

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 RISK MANAGEMENT AND CONTROL COMMITTEE OF THE BOARD OF DIRECTORS

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to improve and standardize the rules of procedure and decision-making procedures of the Risk Management and Control Committee (the “**Committee**”) of the board (the “**Board**”) of directors (the “**Director(s)**”) of YCIH Green High-Performance Concrete Company Limited (the “**Company**”) and enhance the work efficiency and decision-making scientificity of the Committee, these Work Rules are formulated in accordance with 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 and according to the Company’s management needs.

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 Legal Affairs Department serves as the day-to-day working body of the Committee and is responsible for the daily affairs of the Committee.

CHAPTER 2 COMMITTEE COMPOSITION AND DUTIES AND AUTHORITIES

Article 4 The Committee shall consist of at least three Directors. The members of the Committee shall be elected by the Board.

Article 5 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 6 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 7 The Committee shall have a chairman, who shall be appointed by 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 the 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 8 The Committee is responsible for supervising the overall risk management of the Company and controlling risks within a reasonable range to ensure that the Company is able to implement effective management and control for the risks associated with the Company's operations. The main duties and powers include:

- (I) to review the risk management of the Company, supervise the establishment of the Company's risk management system and the day-to-day risk management of the Company;
- (II) to discuss the risk management system with the management and ensure that the management has fulfilled its responsibilities in setting up an effective system;

- (III) to consider major investigation findings on risk management matters as delegated by the Board or on its own initiative and the management's feedback on these findings;
- (IV) to organize and carry out preliminary risk assessment on the Company's strategic decisions, major investment decisions, major financing decisions, major restructuring decisions, major asset disposal decisions, corporate merger and division decisions, organizational structure decisions and other risk-related matters;
- (V) to organize and formulate the Company's risk management system in accordance with the basic rules for internal control, and supervise the implementation and effectiveness thereof;
- (VI) to assist the Board in preliminary risk assessment of the matters to be considered by the Board as needed, and prepare risk assessment reports accordingly;
- (VII) to report its recommendations or advice to the Board, except for those that cannot be reported due to legal or regulatory restrictions;
- (VIII) 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 9 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 10 The Legal Affairs Department, 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 11 The Company shall provide the Committee with sufficient resources to allow the Committee to perform its duties. Under the coordination of the Legal Affairs Department, internal control, finance 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 12 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 13 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 14 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 15 The secretary of the Board shall attend meetings of the Committee as an observer, the supervisors of the Company may attend the meetings of the Committee as observers, and when necessary, other Directors, senior management and others may be invited to attend as observers.

Article 16 A meeting of the Committee may be held with the presence of more than half of all members.

Article 17 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 18 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 19 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 20 Minutes shall be made for the meetings of the Committee and signed by the members present at the meetings.

Article 21 Meeting minutes, resolutions and other relevant documents from the meetings of the Committee shall be maintained by the Legal Affairs Department for a period of not less than 10 years in accordance with the Company's file management system.

Article 22 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 23 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 24 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 25 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 26 These Work Rules shall come into effect from the date of consideration and approval by the Board.

Article 27 These Work Rules shall be interpreted by the Board.