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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in YCIH Green High-Performance Concrete Company Limited, you should at once hand this circular as well as relevant form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**雲建綠砼**  
— GHPC —

**YCIH Green High-Performance Concrete Company Limited**  
**雲南建投綠色高性能混凝土股份有限公司**

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

**(Stock Code: 1847)**

- (1) PROPOSED ELECTION OF NON-EMPLOYEE DIRECTORS OF THE THIRD SESSION OF THE BOARD AND TO AUTHORISE THE BOARD TO DETERMINE THE REMUNERATIONS OF THE DIRECTORS OF THE THIRD SESSION OF THE BOARD**
  - (2) PROPOSED ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE AND TO AUTHORISE THE BOARD TO DETERMINE THE REMUNERATIONS OF THE SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE**
  - (3) 2023 ANNUAL WORK REPORT OF THE BOARD**
  - (4) 2023 ANNUAL WORK REPORT OF THE SUPERVISORY COMMITTEE**
  - (5) 2023 INDEPENDENT AUDITOR'S REPORT**
  - (6) 2023 ANNUAL REPORT**
  - (7) 2023 ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) REPORT**
  - (8) 2023 FINAL FINANCIAL ACCOUNTING PLAN**
  - (9) 2023 PROFIT DISTRIBUTION PLAN**
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  - (13) GENERAL MANDATE TO ISSUE SHARES**
  - (14) GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS**
  - (15) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND**
- NOTICE OF THE 2023 AGM**

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The Company intends to convene the 2023 AGM at 10:00 a.m. on Thursday, May 30, 2024 at Conference Room No. 908, 9/F, YCIH Development Building, 188 Linxi Road, Information Industrial Base, Economic and Technological Development Zone, Kunming, Yunnan Province, the PRC. The notice of the 2023 AGM is set out on pages 31 to 35 of this circular.

Enclosed herewith is a form of proxy for use at the 2023 AGM, such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://www.ynhnt.com>).

If you intend to appoint a proxy to attend the 2023 AGM, you are required to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same. The form of proxy should be returned to the H Share Registrar for holders of H Shares, or to the Board office of the Company for holders of Domestic Shares, in any event served by hand, by post or by fax not less than 24 hours before the time designated for holding the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof.

April 26, 2024

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms and expressions have the meanings set forth below:*

“2023 AGM”	the 2023 annual general meeting to be convened by the Company at 10:00 a.m. on Thursday, May 30, 2024 at Conference Room No. 908, 9/F, YCIH Development Building, 188 Linxi Road, Information Industrial Base, Economic and Technological Development Zone, Kunming, Yunnan Province, the PRC
“Articles of Association”	the Articles of Association of YCIH Green High-Performance Concrete Company Limited (as amended, modified or otherwise supplemented from time to time) of the Company
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, but for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region and Taiwan region
“Company Law”	the Company Law of the People’s Republic of China, as amended, supplemented or otherwise modified from time to time
“Company”	YCIH Green High-Performance Concrete Company Limited (雲南建投綠色高性能混凝土股份有限公司), a joint stock company with limited liability incorporated in the PRC, with its H Shares listed on the Main Board of the Stock Exchange (stock code: 1847)
“Director(s)”	the directors of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and subscribed for and traded in Hong Kong Dollars
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“IFRSs”	International Financial Reporting Standards promulgated by the International Accounting Standard Board (IASB) and the International Accounting Standards (IAS) including restated standards, amendments and interpretations issued
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising H Shares and Domestic Shares
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Yunnan Province”	Yunnan Province of the PRC
“%”	per cent

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LETTER FROM THE BOARD

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雲建綠砼  
— GHPC —

**YCIH Green High-Performance Concrete Company Limited**  
**雲南建投綠色高性能混凝土股份有限公司**

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

**(Stock Code: 1847)**

***Executive Directors:***

Mr. Li Zhangjian  
Mr. Zhang Long

***Non-executive Directors:***

Ms. Yang Jia  
Mr. Yang Jie

***Independent non-executive Directors:***

Mr. Wong Kai Yan Thomas  
Mr. Yu Dingming  
Mr. Li Hongkun

***Registered office:***

YCIH Zhaotong Development Building  
Zhaotong Avenue  
Zhaoyang District, Zhaotong  
Yunnan Province, the PRC

***Headquarters in the PRC:***

5/F and 9/F, YCIH Development Building  
188 Linxi Road  
Information Industrial Base  
Economic and Technological Development  
Zone, Kunming  
Yunnan Province, the PRC

***Principal place of business in Hong Kong:***

31/F, Tower Two, Times Square  
1 Matheson Street, Causeway Bay  
Hong Kong

*To the Shareholders:*

Dear Sir/Madam,

- (1) PROPOSED ELECTION OF NON-EMPLOYEE DIRECTORS OF  
THE THIRD SESSION OF THE BOARD  
AND TO AUTHORISE THE BOARD TO DETERMINE THE REMUNERATIONS OF THE  
DIRECTORS OF THE THIRD SESSION OF THE BOARD
- (2) PROPOSED ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF  
THE THIRD SESSION OF THE SUPERVISORY COMMITTEE  
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- (15) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE 2023 AGM

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

The purpose of this circular is to give you notice of the 2023 AGM and to provide you with further information in relation to the following resolutions to be proposed at the 2023 AGM to enable you to make an informed decision on whether to vote for or against or abstain from voting on the resolutions to be proposed at the 2023 AGM. Such resolutions and details are set out in the letter from the Board.

### II. MATTERS TO BE CONSIDERED AT THE 2023 AGM

#### Ordinary Resolutions

**1. Proposed election of non-employee Directors of the third session of the Board and to authorise the Board to determine the remunerations of the Directors of the third session of the Board**

An ordinary resolution will be proposed at the 2023 AGM to approve the election of non-employee Directors of the third session of the Board and to authorise the Board to determine the remunerations of the Directors of the third session of the Board.

Considering the expiry of the term of the second session of the Board of the Company, the Board proposes to re-elect Mr. Li Zhangjian and Mr. Zhang Long as executive Directors of the third session of the Board, Ms. Yang Jia and Mr. Yang Jie as non-executive Directors of the third session of the Board, and Mr. Wong Kai Yan Thomas, Mr. Yu Dingming and Mr. Li Hongkun as independent non-executive Directors of the third session of the Board according to the Company Law, the Articles of Association and the nomination of the Shareholders. The Board also proposes to elect Mr. Liu Zhen as an executive Director of the third session of the Board.

According to the Articles of Association, the proposed election of the non-employee Directors are subject to approval by the Shareholders at the general meeting. Such proposals will be submitted to the 2023 AGM for consideration and approval by the Shareholders.

In addition, Ms. Wang Fang has been elected as an executive Director (employee Director) of the third session of the Board by the joint meeting of the employee representative delegations (group) leaders of the Company, and she will form the third session of the Board together with the non-employee Directors elected at the 2023 AGM. The terms of office of the members of the third session of the Board will be three years commencing from the date of approval of their election at the 2023 AGM.

The biographical details of Ms. Wang Fang are set out below:

**Ms. Wang Fang**, aged 45, is an executive Director (employee Director) and a member of the Party Committee of the Company and a chairwoman of the Labor Union. Ms. Wang Fang joined the Company in December 2023.

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## LETTER FROM THE BOARD

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Prior to joining the Company, Ms. Wang Fang worked at Yunnan Engineering Construction General Contracting Company (雲南工程建設總承包公司) from July 1998 to December 2010, serving as the deputy secretary of the Communist Youth League (團委副書記), the director of the Female Worker Committee (女工主任), the director of the Labor Union Office (工會辦公室), and the head of the Work Department of the Party Committee (黨委工作部). From December 2010 to August 2014, Ms. Wang worked at Yunnan Construction Engineering Group Co., Ltd. (雲南建工集團有限公司) (“YNJG”) and successively served as the business executive of the general office, an assistant senior business executive, and the deputy director of the general office. From August 2014 to April 2017, she served as a deputy general manager of Yunnan Dianzhong Construction Investment Co., Ltd. (雲南滇中建設投資有限公司). From April 2017 to December 2023, she successively served as the deputy secretary of the Party Branch, a director, the deputy secretary of the General Party Branch, a chairwoman of the Labor Union and a member of the Party Committee in YCIH Pavement Engineering Co., Ltd. (雲南建投路面工程有限公司).

From July 1994 to July 1998, Ms. Wang Fang studied at a secondary specialized school of Yunnan Construction Engineering School (雲南省建築工程學校), majoring in industrial and civil architecture; from July 2001 to July 2004 and from March 2005 to January 2008, she studied at Adult Education College of Yunnan University (雲南大學成人教育學院), majoring in computer information management through night-school junior college and bachelor course. Ms. Wang Fang was awarded the title of electrical engineer and the title of senior engineer by the Department of Human Resources and Social Security of Yunnan Province (雲南省人力資源和社會保障廳) in August 2009 and October 2016; the practising certificate of class 2 constructor (mechatronics) by the Department of Human Resources and Social Security of Yunnan Province in June 2018; the professional qualification certificate (Level 4) for childcare workers by the Ministry of Human Resources and Social Security in December 2019.

Ms. Wang Fang has long been engaged in the work of Party Mass and labor unions, committed to improving the quality and efficiency of group work services, and have been unanimously recognized by the Company and the organisation. She won the title of “Outstanding Cadre of Communist Youth League of Yunnan Province” by the Yunnan Provincial Committee of the Communist Youth League in May 2005; the title of “Outstanding Contributor” in the “Spring City Cup” award for excellent project in Kunming of 2023 by Kunming Construction Industry Association (昆明市建築業協會) in December 2023, and was recognized as a “Excellent Worker of Labor Union” by the Labor Union of Yunnan Construction and Investment Holding Group Co., Ltd. (雲南省建設投資控股集團有限公司) (“YCIH”) in December 2023 on the basis of the title of “Outstanding Party Affairs Worker (優秀黨務工作者)” in July 2018.

The biographical details of the candidates for non-employee Directors (the “**Candidates for Non-employee Directors**”) are set out below:

**Mr. Li Zhangjian**, aged 46, is the the chairman, an executive Director and the secretary of the Party Committee of the Company. From January 2011 to April 2017, Mr. Li Zhangjian served as the deputy general manager and the chief engineer of the Company. In November 2021, Mr. Li Zhangjian joined the Company again.

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## LETTER FROM THE BOARD

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From April 2017 to November 2021, Mr. Li Zhangjian has successively served as the deputy chairman, general manager, secretary of the Party Branch, chairman and deputy secretary of the General Party Branch of YCIH Building Materials Technology Co., Ltd. (雲南建投建材科技有限責任公司) (“**Building Materials Technology Company**”); from May 2017 to November 2021, Mr. Li Zhangjian has served as the chairman of Yunnan Kebao Formwork Co., Ltd. (雲南科保模架有限責任公司).

Mr. Li Zhangjian has been working for Yunnan Construction Engineering Concrete Co., Ltd. (雲南建工混凝土有限公司) (“**YNJG Concrete**”, the predecessor of the Company) since July 2000; and has successively served as the director of the central laboratory, deputy manager and manager of Quality Technology Department, deputy chief engineer, acting chief engineer, chief engineer, and chief engineer of some important project management departments of YNJG Concrete from March 2003 to July 2012; from July 2012 to January 2017, Mr. Li Zhangjian served as the deputy general manager and chief engineer of the Commercial Concrete Division of YNJG; from October 2013 to September 2016, Mr. Li Zhangjian served as the deputy chief engineer of YNJG.

Mr. Li Zhangjian graduated from Chongqing University with a major in inorganic non-metallic materials in July 2000, and was awarded the title of senior engineer by the Department of Human Resources and Social Security of Yunnan Province (雲南省人力資源和社會保障廳) in February 2015.

Mr. Li Zhangjian has devoted himself to the field of construction materials for many years and has made considerable achievements.

Since 2004, Mr. Li Zhangjian has presided over and concluded more than 20 scientific and technological projects from the Yunnan Provincial Science and Technology Department, Committee of Industry and Information Technology of Yunnan Province and other government departments. Since 2000, Mr. Li Zhangjian has compiled or participated in the compilation of 19 sets of national standards, industrial standards, institutional standards and local standards in Yunnan Province; obtained 5 invention patents and 10 utility model patents; and published more than 20 essays of high quality. Mr. Li Zhangjian also won 3 second prizes and 4 third prizes of Yunnan Science and Technology Awards, 1 third prize of National Green Architecture Innovation Award, 2 prizes for Patents of High Promotion Value in Engineering and Construction Industry under China Association of Construction Enterprise Management, as well as 1 second prize of Scientific and Technological Progress and 1 third prize of Technical Innovation by China Concrete & Cement-based Products Association.

In 2014, Mr. Li Zhangjian was awarded the title of “Outstanding Engineer of National Construction Enterprise” (全國建築業企業優秀工程師) by China Construction Industry Association (中國建築業協會). In addition, Mr. Li Zhangjian was engaged as the chairman of the China Commercial Concrete Industry Enterprise Expert Committee (中國商品混凝土行業企業專家委員會) in October 2013 and was engaged as a member of the National Concrete Standardization Technology Committee (全國混凝土標準化技術委員會) by the State Standardization Administration (國家標準化管理委員會) in June 2015. Since February 2014, he has been employed as an expert member of the “Technical Steering Group for the



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## LETTER FROM THE BOARD

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Promotion and Application of High-Performance Concrete” (高性能混凝土推廣應用技術指導組) jointly appointed by the Standard Rating Department of the Ministry of Housing and Urban-Rural Development (住房和城鄉建設部標準定額司) and the Raw Material Industry Department of the Ministry of Industry and Information Technology (工業和信息化部原材料工業司). Since July 2014, he has been employed as a tutor for master’s students majoring in materials science at Xi’an University of Architecture and Technology, and since June 2022, he has been employed as an off-campus tutor for master’s students majoring in civil and hydraulic engineering at Yunnan University. From April 2017 until joining the Company again in November 2021, Mr. Li Zhangjian focused on the research and promotion of aluminium alloy formworks and its accessory systems, aluminium alloy doors and windows with high-performance, which promoted the development of Building Materials Technology Company.

In 2010, Mr. Li Zhangjian was awarded the title of “Yunnan Province Outstanding Professional and Technical Talent with Outstanding Contribution” (雲南省有突出貢獻優秀專業技術人才) by the People’s Government of Yunnan Province and was selected as a visiting scholar of “Light of the West” (西部之光) jointly implemented by the Organization Department of the Central Committee of the CPC and other departments in 2012, and received the first-class merit in the construction of Kunming Changshui Airport awarded by Yunnan Provincial Committee of the CPC and the People’s Government of Yunnan Province. In 2013, he was awarded the title of “Youth Science and Technology Award in Kunming” (昆明市青年科技獎) jointly granted by the Organization Department of CPC Kunming Municipal Committee and other departments. In 2014, he was awarded the title of “Technological Innovation Talent in Yunnan Province” (雲南省技術創新人才) by the People’s Government of Yunnan Province and the title of “Yunling Industrial Technology Leader” (雲嶺產業技術領軍人才) jointly granted by the Yunnan Development and Reform Commission and other government departments, and in 2023, he was awarded the title of “Outstanding Contributor” (突出貢獻人物) to the Green Development of Ready-Mixed Concrete Industry in 2022 by the Ready-Mixed Concrete Branch of China Concrete & Cement-based Products Association.

**Mr. Zhang Long**, aged 38, is the vice chairman, an executive Director, the general manager and the deputy secretary of the Party Committee of the Company. Since joining the Company in January 2017, Mr. Zhang Long has successively worked as the assistant to the general manager of the Company, manager of Yuanjiang-Manhao Highway (元蔓高速公路) project and Guangnan-Nasa Highway (廣那高速公路) project in Wenshan and the deputy general manager of the Company.

Prior to joining the Company, Mr. Zhang Long served successively as a senior staff member, person in charge and deputy manager of the New Airport Batching Plant (新機場攪拌站) of YNJC Concrete from July 2008 to February 2012; from February 2012 to February 2017, he worked for YNJC and successively served as the deputy manager of the Konggang Area Project Department (空港區項目部) and manager of the Konggang Area Central Batching Plant (空港區中心攪拌站) of Commercial Concrete Division, deputy manager and batching plant manager of Pu’er Branch, security director of the branch company (分公司安全總監), manager of the East Batching Plant (東攪拌站), manager of the Jinning Branch (晉寧分公司經理), manager and assistant of the general manager of Honghe Autonomous Prefecture Highway and Rail Transportation Department (紅河州高速及軌道交通項目部).

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## LETTER FROM THE BOARD

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Mr. Zhang Long obtained a bachelor of engineering degree in mechanical engineering and automation from Kunming University of Science and Technology in July 2008. Mr. Zhang Long was awarded the title of senior engineer by the Department of Human Resources and Social Security of Yunnan Province (雲南省人力資源和社會保障廳) in February 2021.

Since 2008, Mr. Zhang Long has been engaged in the production, sales and management of ready-mixed commercial concrete for a long time, and has accumulated rich experience especially in airports, highways, rail transit and other special projects, accumulatively obtaining 2 utility model patents and has participated in the relevant industry associations. In 2012, Mr. Zhang Long has been awarded as an advanced worker of the Bulk Cement and Commercial Concrete Association (散裝水泥商品混凝土協會) of Kunming; in 2021, Mr. Zhang Long won 1 second prize for Technical Innovation Award by China Concrete & Cement-based Products Association.

**Mr. Liu Zhen**, aged 37, is the chief financial officer and a member of the Discipline Inspection Commission of the Company and concurrently served as a member of the Labor Union and the chief of the Labor Funding Review Committee. Mr. Liu Zhen joined the Company in January 2017. He served successively as the deputy manager and chief of the Finance Department of the Company.

Prior to joining the Company, Mr. Liu Zhen worked at YNJG Concrete from July 2009 to February 2012 and served as the accounting head of the Finance Division since May 2011; served successively as the deputy manager of the Finance Division of the Commercial Concrete Department of YNJG from February 2012 to January 2017, of which; concurrently served as the manager of the Finance Department and a member of Party Branch of Zhaotong Project Department of Zhaotong Commercial Concrete Branch of YNJG from February 2013 to June 2013; and concurrently served as the manager of the Finance Department of YNJG Yunling Cement Co., Ltd. (雲南建工雲嶺水泥有限公司) from June 2013 to August 2017.

Mr. Liu Zhen obtained a bachelor's degree of management in accounting (computerized accounting) from Yunnan University of Finance and Economics in July 2009. Furthermore, Mr. Liu Zhen obtained the title of Senior Accountant issued by the Department of Human Resources and Social Security of Yunnan Province (雲南省人力資源和社會保障廳) in July 2023.

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## LETTER FROM THE BOARD

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**Ms. Yang Jia**, aged 37, is a non-executive Director. Ms. Yang Jia joined the Company in November 2023.

Ms. Yang Jia worked for Yunnan Zhongjian Engineering Company (雲南中建工程公司) from March 2010 to October 2010; YNJG from October 2010 to January 2011; Yunnan Provincial Overseas Investment Co., Ltd. (雲南省海外投資有限公司) (“YOIC”) from January 2011 to date and served as the deputy director and director of the general office successively from April 2017 to January 2023, and has served as the assistant to the general manager since December 2020. She has served as the chairwoman of the board of directors (legal representative) of Hong Kong Yun-Top International Investment Co., Limited (香港雲通國際投資有限公司) since October 2022; and served as a director of the board of directors and the chairwoman of the board of directors (legal representative) of Yun Hai (Hong Kong) Port Investment Co., Limited (雲海(香港)港口投資有限公司) from March 2023 to date. Ms. Yang Jia was awarded “Advanced Worker” and “Outstanding Communist Party Member” of YOIC and “Outstanding Communist Party Member” of YCIH respectively in 2017.

Ms. Yang Jia graduated from Hanoi National University of Education (越南河內師範大學) in March 2010, majoring in Vietnamese Language and Literature.

**Mr. Yang Jie**, aged 54, is a non-executive Director. Mr. Yang Jie joined the Company in November 2023.

Mr. Yang Jie worked at the Bureau of Commerce of Guandu District, Kunming (昆明市官渡區商業局) from October 1990 to November 2008; from November 2008 to September 2016, he worked at Kunming Dingsheng Economic and Trade Limited Liability Company (昆明鼎盛經貿有限責任公司); from September 2016 to present, he worked at Kunming Economic-Technological Development Zone Investment and Development (Group) Co., Ltd. (昆明經濟技術開發區投資開發(集團)有限公司) (“KMEIC”), successively served as the manager of the finance department, the manager of the general management department and the assistant to the president, has held the post of vice president since June 2023 and has been serving as a member of the Party Committee. Mr. Yang Jie was awarded the 2019 “Outstanding Contribution Award” and the 2021 “Outstanding Manager” respectively in KMEIC.

Mr. Yang Jie graduated from Yunnan Radio and Television University (雲南廣播電視大學) (now renamed as Yunnan Open University (雲南開放大學)) majoring in auditing in July 1990; and graduated from Yunnan University majoring in economics (economics, management and capital operations) in July 2005.

**Mr. Wong Kai Yan Thomas**, aged 53, is an independent non-executive Director. Mr. Wong Kai Yan Thomas joined the Company in September 2019.

Since March 2018, Mr. Wong Kai Yan Thomas has been serving as the managing director of Asset Management Department of VPower Group International Holdings Limited (listed on the Stock Exchange, stock code: 01608); since March 2019, he has been serving as an independent non-executive director of Changsha Broad Homes Industrial Group Co., Ltd. (listed on the Stock Exchange, stock code: 02163).

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## LETTER FROM THE BOARD

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Prior to joining the Company, Mr. Wong Kai Yan Thomas served as an auditor at Deloitte Touche Tohmatsu Certified Public Accountants (德勤•關黃陳方會計師行) from June 1995 to May 1997; from July 1997 to January 2004, he served as the chief financial officer of Kong Sun Holdings Limited (listed on the Stock Exchange, stock code: 00295); from March 2004 to April 2008, he served as a consultant at Pioneer International Enterprise Limited; from July 2008 to December 2017, he served as a joint authorized representative and joint company secretary of CRRC Corporation Limited (listed on the Stock Exchange, stock code: 01766); from November 2015 to December 2017, he served as a director, the deputy general manager and the chief financial officer of CRRC (Hong Kong) Co. Limited.

Mr. Wong Kai Yan Thomas obtained a bachelor of commerce degree in accounting from the University of Wollongong in Australia in May 1995; and obtained a master's degree of science in financial analysis from the Hong Kong University of Science and Technology in May 2011. Mr. Wong Kai Yan Thomas became a member of the CPA Australia in March 1999 and a member of the Hong Kong Institute of Certified Public Accountants in July 1999.

**Mr. Yu Dingming**, aged 48, is an independent non-executive Director. Mr. Yu Dingming joined the Company in December 2017.

Since July 2003, Mr. Yu Dingming has been teaching at Yunnan University of Finance and Economics (雲南財經大學), where he currently serves as the director of Social Stability Risk Assessment Research Center, professor of Law and Political School, master's students' tutor and chief officer of Professor Committee of Yunnan University of Finance and Economics (雲南財經大學); from November 2011 to December 2022, he served as a part-time lawyer in Yunnan Yunyu Law Firm (雲南雲譽律師事務所); since January 2023, he has been serving as a part-time lawyer in Shanghai Hui Ye (Kunming) Law Firm (上海市匯業(昆明)律師事務所). From July 2017 to July 2023, Mr. Yu Dingming also has been serving as an independent director of Construction Industry Group (Yunnan) Co., Ltd. (建設工業集團(雲南)股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 002265); since June 2019, he has been serving as an independent director of Yunnan Copper Co., Ltd. (雲南銅業股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 000878); since February 2023, he has been serving as an independent director of Yunnan Tin Company Limited (雲南錫業股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 000960).

Mr. Yu Dingming was appointed as an invited expert of the Civil Execution Professional Judges Meeting of the Higher People's Court of Yunnan Province (雲南省高級人民法院民事執行專業法官會議) in April 2017; since June 2018, he has been serving as one of the first batch of experts in the expert bank for the construction of the law-based government in Yunnan Province (雲南省法治政府建設專家庫首批專家) and as a member of sixth council (第六屆理事會理事) of the Institute of Ethnic Law of China Law Society (中國法學會民族法學研究會); since September 2021, he has been serving as an arbitrator of the Fourth Committee of Kunming Arbitration Commission (第四屆昆明仲裁委員會); since August 2022, he has been serving as a member of the Civil Prosecution Professional Consultant Committee of the People's Procuratorate in Yunnan Province (雲南省人民檢察院民事檢查專家諮詢委員會).

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## LETTER FROM THE BOARD

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From January 2013 to August 2018, Mr. Yu Dingming served as an independent director of Kunming Jida Pharmaceutical Co., Ltd. (昆明積大製藥股份有限公司).

Mr. Yu Dingming obtained a bachelor's degree in law (international economic law) from Yunnan University in July 2000; a master's degree in law (economic law) from Yunnan University in July 2003; and a doctor's degree in law (economic law) from China University of Political Science and Law (中國政法大學) in June 2010; and exited from post-doctoral workstations of the Law School of Nanjing University in October 2017. Mr. Yu Dingming also obtained the certificate of legal professional qualification granted by the Ministry of Justice of the PRC in September 2002 and was appraised as a professor by Yunnan College Teachers, Professors and Associate Professors Review Committee (雲南省高校教師教授副教授評審委員會) in October 2014.

**Mr. Li Hongkun**, aged 55, is an independent non-executive Director. Mr. Li Hongkun joined the Company in September 2019.

Since March 1995, Mr. Li Hongkun has been teaching at Yunnan University of Finance and Economics (雲南財經大學), where he currently serves as a professor and master's students' tutor; since August 2021, he has been serving as an independent director in Yunnan Nantian Electronic Information Industry Co., Ltd. (雲南南天電子信息產業股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 000948); he has been serving as a part-time external director of Yunnan Aviation Industry Investment Group Co., Ltd. (雲南航空產業投資集團有限責任公司) since May 2023; since December 2023, he has been serving as an independent director of Yunnan Luoping Zinc & Electricity Co., Ltd. (雲南羅平鋅電股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 002114).

Mr. Li Hongkun obtained a bachelor of economics degree in accounting from Yunnan Finance and Trade College (雲南財貿學院) in July 1990; a master of economics degree in accounting from Southwestern University of Finance and Economics (西南財經大學) in June 1994; and a doctor of management degree in financial management from Southwestern University of Finance and Economics in July 2009. In October 2013, Mr. Li Hongkun was also appraised as a professor by Yunnan College Teachers, Professors and Associate Professors Review Committee (雲南省高校教師教授副教授評審委員會); in November 2017, he obtained the Qualification Certificate of Independent Director of Listed Company (上市公司獨立董事資格證書) issued by the Shenzhen Stock Exchange.

The Candidates for Non-employee Directors have confirmed that, as at the date of this circular, save as disclosed above, (i) they do not have any relationship with any Director, Supervisor, senior management, substantial Shareholder or controlling Shareholder (as defined in the Listing Rules) of the Company; (ii) before the official appointment comes into effect, they do not hold any position in the Company or any of its subsidiaries; (iii) they have not held any directorship in any listed companies whose securities are listed on any securities market in Hong Kong or overseas during the past three years; (iv) they do not hold any other major appointments and professional qualifications; and (v) they do not have any interest in the shares of the Company or its associated corporations as defined in Part XV of the SFO.

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## LETTER FROM THE BOARD

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Mr. Wong Kai Yan Thomas, Mr. Yu Dingming and Mr. Li Hongkun have confirmed that they have met the independence criteria under Rule 3.13 of the Listing Rules. The Company has assessed their independence and believes that they have complied with the independence guidelines as set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

The Board and nomination committee of the Company have followed the process for re-election of Directors, the Director nomination policy, the Board diversity policy and the Company's development strategy set out in the Articles of Association when proposing the re-election of Mr. Wong Kai Yan Thomas, Mr. Yu Dingming, and Mr. Li Hongkun as independent non-executive Directors of the third session of the Board, and considering various factors, including but not limited to age, cultural and education background, professional experience, skills, knowledge and service term. Based on the competence and experience shown in the resumes, the Board believes that Mr. Wong Kai Yan Thomas, Mr. Yu Dingming, and Mr. Li Hongkun will provide objective, independent and sufficient opinions and analysis for the business development of the Company, so as to promote the effective operation and diversification of the Board.

The Candidates for Non-employee Directors have confirmed that, as at the date of this circular, save as disclosed above, there are no other matters related to their proposed election that need to be brought to the attention of the Shareholders or the Stock Exchange or need to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Company will enter into a service contract with each of the Candidates for Non-employee Directors after their proposed election take effect. The remunerations of Mr. Li Zhangjian, Mr. Zhang Long, Mr. Liu Zhen and Ms. Wang Fang, as executive Directors, and Mr. Wong Kai Yan Thomas, Mr. Yu Dingming and Mr. Li Hongkun, as independent non-executive Directors, will be determined by the Board authorized by the Shareholders at the 2023 AGM in accordance with the Company's remuneration policies, applicable laws, regulations and regulatory requirements and with reference to industry market standards and operations of the Company. Ms. Yang Jia and Mr. Yang Jie, as non-executive Directors, will not receive any remuneration from the Company.

**2. Proposed election of non-employee representative Supervisors of the third session of the Supervisory Committee and to authorise the Board to determine the remunerations of the Supervisors of the third session of the Supervisory Committee**

An ordinary resolution will be proposed at the 2023 AGM to approve the election of non-employee representative Supervisors of the third session of the Supervisory Committee and to authorise the Board to determine the remunerations of the Supervisors of the third session of the Supervisory Committee.

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## LETTER FROM THE BOARD

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Considering the expiry of the term of the second session of the Supervisory Committee of the Company, the Supervisory Committee proposes to re-elect Mr. Wu Xinhe, Mr. Yang Guanglei and Mr. Gu Feng as non-employee representative Supervisors of the third session of the Supervisory Committee according to the Company Law, the Articles of Association and the nomination of the Shareholders.

According to the Articles of Association, the proposed election of non-employee representative Supervisors are subject to approval by the Shareholders at the general meeting. Such proposals will be submitted to the 2023 AGM for consideration and approval by the Shareholders.

Mr. Guo Huan and Ms. Li Na, the employee representatives Supervisors of the second session of the Supervisory Committee, have been re-elected as employee representative Supervisors of the third session of the Supervisory Committee by the joint meeting of the employee representative delegation (group) leaders of the Company, and they will form the third session of the Supervisory Committee together with the non-employee representative Supervisors elected at the 2023 AGM. The terms of office of the members of the third session of the Supervisory Committee will be three years commencing from the date of approval of their election at the 2023 AGM.

The biographical details of Mr. Guo Huan and Ms. Li Na are set out below:

**Mr. Guo Huan**, aged 35, is an employee representative Supervisor, vice chief economist, assistant of the general manager of the Company, manager of the Corporate Management Department (企業管理部), and manager of Cost Control Center (成本費控中心). Mr. Guo Huan joined the Company in January 2017, and has previously served as the secretary of the Party Branch and the chairman of the Labor Union of the Tenth Direct Division of the Company. Mr. Guo Huan has also been serving as a director of YCIH Polymer Material Co., Ltd. (雲南建設高分子材料有限公司) (“**Polymer Company**”) since March 2022; a director of Yuxi Building Material since April 2022; and a director of Baoshan Building Material and Qujing Building Material since May 2022. Since April 2023, he has served as the chairman of Polymer Company.

Prior to joining the Company, Mr. Guo Huan served successively as a staff member, the deputy manager and the manager of the Corporate Management Division (企業管理科) of the Commercial Concrete Division of YNJC from August 2010 to January 2017.

Mr. Guo Huan obtained a bachelor of engineering degree in software engineering from Yunnan University in July 2010; and a master of engineering degree in software engineering from Yunnan University in June 2014. Mr. Guo Huan was also appraised as a software designer (intermediate) issued by the Department of Human Resources and Social Security of Yunnan Province (雲南省人力資源和社會保障廳) in May 2009. He obtained the Qualification Certificate of Specialty and Technology in Business Management (Intermediate) issued by the Department of Human Resources and Social Security of Yunnan Province in June 2017; and the Qualification Certificate of class 1 Constructor (一級建造師資格證書) issued by the Department of Human Resources and Social Security and the Department of Housing and Urban-Rural Development of the PRC in September 2018.

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## LETTER FROM THE BOARD

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**Ms. Li Na**, aged 44, is an employee representative Supervisor. Ms. Li Na joined the Company in January 2017, and has previously served as the vice chairwoman of the Labor Union, the director of Female Worker Committee (女工主任), the secretary of the First Party Branch, the secretary of the Second Party Branch, the secretary of the Retired Party Branch (退休黨支部書記) of the Company, and the secretary of the Party Branch and the chairwoman of the Labor Union of the Seventh Direct Division of the Company. From April 2019 to May 2021, Ms. Li Na has served as the supervisor of Polymer Company. Since March 2024, she has been serving as the secretary of the party branch and the chairwoman of the labor union of Baoshan Building Material.

Prior to joining the Company, Ms. Li Na served successively as the deputy director of the General Party Branch Office (黨總支辦公室副主任), secretary of general youth league branch (團總支書記), executive secretary of Party Branch (行政黨支部書記), the director of Female Worker Committee (女工主任), and the vice chairwoman of the Labor Union of YNJG Concrete from September 2008 to January 2016; from January 2016 to January 2017, she served as the vice chairwoman of the Labor Union of the Commercial Concrete Division of YNJG.

Ms. Li Na graduated from Kunming University of Science and Technology majoring in computer information management (junior college) in July 2004; and graduated from Kunming University of Science and Technology in January 2008, majoring in law.

The biographical details of the candidates for non-employee representative Supervisors (the “**Candidates for Non-employee Representative Supervisors**”) are set out below:

**Mr. Wu Xinhe**, aged 51, is the chairman of the Supervisory Committee and a non-employee representative Supervisor. Mr. Wu Xinhe joined the Company in March 2019.

From September 2013 to September 2020, Mr. Wu Xinhe served as a general manager of Kunming Guoshun Asset Operation and Management Co., Ltd. (昆明國順資產經營管理有限公司); from September 2013 to October 2020, he served as a director of Kunming Guoshun Asset Operation and Management Co., Ltd.; from January 2017 to September 2020, he served as a general manager of Yunnan State-owned Asset Kunming Economic and Technological Development Zone Industry Development Co., Ltd. (雲南國資昆明經開區產業開發有限公司); from January 2017 to October 2020, he served as a director of Yunnan State-owned Asset Kunming Economic and Technological Development Zone Development Co., Ltd.; from October 2018 to February 2020, he served as a director of Hong Kong Kunjing Capital Holdings Limited (香港昆經資本控股有限公司); from April 2017 to June 2023, he served as a vice president of KMEIC; from February 2020 to July 2023, he served as the chairman of Hong Kong Kunjing Capital Holdings Limited (香港昆經資本控股有限公司); since July 2023, he has been serving as a director of Hong Kong Kunjing Capital Holdings Limited; since July 2023, he has been serving as a director of Kunming Economic Industrial Investment Co., Ltd. (昆明經投產業投資有限公司).



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## LETTER FROM THE BOARD

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From April 2004 to February 2019, Mr. Wu Xinhe served successively as the deputy manager of Administration Department, the manager of Project Department, the manager of Business Solicitation Department, the deputy general manager, the general manager and the chairman of Kunming Innovation Park Science and Technology Development Co., Ltd. (昆明創新園科技發展有限公司).

Mr. Wu Xinhe obtained a bachelor of science degree in applied chemistry from Yunnan University in July 1995; and a master of engineering degree in industrial engineering from Kunming University of Science and Technology (昆明理工大學) in June 2007. Mr. Wu Xinhe also obtained the Professional Technical Qualification Certificate of Real Estate Economics (Intermediate) conferred by the Ministry of Personnel of the PRC (中國人事部) (currently known as the Ministry of Human Resources and Social Security of the PRC (中國人力資源和社會保障部)) in November 2000; and the qualification of senior economist granted by the Department of Human Resources and Social Security of Yunnan Province (雲南省人力資源和社會保障廳) in April 2011.

**Mr. Yang Guanglei**, aged 52, is a non-employee representative Supervisor. Mr. Yang Guanglei joined the Company in January 2021.

From October 2001 to June 2006, Mr. Yang Guanglei served successively as the chairman of labor union of the Second Engineering Department (第二工程處), the deputy director and the director of the Work Department of the Party Committee (黨委工作部) in Yunnan Eighth Building Engineering Company (雲南省第八建築工程公司); from June 2006 to February 2013, he served successively as the director of Work Department of the Party Committee, a member of the Party Committee, the deputy secretary of the Discipline Inspection Commission, the director of the Discipline Inspection and Supervision Office (紀檢監察室) and Legal Office in Yunnan Engineering Construction General Contracting Company (雲南工程建設總承包公司); from February 2013 to May 2017, he served successively as a member and the deputy secretary of Party Branch, the chairman of labor union and a member of the General Party Branch in the First Department of Direct General Contracting (直屬總承包一部) of YNJG; from May 2017 to March 2018, he served as a member and the deputy secretary of the General Party Branch in the First Department of General Contracting (總承包一部) of YCIH; from March 2018 to September 2019, he served as the deputy secretary of the Party Committee and the vice chairman of the YCIH Sixth Construction Co., Ltd. (雲南建投第六建設有限公司); since September 2019, he has been serving successively as a member of the Discipline Inspection Commission, and the head of the Office for the Leading Group for Party Committee Inspection Work of YCIH.

Mr. Yang Guanglei graduated from Kunming Educational College (昆明師範高等專科學校) in July 1992, majoring in history education; and obtained a master's degree in business administration from Yunnan University in December 2014. Mr. Yang Guanglei was also appraised as a senior political engineer (高級政工師) in December 2007; and as a senior engineer in November 2016.

**Mr. Gu Feng**, aged 41, is a non-employee representative Supervisor. Mr. Gu Feng joined the Company in January 2021.

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## LETTER FROM THE BOARD

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Mr. Gu Feng was engaged in financial management in YNJG Installation Co., Ltd. (雲南建工安裝股份有限公司) from July 2004 to March 2015; from March 2015 to April 2020, he served successively as the deputy manager and the manager of financial department and the financial director of Laos-China Joint Venture Investment Co., Ltd. (老中聯合投資有限公司); since April 2020, he has been serving as the deputy manager of the finance department of YOIC; since June 2020, he has been serving as the financial director in Ruili Hailong International Culture and Sport Development Company Limited (瑞麗市海隆國際文化體育發展有限責任公司). Mr. Gu Feng has over 16 years of experience in finance.

Mr. Gu Feng graduated from Yunnan Finance and Economics School (雲南省財經學校) in July 2002, majoring in computerized accounting (technical secondary school); and from Shanghai University of Finance and Economics (上海財經大學) in July 2004, majoring in accounting (junior college).

The Candidates for Non-employee Representative Supervisors have confirmed that, as at the date of this circular, save as disclosed above, (i) they do not have any relationship with any Director, Supervisor, senior management, substantial Shareholder or controlling Shareholder (as defined in the Listing Rules) of the Company; (ii) before the official appointment comes into effect, they do not hold any position in the Company or any of its subsidiaries; (iii) they have not held any directorship in any listed companies whose securities are listed on any securities market in Hong Kong or overseas during the past three years; (iv) they do not hold any other major appointments and professional qualifications; and (v) they do not have any interest in the shares of the Company or its associated corporations as defined in Part XV of the SFO.

The Candidates for Non-employee Representative Supervisors have confirmed that, as at the date of this circular, save as disclosed above, there are no other matters related to their proposed re-election that need to be brought to the attention of the Shareholders or the Stock Exchange or need to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Company will enter into a service contract with each of the Candidates for Non-employee Representative Supervisors after their proposed election take effect. Mr. Wu Xinhe, Mr. Yang Guanglei and Mr. Gu Feng, as non-employee representative Supervisors, will not receive any remuneration from the Company. The remunerations of Mr. Guo Huan and Ms. Li Na, as employee representative Supervisors, will be determined by the Board authorized by the Shareholders at the 2023 AGM in accordance with the Company's remuneration policies, applicable laws, regulations and regulatory requirements and with reference to industry market standards and operations of the Company.

According to the Articles of Association, except for Mr. Lu Jianfeng and Ms. Hu Zhurong who have submitted written resignation to the Board on March 28, 2024 (for details, please refer to the Company's announcement dated March 28, 2024 published on the websites of the Stock Exchange and the Company), each of the remaining members of the second session of the Board and all members of the second session of the Supervisory Committee shall continue to

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## LETTER FROM THE BOARD

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perform their duties in accordance with applicable laws and regulations and the Articles of Association until the election of the members of each of the third session of the Board and the third session of the Supervisory Committee become effective upon approval at the 2023 AGM.

### **3. 2023 annual work report of the Board**

An ordinary resolution will be proposed at the 2023 AGM to approve the 2023 annual work report of the Board. Such resolution was considered and approved by the Board at the fourth meeting of the second session of the Board for 2024 and the Board meeting for 2023. The main content of such report is set out in the section headed “Directors’ Report” in the 2023 annual report published by the Company on the websites of the Company and HKEXnews of the Stock Exchange.

### **4. 2023 annual work report of the Supervisory Committee**

An ordinary resolution will be proposed at the 2023 AGM to approve the 2023 annual work report of the Supervisory Committee. Such resolution was considered and approved by the Supervisory Committee at the second meeting of the second session of the Supervisory Committee for 2024 and the meeting of the Supervisory Committee for 2023. The main content of such report is set out in the section headed “Supervisory Committee’s Report” in the 2023 annual report published by the Company on the websites of the Company and HKEXnews of the Stock Exchange.

### **5. 2023 independent auditor’s report**

An ordinary resolution will be proposed at the 2023 AGM to approve the 2023 independent auditor’s report. Such resolution was considered and approved by the Board at the fourth meeting of the second session of the Board for 2024 and the Board meeting for 2023. The full text of such report is set out in the 2023 annual report published by the Company on the websites of the Company and HKEXnews of the Stock Exchange.

### **6. 2023 annual report**

An ordinary resolution will be proposed at the 2023 AGM to approve the 2023 annual report. Such resolution was considered and approved by the Board at the fourth meeting of the second session of the Board for 2024 and the Board meeting for 2023. The full text of such report was published on the websites of the Company and HKEXnews of the Stock Exchange.

### **7. 2023 environmental, social and governance (ESG) report**

An ordinary resolution will be proposed at the 2023 AGM to approve the 2023 environmental, social and governance (ESG) report. Such resolution was considered and approved by the Board at the fourth meeting of the second session of the Board for 2024 and the Board meeting for 2023. The full text of such report was published on the websites of the Company and HKEXnews of the Stock Exchange.

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## LETTER FROM THE BOARD

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**8. 2023 final financial accounting plan**

An ordinary resolution will be proposed at the 2023 AGM to approve the 2023 final financial accounting plan formulated according to the IFRSs. Such resolution was considered and approved by the Board at the fourth meeting of the second session of the Board for 2024 and the Board meeting for 2023. Relevant contents of such plan are set out in the 2023 annual report published by the Company on the websites of the Company and HKEXnews of the Stock Exchange.

**9. 2023 profit distribution plan**

An ordinary resolution will be proposed at the 2023 AGM to approve the 2023 profit distribution plan. Such resolution was considered and approved by the Board at the fourth meeting of the second session of the Board for 2024 and the Board meeting for 2023.

Since the Company suffered from operating losses in 2023, which did not satisfy the profit distribution conditions stipulated in the Articles of Association, the Board did not recommend the distribution of final dividends to the Shareholders for the year ended December 31, 2023.

**10. To authorize the Board to determine the remunerations of Directors and Supervisors for 2023**

An ordinary resolution will be proposed at the 2023 AGM to authorize the Board to determine the remunerations of Directors and Supervisors for 2023. In accordance with the Company Law, the Articles of Association and the Company's performance and results, and upon obtaining the authorization from Shareholders, the Board will determine the remunerations of Directors and Supervisors for 2023, which is subject to the review by the remuneration and evaluation committee from time to time. Taking into account the respective responsibilities and remuneration levels of Directors and Supervisors, remunerations shall present the consistency among rights, responsibilities and interests, so as to motivate the enthusiasm of Directors and Supervisors, and contribute to the long-term sustainable development of the Company.

The contents of such resolution was considered by the first meeting of the remuneration and evaluation committee under the Board for 2024 and was considered and approved at the fourth meeting of the second session of the Board for 2024 and the Board meeting for 2023.

**11. Proposed adoption of the China Accounting Standards for Business Enterprises to prepare financial statements**

An ordinary resolution will be proposed at the 2023 AGM to approve the adoption of the China Accounting Standards for Business Enterprises to prepare financial statements.

The Company has been preparing financial statements in accordance with the IFRSs and the China Accounting Standards for Business Enterprises, respectively, since the listing of its H Shares on the Stock Exchange.

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## LETTER FROM THE BOARD

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According to the “Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong (《有關接受在香港上市的內地註冊成立公司採用內地的會計及審計準則以及聘用內地會計師事務所的諮詢總結》)” published by the Stock Exchange, and the Pilot Work Plan for Accounting Firms Engaged in Audit Business for H Share Enterprises (《會計師事務所從事H股企業審計業務試點工作方案》) issued by the Accounting Department of the Ministry of Finance of the PRC and the Accounting Department of the China Securities Regulatory Commission, the issuers incorporated in mainland China and listed in Hong Kong are approved to adopt the China Accounting Standards for Business Enterprises to prepare their financial statements, and China accounting firms recognised by the Ministry of Finance of the PRC and the China Securities Regulatory Commission are approved to adopt the China Accounting Standards for Business Enterprises to audit such financial statements.

In order to reduce the costs of information disclosure and improve work efficiency, at the fourth meeting of the second session of the Board for 2024 and the Board meeting for 2023, the Board has considered and approved the recommendation that from the year ending 31 December 2024 onward, the Company shall adopt the China Accounting Standards for Business Enterprises to prepare its financial statements and disclose financial information accordingly.

The Company believes that the preparation of financial statements in accordance with the China Accounting Standards for Business Enterprises will have no significant impact on the Company’s future financial status, operating results and cash flows, and is in the interest of the Company and the Shareholders as a whole.

The proposed adoption of the China Accounting Standards for Business Enterprises to prepare financial statements is subject to approval by Shareholders at the 2023 AGM by way of an ordinary resolution as well as the relevant proposed amendments to the Articles of Association (please refer to the “Proposed amendments to the Articles of Association” section below for details) taking effect.

### **12. Proposed change of auditors**

An ordinary resolution will be proposed at the 2023 AGM to approve the change of auditors.

#### ***Proposed Termination of Re-Appointment of Auditors***

PricewaterhouseCoopers (“PwC”) has been engaged as the international auditor of the Company for the year 2023 and it has audited the Company’s financial statements prepared in accordance with the International Financial Reporting Standards and PricewaterhouseCoopers Zhong Tian LLP (“PwC Zhong Tian”) has been engaged as the domestic auditor of the Company for the year 2023. In accordance with the requirements for auditor rotation, the Company intends to change its auditors by agreement with PwC and PwC Zhong Tian.

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## LETTER FROM THE BOARD

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The Board has considered and passed a resolution at the fifth extraordinary meeting of the second session of the Board in 2024 (the “**Board Meeting**”) held on April 25, 2024 proposed the termination of the re-appointment of PwC and PwC Zhong Tian as the Company’s auditors (“**termination of re-appointment**”), and the termination of re-appointment will be effective from the date of consideration and approval of the relevant resolution at the forthcoming 2023 AGM of the Company.

As regards the termination of re-appointment of the international auditor, PwC has confirmed to the Board that there were no matters relating to its termination of re-appointment that need to be brought to the attention of the Shareholders and creditors. The Board and the audit committee of the Board of the Company (the “**Audit Committee**”) have also confirmed that there were no disagreements or outstanding matters between the Company and PwC in relation to its termination of re-appointment.

The Company would like to express its sincere gratitude to PwC and PwC Zhong Tian for their professional services to the Company and dedication throughout the years.

### *Proposed Appointment of Auditor*

Coupled with the plan of adoption of the China Accounting Standards for Business Enterprises for the preparation of financial statements, the Company invited tenders by way of public tender for the project of audit services for the years from 2024 to 2026 (the “**Project**”). Based on the results of the bid evaluation and the opinions of the Audit Committee, the Board considered and approved a resolution at the Board meeting which proposed that ShineWing Certified Public Accountants (LLP) (“**ShineWing**”) be selected as the successful bidder of the Project, and that ShineWing be appointed as the auditor of the Company for the year 2024 (the “**Proposed Appointment**”). Based on ShineWing’s bidding documents and the opinions of the Audit Committee, the Board proposed that the audit fees for the year 2024 shall be RMB1.58 million. The Proposed Appointment will be effective from the date of approval of the relevant resolution at the 2023 AGM and the Company’s entering into an appointment agreement with ShineWing. The term of office of ShineWing will expire at the conclusion of the next annual general meeting of the Company.

ShineWing is an accounting firm in the PRC accredited by the Ministry of Finance of the PRC and the China Securities Regulatory Commission and is qualified to provide auditing services to domestically incorporated issuers listed on The Stock Exchange of Hong Kong Limited in accordance with the China Accounting Standards for Business Enterprises.

According to the Articles of Association of the Company, matters in relation to termination of re-appointment and the Proposed Appointment are subject to Shareholders’ approval at a general meeting. The relevant resolutions will be put forward at the 2023 AGM for the Shareholders’ consideration and approval.

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## LETTER FROM THE BOARD

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### Special Resolutions

#### 13. General mandate to issue Shares

To ensure flexibility and give discretion to the Board when it becomes appropriate for the Company to issue new Shares, the approval for a general mandate will be sought from the Shareholders. A special resolution will be proposed at the 2023 AGM to grant a general mandate to the Board to, subject to market conditions and the needs of the Company, issue, allot and dispose of, at its discretion, new Domestic Shares and H Shares not exceeding 20% of the respective total number of the Domestic Shares and H Shares issued by the Company as of the date of approval at the 2023 AGM, and determine all matters related to the issuance of such Shares, including but not limited to:

- (1) formulating and implementing detailed issuance plans, including but not limited to determining the class of new Shares to be issued, pricing mechanism and/or issuance price (including price range), number of Shares to be issued, issuance targets and use of proceeds, and determining the issuance time, issuance period and whether to allot the Shares to existing Shareholders;
- (2) determining the issuance methods, including but not limited to issuance, allotment and/or disposal of new Shares, convertible bonds, exchangeable bonds and warrants, and other methods permitted by the Articles of Association and laws and regulations;
- (3) considering, approving and signing, on behalf of the Company, agreements in relation to the issuance, including but not limited to allotting or underwriting agreements and agreements on engaging intermediaries, etc.;
- (4) considering, approving and signing, on behalf of the Company, statutory documents in relation to the issuance to be submitted to relevant regulatory authorities, and completing relevant approval procedures as required by relevant regulatory rules of regulatory authorities and the jurisdiction in which the Company is listed;
- (5) amending relevant agreements and statutory documents as referred to in items (3) and (4) above as required by domestic and overseas regulatory authorities;
- (6) deciding to affix the corporate seal of the Company to the agreements and legal documents in relation to the issuance;
- (7) engaging intermediaries relating to the issuance, and approving and signing all acts, deeds and documents which may be as necessary, appropriate or desirable for or in connection with the issuance and other related matters; and
- (8) approving the Company to increase its registered capital after the issuance of new Shares, and making corresponding amendments to the Articles of Association relating to the total amount of share capital and shareholding structure, etc., and completing relevant domestic and overseas statutory registration and filing procedures.

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## LETTER FROM THE BOARD

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The Board or relevant authorized persons shall (i) comply with the Company Law or other applicable PRC laws and regulations and the Listing Rules; and (ii) (if required) obtain approvals from the China Securities Regulatory Commission and other relevant PRC authorities when exercising the powers granted above.

Except that the Board may make or grant offers, agreements, options, warrants, convertible bonds or similar rights during the Relevant Period in relation to the issuance of Shares, which might require further promotion or implementation after the end of the Relevant Period, the general mandate will take effect from the date of approval at the 2023 AGM to the earliest of the following dates (the “**Relevant Period**”): (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the 12-month period following the date of approval at the 2023 AGM; or (iii) the revocation or modification of the aforesaid general mandate by a special resolution at the general meeting of the Company.

#### **14. General mandate to issue debt financing instruments**

To diversify the sources of funds and reduce the financing cost of the Company, the approval for a general mandate will be sought from the Shareholders. A special resolution will be proposed at the 2023 AGM to a grant general mandate to the Board to, subject to the Company’s demand and market conditions, issue debt financing instruments (including asset securitization products) of a maximum RMB1.5 billion (i.e. rolling limit, not cumulative limit) at an appropriate time, and to determine and implement the terms and conditions of the debt financing instruments to be issued and all matters relating to the issuance of such debt financing instruments, including but not limited to:

- (1) determining the type, specific variety, issuance quantity, issuance time, currency, price, amount, interest rate, duration, issuance targets, issuance market, issuance method, use of proceeds and other issuance terms and conditions concerning the said debt financing instruments to be actually issued, and determining and handling matters relating to the listing of the issued debt financing instruments;
- (2) engaging relevant intermediaries and signing necessary agreements and relevant statutory documents;
- (3) applying to the relevant institution for completing issuance-related procedures such as approval, registration and filing, and preparing, revising, signing and disclosing all necessary documents and materials;
- (4) in case of any changes in applicable laws and regulations, other regulatory documents and policies of regulatory authorities on issuance of debt financing instruments or market conditions, making relevant adjustments to the specific plans on issuance of debt financing instruments and other relevant matters, except for matters requiring further approval of the general meeting according to the relevant laws and regulations and the Articles of Association; and



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## LETTER FROM THE BOARD

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- (5) handling other necessary matters relating to the issuance of the debt financing instruments.

The aforesaid mandate will be valid from the date of approval at the 2023 AGM to the date of conclusion of the next annual general meeting of the Company.

### 15. Proposed amendments to the Articles of Association

Reference is made to the announcement of the Company dated March 28, 2024 in relation to the amendments to the Articles of Association.

Based on the proposed adoption of the China Accounting Standards for Business Enterprises to prepare financial statements, the Board recommends that the provisions of the Articles of Association regarding accounting standards and the preparation of financial statements be revised accordingly. In addition, the latest regulatory requirements of the Stock Exchange regarding the expansion of the paperless listing regime and the mandatory electronic dissemination of corporate communications by listed issuers have come into effect since December 31, 2023, pursuant to which the Company plans to make amendments to the Articles of Association for better aligning with these requirements and complying with the provisions of the revised Listing Rules.

The Board believes that the proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders, and has considered and passed a resolution at the fourth meeting of the second session of the Board for 2024 and the Board meeting for 2023, proposing to amend the relevant provisions of the Articles of Association\*, the details of which are as follows:

No.	Original Provisions of the Articles of Association	Amended Provisions of the Articles of Association
1	<b>Article 74</b> When the Company is to hold an annual general meeting, it shall notify all the shareholders by means of public announcement at least 20 clear business days before the date of the meeting. When the Company is to hold an extraordinary general meeting, it shall notify all the shareholders by means of public announcement at least 10 clear business days or 15 days (whichever is longer) before the date of the meeting. Regarding the calculation of the notice period, the date of the meeting shall not be included. For notices given under this article, the date posted shall be the date	<b>Article 74</b> When the Company is to hold an annual general meeting, it shall notify all the shareholders by means of public announcement at least 20 clear business days before the date of the meeting. When the Company is to hold an extraordinary general meeting, it shall notify all the shareholders by means of public announcement at least 10 clear business days or 15 days (whichever is longer) before the date of the meeting. Regarding the calculation of the notice period, the date of the meeting shall not be included. <del>For notices given under this article, the date posted shall be the date of delivering the relevant notice to</del>

## LETTER FROM THE BOARD

No.	Original Provisions of the Articles of Association	Amended Provisions of the Articles of Association
	<p>of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p> <p>The above-mentioned business days refer to the days when the Hong Kong Stock Exchange opens for securities trading.</p>	<p><del>post office by the Company or the share registrar appointed by the Company.</del></p> <p>The above-mentioned business days refer to the days when the Hong Kong Stock Exchange opens for securities trading.</p>
2	<p><b>Article 79</b> Unless otherwise stipulated herein, notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient’s address shown in the register of shareholders. For holders of domestic shares, notice of a general meeting may be given by way of a public announcement.</p> <p>The “public announcement” referred to in the preceding paragraph shall, for holders of domestic shares, be published on the Company’s website and the website of the stock exchange with reference to the notice period requirements for convening an annual general meeting and an extraordinary general meeting specified in the Article 74 hereof. Once the announcement is made, all holders of domestic shares shall be deemed to have received notice of the relevant general meeting.</p> <p>.....</p>	<p><b>Article 79</b> Unless otherwise stipulated herein, notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) <u>in the manner as specified in Article 262 of the Articles of Association.</u> <del>by hand or prepaid mail at the recipient’s address shown in the register of shareholders.</del> <del>For holders of domestic shares, notice of a general meeting may be given by way of a public announcement.</del></p> <p><del>The “public announcement” referred to in the preceding paragraph shall,</del> <del>For holders of domestic shares, it shall</del> be published on the Company’s website and the website of the stock exchange with reference to the notice period requirements for convening an annual general meeting and an extraordinary general meeting specified in the Article 74 hereof. Once the announcement is made, all holders of domestic shares shall be deemed to have received notice of the relevant general meeting.</p> <p>.....</p>
3	<p><b>Article 219</b></p> <p>.....</p> <p>The Company shall send the above report or the report of the Board together with the balance sheet (including all annexes to the balance sheet as prescribed by the</p>	<p><b>Article 219</b></p> <p>.....</p> <p>The Company shall <del>send</del><u>provide</u> the above report or the report of the Board together with the balance sheet (including all annexes to the balance sheet as</p>

## LETTER FROM THE BOARD

No.	Original Provisions of the Articles of Association	Amended Provisions of the Articles of Association
	<p>applicable laws), profit and loss account or income and expenditure statement, or summary financial report to each holder of overseas listed foreign shares by prepaid mail at least 21 days before the convening of the annual general meeting. The address of the recipient shall be the registered address as shown on the register of shareholders. Subject to the laws, administrative regulations and the listing rules of the place where the Company's shares are listed, the Company may do so by way of announcement (including publication on the Company's website).</p>	<p>prescribed by the applicable laws), profit and loss account or income and expenditure statement, or summary financial report to each holder of overseas listed foreign shares <del>by pre-paid mail</del> at least 21 days before the convening of the annual general meeting. <del>The address of the recipient shall be the registered address as shown on the register of shareholders.</del> Subject to the laws, administrative regulations and the listing rules of the place where the Company's shares are listed, the Company may do so by way of announcement (including publication on the Company's website).</p>
4	<p><b>Article 220</b> The Company shall prepare its financial statements in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas. In case of any material difference between the financial statements respectively in accordance with the two accounting standards, explanations shall be made in the notes to the financial statements. Distribution of the profit after tax for the relevant fiscal year shall be based on the lesser of the profit after tax as shown in the two sets of financial statements.</p>	<p><b>Article 220</b> <u>In addition to preparing</u> <del>The Company shall prepare</del> its financial statements in accordance with the PRC accounting standards and regulations, <u>the Company may also select preparing the same pursuant to</u> <del>as well as</del> the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas <u>in the meantime</u>. In case of any material difference between the financial statements respectively in accordance with the two accounting standards, explanations shall be made in the notes to the financial statements. Distribution of the profit after tax for the relevant fiscal year shall be based on the lesser of the profit after tax as shown in the two sets of financial statements. <u>If the relevant laws and/or listing rules of the place where the Company's shares are listed overseas allow the financial statements prepared in accordance with the PRC accounting standards without mandatory requirements regarding preparing financial statements in accordance with the</u></p>

**LETTER FROM THE BOARD**

No.	Original Provisions of the Articles of Association	Amended Provisions of the Articles of Association
		<p><u>accounting standards of the place where the Company's shares are listed overseas, it is not necessary for the Company to separately prepare its financial statements in accordance with international accounting standards or the accounting standards of the place where the Company's shares are listed overseas.</u></p>
5	<p><b>Article 221</b> The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas.</p>	<p><b>Article 221</b> The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as <del>well as</del> <u>and may be optional to be prepared pursuant to</u> the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas <u>in the meantime. If the relevant laws and/or listing rules of the place where the Company's shares are listed overseas allow the interim results or financial information prepared in accordance with the PRC accounting standards without mandatory requirements regarding preparing interim results or financial information in accordance with the accounting standards of the place where the Company's shares are listed overseas, it is not necessary for the Company to separately prepare its financial statements in accordance with international accounting standards or the accounting standards of the place where the Company's shares are listed overseas.</u></p>

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**LETTER FROM THE BOARD**

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No.	Original Provisions of the Articles of Association	Amended Provisions of the Articles of Association
6	<p><b>Article 243</b></p> <p>.....</p> <p>(II) Where a notice is deposited under the paragraph (I) of this Article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contains a representation referred to in item (II) of paragraph 2 of Article 242, a copy of such representation shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such representation to every shareholder entitled to the Company's report of financial position by prepaid post, and it shall be sent to the addresses recorded in the register of shareholders.</p> <p>.....</p>	<p><b>Article 243</b></p> <p>.....</p> <p>(II) Where a notice is deposited under the paragraph (I) of this Article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contains a representation referred to in item (II) of paragraph 2 of Article 242, a copy of such representation shall be placed at the Company for shareholders' inspection. The Company shall also <del>send</del><b>provide</b> a copy of such representation to every shareholder entitled to the Company's report of financial position <del>by prepaid post, and it shall be sent to the addresses recorded in the register of shareholders.</del></p> <p>.....</p>
7	<p><b>Article 262</b></p> <p>.....</p> <p>Unless otherwise specified in these Articles, if a notice is issued by the Company to the shareholders of overseas listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Hong Kong Stock Exchange through the electronic publishing system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time. In addition, the notice shall be delivered to each of</p>	<p><b>Article 262</b></p> <p>.....</p> <p>Unless otherwise specified in these Articles, if a notice is issued by the Company to the shareholders of overseas listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Hong Kong Stock Exchange through the electronic publishing system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time. <del>In addition, the notice shall be delivered to each of</del></p>

## LETTER FROM THE BOARD

No.	Original Provisions of the Articles of Association	Amended Provisions of the Articles of Association
	<p>the registered addresses as set forth in the register of holders of overseas listed foreign shares by way of personal delivery or pre-paid mail so as to give the shareholders sufficient notice and time to exercise their rights or take any action in accordance with the terms of the notice.</p> <p> Holders of the Company’s overseas listed foreign shares may elect in writing to receive corporate communication that the Company is required to deliver to shareholders either by electronic means or by post, and may also elect to receive either the Chinese or English version only, or both the Chinese and English versions. Such holders shall have the right to change their choices as to the manner of receiving and the language versions of the aforesaid information by giving a written notice to the Company in advance within a reasonable period in accordance with applicable procedures.</p>	<p><del>the registered addresses as set forth in the register of holders of overseas listed foreign shares by way of personal delivery or pre-paid mail so as to give the shareholders sufficient notice and time to exercise their rights or take any action in accordance with the terms of the notice.</del></p> <p> Holders of the Company’s overseas listed foreign shares may elect <b>in writing</b> to receive corporate communication that the Company is required to deliver to shareholders either by electronic means or by post, and may also elect to receive either the Chinese or English version only, or both the Chinese and English versions. Such holders shall have the right to change their choices as to the manner of receiving and the language versions of the aforesaid information by giving a written notice to the Company in advance within a reasonable period in accordance with applicable procedures.</p>

\* *The Articles of Association and the amendments thereto are written in Chinese and there is no official English version. Accordingly, any English translation is for reference only. In case of any inconsistency, the Chinese version shall prevail.*

Except for the above proposed amendments, the contents of the other articles of the Articles of Association remain unchanged.

A special resolution will be proposed at the 2023 AGM to approve the above-mentioned proposed amendments to the Articles of Association. Only after the special resolution is passed, the above-mentioned proposed amendments to the Articles of Association can be implemented and officially come into effect.

### III. 2023 AGM AND VOTING METHOD

The Company intends to convene the 2023 AGM at 10:00 a.m. on Thursday, May 30, 2024 at Conference Room No. 908, 9/F, YCIH Development Building, 188 Linxi Road, Information Industrial Base, Economic and Technological Development Zone, Kunming, Yunnan Province, the PRC, to

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## LETTER FROM THE BOARD

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consider and, if appropriate, approve the matters set out in the notice of the 2023 AGM. The form of proxy has been provided to the Shareholders in accordance with the Listing Rules on Friday, April 26, 2024. The notice of the 2023 AGM is set out on pages 31 to 35 of this circular.

If you intend to appoint a proxy to attend the 2023 AGM, you are required to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same. The form of proxy should be returned to the H Share Registrar, Computershare Hong Kong Investor Services Limited, for holders of H Shares, or to the Board office of the Company for holders of Domestic Shares, in any event served by hand, by post or by fax not less than 24 hours before the time designated for holding the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof.

According to the Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Therefore, the chairman of the general meeting will demand a poll for each resolution of the 2023 AGM in accordance with Article 98 of the Articles of Association.

On a poll, each Shareholder (or, if the Shareholder is a company, its duly authorized representative) who attends the 2023 AGM in person or by proxy may have one vote for each Share registered in its name in the register of members of the Company. Shareholders entitled to more than one vote need not use all their voting rights or use all their voting rights in the same way.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as of the date of this circular, no Shareholder is required to abstain from voting at the 2023 AGM.

#### **IV. CLOSURE OF REGISTER OF MEMBERS**

To determine the list of Shareholders entitled to attend and vote at the 2023 AGM, the register of members of the Company will be closed from Monday, May 27, 2024 to Thursday, May 30, 2024 (both days inclusive), during which no transfer of Shares will be effected. Shareholders whose names appear on the Company's register of members on Thursday, May 30, 2024 shall be entitled to attend and vote at the 2023 AGM. To be eligible to attend and vote at the 2023 AGM, all transfer documents shall be delivered, no later than 4:30 p.m. on Friday, May 24, 2024, to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or to the Board office of the Company, at 5/F and 9/F, YCIH Development Building, 188 Linxi Road, Information Industrial Base, Economic and Technological Development Zone, Kunming, Yunnan Province, the PRC (for holders of Domestic Shares).

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## LETTER FROM THE BOARD

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### V. RECOMMENDATIONS

The Directors (including independent non-executive Directors) are of the view that these resolutions set out in the notice of the 2023 AGM are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favor of all the resolutions to be proposed at the 2023 AGM.

Yours faithfully,  
By Order of the Board  
**YCIH Green High-Performance Concrete Company Limited**  
**Li Zhangjian**  
*Chairman*

April 26, 2024



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## NOTICE OF THE 2023 AGM

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雲建綠砼  
— GHPC —

### YCIH Green High-Performance Concrete Company Limited 雲南建投綠色高性能混凝土股份有限公司

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

(Stock Code: 1847)

### NOTICE OF THE 2023 AGM

**NOTICE IS HEREBY GIVEN** that the 2023 annual general meeting (the “**2023 AGM**”) of YCIH Green High-Performance Concrete Company Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, May 30, 2024 at Conference Room No. 908, 9/F, YCIH Development Building, 188 Linxi Road, Information Industrial Base, Economic and Technological Development Zone, Kunming, Yunnan Province, the PRC, to consider and, if appropriate, approve, with or without amendments, the following resolutions. Unless otherwise specified, capitalized terms used in this notice shall have the same meanings as defined in the circular of the Company dated April 26, 2024 (the “**Circular**”).

#### ORDINARY RESOLUTIONS

1. To consider and approve the following resolutions in relation to the election of non-employee Directors of the third session of the Board and to authorise the Board to determine the remunerations of the Directors of the third session of the Board:
  - 1.1 To re-elect Mr. Li Zhangjian as an executive Director of the third session of the Board, with a term of three years commencing from the date of approval of his election at the 2023 AGM, and to delegate any director of the third session of the Board to sign a service contract with him;
  - 1.2 To re-elect Mr. Zhang Long as an executive Director of the third session of the Board, with a term of three years commencing from the date of approval of his election at the 2023 AGM, and to delegate any director of the third session of the Board to sign a service contract with him;
  - 1.3 To elect Mr. Liu Zhen as an executive Director of the third session of the Board, with a term of three years commencing from the date of approval of his election at the 2023 AGM, and to delegate any director of the third session of the Board to sign a service contract with him;
  - 1.4 To re-elect Ms. Yang Jia as a non-executive Director of the third session of the Board, with a term of three years commencing from the date of approval of her election at the 2023 AGM, and to delegate any director of the third session of the Board to sign a service contract with her;

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## NOTICE OF THE 2023 AGM

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- 1.5 To re-elect Mr. Yang Jie as a non-executive Director of the third session of the Board, with a term of three years commencing from the date of approval of his election at the 2023 AGM, and to delegate any director of the third session of the Board to sign a service contract with him;
  - 1.6 To re-elect Mr. Wong Kai Yan Thomas as an independent non-executive Director of the third session of the Board, with a term of three years commencing from the date of approval of his election at the 2023 AGM, to delegate any director of the third session of the Board to sign a service contract with him;
  - 1.7 To re-elect Mr. Yu Dingming as an independent non-executive Director of the third session of the Board, with a term of three years commencing from the date of approval of his election at the 2023 AGM, and to delegate any director of the third session of the Board to sign a service contract with him;
  - 1.8 To re-elect Mr. Li Hongkun as an independent non-executive Director of the third session of the Board, with a term of three years commencing from the date of approval of his election at the 2023 AGM, and to delegate any director of the third session of the Board to sign a service contract with him; and
  - 1.9 To authorise the Board to determine the remunerations of the Directors of the third session of the Board.
2. To consider and approve the following resolutions in relation to the election of non-employee representative Supervisors of the third session of the Supervisory Committee and to authorise the Board to determine the remunerations of the Supervisors of the third session of the Supervisory Committee:
- 2.1 To re-elect Mr. Wu Xinhe as a non-employee representative Supervisor of the third session of the Supervisory Committee, with a term of three years commencing from the date of approval of his election at the 2023 AGM, and to delegate any director of the third session of the Board to sign a service contract with him;
  - 2.2 To re-elect Mr. Yang Guanglei as a non-employee representative Supervisor of the third session of the Supervisory Committee, with a term of three years commencing from the date of approval of his election at the 2023 AGM, and to delegate any director of the third session of the Board to sign a service contract with him;
  - 2.3 To re-elect Mr. Gu Feng as a non-employee representative Supervisor of the third session of the Supervisory Committee, with a term of three years commencing from the date of approval of his election at the 2023 AGM, and to delegate any director of the third session of the Board to sign a service contract with him; and
  - 2.4 To authorise the Board to determine the remunerations of the Supervisors of the third session of the Supervisory Committee.

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## NOTICE OF THE 2023 AGM

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3. To consider and approve the 2023 annual work report of the Board;
4. To consider and approve the 2023 annual work report of the Supervisory Committee;
5. To consider and approve the 2023 independent auditor's report;
6. To consider and approve the 2023 annual report;
7. To consider and approve the 2023 environmental, social and governance (ESG) report;
8. To consider and approve the 2023 final financial accounting plan;
9. To consider and approve the 2023 profit distribution plan;
10. To consider and approve the authorization of the Board to determine the remunerations of Directors and Supervisors for 2023;
11. To consider and approve the adoption of the China Accounting Standards for Business Enterprises to prepare financial statements; and
12. To consider and approve change of auditors.

### SPECIAL RESOLUTIONS

13. To consider and approve the general mandate granted to the Board to issue Shares;
14. To consider and approve the general mandate granted to the Board to issue debt financing instruments; and
15. To consider and approve the amendments to the Articles of Association.

Details of the resolutions proposed at the 2023 AGM are set out in the Circular, which is available on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.ynhnt.com](http://www.ynhnt.com)).

**Shareholders will listen to the 2023 work report of the independent non-executive Directors at the 2023 AGM (such report is not subject to voting and resolution).**

By Order of the Board  
**YCIH Green High-Performance Concrete Company Limited**  
**Li Zhangjian**  
*Chairman*

Kunming, China, April 26, 2024

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## NOTICE OF THE 2023 AGM

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*As at the date of this notice, the Board comprises Mr. Li Zhangjian and Mr. Zhang Long as executive Directors; Ms. Yang Jia and Mr. Yang Jie as non-executive Directors; and Mr. Wong Kai Yan Thomas, Mr. Yu Dingming and Mr. Li Hongkun as independent non-executive Directors.*

*Notes:*

1. To determine the list of Shareholders entitled to attend and vote at the 2023 AGM, the register of members of the Company will be closed from Monday, May 27, 2024 to Thursday, May 30, 2024 (both days inclusive), during which no transfer of Shares will be effected. Shareholders whose names appear on the Company's register of members on Thursday, May 30, 2024 shall be entitled to attend and vote at the 2023 AGM. To be eligible to attend and vote at the 2023 AGM, all transfer documents shall be delivered, no later than 4:30 p.m. on Friday, May 24, 2024, to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or to the Board office of the Company, at 5/F and 9/F, YCIH Development Building, 188 Linxi Road, Information Industrial Base, Economic and Technological Development Zone, Kunming, Yunnan Province, the PRC (for holders of Domestic Shares).
2. Each Shareholder entitled to attend and vote at the 2023 AGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2023 AGM on his/her/its behalf. A proxy need not be a Shareholder. With respect to any Shareholder who has appointed more than one proxy, such proxies may only exercise their voting rights in a poll.
3. The form of proxy shall be signed by the appointer or his/her attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its legal representative, director or attorney duly authorized.
4. In order to be valid, the form of proxy must be deposited, for the holders of H Shares, at the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or for the holders of Domestic Shares, at the Board office of the Company, at 5/F and 9/F, YCIH Development Building, 188 Linxi Road, Information Industrial Base, Economic and Technological Development Zone, Kunming, Yunnan Province, the PRC not less than 24 hours prior to the holding of the 2023 AGM or any adjournment thereof. If the form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the 2023 AGM or any adjournment meetings should they so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the 2023 AGM. If Shareholders appoint an authorized representative to attend the 2023 AGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the Board or other authorized persons of the Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the form of proxy signed by the Shareholders or their authorized representative(s) when attending the 2023 AGM.
6. The Company shall have the right to request the proxies attending the 2023 AGM on behalf of the Shareholders to produce their identity documents.
7. In the case of joint Shareholders, the vote cast by the senior Shareholder, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names of the relevant joint Shareholders stand on the register of members of the Company.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolutions set out in the notice of the 2023 AGM will be taken by poll.

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## NOTICE OF THE 2023 AGM

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The H Share Registrar, Computershare Hong Kong Investor Services Limited, is located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Tel: +852 2862 8555, Fax: +852 2865 0990.

The contact details of the Board office of the Company are as follows:

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Tel: 0871-6318 7896

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