Board.

Article 6 The term of office of the members of the Committee shall commence from the date of election by the Board as members until the expiry of the term of the same session of the Board or the date of cessation of membership, whichever is earlier. The members are eligible to re-election upon expiry of their term of office.

If no re-election is timely carried out upon the expiry of a member's term of office, or the number of members of the Committee falls below the minimum number as prescribed herein due to the resignation of a member during his/her term of office, the original members shall still perform their duties in accordance with laws, administrative regulations, the Articles of Association and these Work Rules until the newly elected member takes his/her position.

If any member ceases to be a Director or no longer qualifies as an independent non-executive Director, he/she shall automatically lose his/her membership in the Committee.

Article 7 The main duties, powers and obligations of the members of the Committee include:

- (I) to attend meetings of the Committee on time according to these Work Rules, express recommendations or advice on the matters discussed at the meetings;
- (II) to propose matters for discussion at the meetings of the Committee;
- (III) to attend relevant meetings of the Company as observers, conduct investigations and obtain necessary reports, documents, materials and other relevant information for the performance of their duties;
- (IV) to fully understand the duties of the Committee and their duties as members of the Committee, familiarize themselves with the Company's operations and management, business activities and developments in relation to their duties, and ensure their ability to perform duties;
- (V) to devote enough time and energy to performing their duties;
- (VI) other duties, powers and obligations specified in these Work Rules.

Article 8 The Committee shall have a chairman, who shall be appointed by the Board among the members who are independent non-executive Directors or shall be the Chairman of the Board. The chairman shall be responsible for convening and presiding over the meetings of the Committee and leading the daily operation of the Committee. The duties and powers of the chairman include:

- (I) to propose the convening of meetings of the Committee;
- (II) to preside over meetings of the Committee;
- (III) to form clear and unequivocal recommendations or advice on every proposal discussed by the Committee;
- (IV) to report to the Board on behalf of the Committee;
- (V) other duties and powers specified in these Work Rules.

Article 9 The main duties and powers of the Committee include:

- (I) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (II) to identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (III) to assess the independence of independent non-executive Directors;
- (IV) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the general manager;
- (V) to research and make recommendations on the selection criteria and procedures of Directors and senior management;
- (VI) to select competent candidates for senior management;
- (VII) to review and make recommendations on the candidates for senior management;
- (VIII) to report its recommendations or advice to the Board, except for those that cannot be reported due to legal or regulatory restrictions;
- (IX) to exercise other duties and powers as specified in the applicable laws and regulations, the Listing Rules, rules and systems of the Company or authorized by the Board.

Article 10 At the request of the Chairman of the Board, the Committee shall designate its chairman or, in his/her absence, another member or his/her authorized representative to attend the annual general meeting of the Company and answer questions thereat.

Article 11 The Board Office, which serves as the day-to-day working body of the Committee, is responsible for the daily work liaison, organization of meetings, documentation preparation and file management of the Committee.

Article 12 The Company shall provide the Committee with sufficient resources to allow the Committee to perform its duties, the human resources, finance, business management and other relevant departments of the Company shall provide relevant information and services to the Committee. In performing its duties, the Committee may, if needed, seek independent professional advice at the expense of the Company.

CHAPTER 3 DECISION-MAKING PROCEDURES AND RULES OF PROCEDURE

Article 13 Members of the Committee have the right to consult the following information:

- (I) regular reports of the Company;
- (II) announcements of the Company;
- (III) resolutions and meeting minutes or records of the shareholders' meetings, Board meetings, meetings of the Supervisory Committee and the General Manager's Office meetings of the Company;
- (IV) other relevant information deemed necessary by the members of the Committee.

Article 14 The Board Office is responsible for making preparations for decision-making of the Committee and organizing relevant function departments to provide relevant information and services in a timely, complete and true manner, including but not limited to:

- (I) the Company's key financial indicators and performance of business targets;
- (II) the respective scope of work and main duties of senior management;
- (III) the progress of the indicators in the performance appraisal system for Directors and senior management;
- (IV) the professional competence of Directors and senior management.

Article 15 Members of the Committee may keep necessary tracking on the work performance of Directors and senior management, Directors and senior management shall cooperate therewith, and the Board Office and other relevant departments of the Company shall provide assistance and necessary information to the members in a timely manner.

Article 16 The Committee shall, in accordance with relevant laws and regulations, the Articles of Association, the Rules of Procedure for the Board and these Work Rules, research and develop criteria and procedures for the selection of Directors and senior management and their term of office and others based on the Company's actual situation. The procedures for the selection and appointment of Directors and senior management are as follows:

- (I) conduct comprehensive evaluation and analysis of the existing Directors and senior management, fully communicate with relevant departments of the Company, study the Company's demand for new Directors and senior management;

- (II) extensively search for candidates for Directors and senior management within the Company and its subsidiaries (as defined in the Listing Rules) and in the job market according to the talent demand and the Board Diversity Policy of the Company;
- (III) gather information of each preliminary candidate, including his/her occupation, education, professional title, detailed work experience and part-time work record, and prepare relevant written materials;
- (IV) seek the consent of candidates nominated for Directors or senior management by relevant departments or personnel for their nomination in accordance with relevant laws and regulations, the Articles of Association and the Rules of Procedure for the Board, otherwise they may not be the candidates for Directors and senior management;
- (V) convene a Committee meeting to review the qualifications of the candidates according to the job requirements for Directors and senior management;
- (VI) form a resolution of the Committee meeting, and make recommendations for candidates and submit relevant materials to the Board;
- (VII) conduct other work subsequently according to the decisions or feedback of the Board.

Article 17 When performing its duties, the Committee shall consider the Board Diversity Policy, review the implementation and effectiveness of the policy and report to the Board annually.

When reviewing the size and composition of the Board and searching for and recommending candidates for Directors, the Committee should work to achieve diversity of Board members considering relevant factors and based on the Company's business model and specific needs. To enhance the diversity of Board members, the Committee may consider a variety of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and service period. After considering the above factors, the Committee should make the final nomination recommendations to the Board according to the strengths of the candidates and the contributions they can make to the Board.

Article 18 Meetings of the Committee include regular and extraordinary meetings.

The Committee shall hold regular meetings at least once a year. An extraordinary meeting may be held when proposed by the chairman or considered necessary by not less than two members.

Article 19 Before a regular meeting is held, the Committee should give a five days' notice to all its members. Before an extraordinary meeting is held, the Committee should give in-time notice, and may notify them immediately in case of emergency.

The notice of the meeting shall include the time, place, participants, convening method, agenda, convener and chairman of the meeting.

Article 20 Members shall attend the meetings of the Committee in person and provide unequivocal recommendations or advice on the matters being considered. If a member is unable to attend in person for any reason, he/she shall pass his/her recommendations or advice to the meeting of the Committee in a feasible manner, and is treated as presence at the meeting.

If a member fails to attend meetings in person twice in a row, he/she shall be deemed to have failed to perform his/her duties and the Board shall have him/her replaced.

Article 21 The secretary of the Board shall attend meetings of the Committee as an observer, and when necessary, other Directors, senior management and others may be invited to attend as observers.

Article 22 A meeting of the Committee may be held with the presence of more than half of all members.

Article 23 Meetings of the Committee may be held in the form of on-site meetings, video conferences, teleconferences, mailings or by means of similar communication equipment and by countersigning written documents.

Article 24 Each member shall provide unequivocal recommendations or advice on the matters being considered by means of communication (such as email, telephone and instant messaging software) or by on-site meeting discussion.

Article 25 The Committee shall formulate relevant resolutions after full discussion on the matters being considered and report the same together with relevant proposals to the Board for consideration.

Article 26 Minutes shall be made for the meetings of the Committee and signed by the members present at the meetings.

Article 27 Minutes, resolutions and other relevant documents of the meetings of the Committee shall be maintained by the Board Office for a period of not less than 10 years in accordance with the Company's file management system.

Article 28 All members and observers present at a meeting are obligated to keep confidential to the matters discussed thereat, and shall not disclose the relevant information without written authorization or before relevant information becomes public information.

CHAPTER 4 SUPPLEMENTARY PROVISIONS

Article 29 The Committee shall publish its terms of reference on the websites of The Stock Exchange of Hong Kong Limited and the Company, explaining its role and powers delegated by the Board.

Article 30 The terms "not less than" and "at least" referred to herein are inclusive of the figure being modified; the term "below" referred to herein is not inclusive of the figure being modified.

Article 31 Matters not covered in these Work Rules shall be handled in accordance with relevant laws and regulations of the state, the Listing Rules, the Articles of Association and the Rules of Procedure for the Board. In case that these Work Rules contravene any laws and regulations promulgated by the state in the future, the Listing Rules or the Articles of Association and the Rules of Procedure for the Board as amended through legal procedures, the latest requirements of the latter shall prevail, and these Work Rules shall be amended accordingly, subject to the consideration and approval by the Board.

Article 32 These Work Rules shall come into effect from the date of consideration and approval by the Board.

Article 33 These Work Rules shall be interpreted by the Board.