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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) 2022 ANNUAL WORK REPORT OF THE BOARD**
 - (2) 2022 ANNUAL WORK REPORT OF THE SUPERVISORY COMMITTEE**
 - (3) 2022 ANNUAL REPORT**
 - (4) 2022 INDEPENDENT AUDITOR'S REPORT**
 - (5) 2022 FINAL FINANCIAL ACCOUNTING PLAN**
 - (6) 2022 PROFIT DISTRIBUTION PLAN**
 - (7) MATTERS ON REMUNERATION OF DIRECTORS AND SUPERVISORS FOR 2022 AND 2023**
 - (8) RE-APPOINTMENT OF AUDITORS FOR 2023**
 - (9) 2023 FINANCIAL BUDGET/INVESTMENT PLAN**
 - (10) ADJUSTMENTS OF THE "14TH FIVE-YEAR" DEVELOPMENT PLAN**
 - (11) GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS**
 - (12) GENERAL MANDATE TO ISSUE SHARES**
 - (13) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- AND**
NOTICE OF THE 2022 AGM

The Company intends to convene the 2022 AGM at 3:00 p.m. on Tuesday, May 30, 2023 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 2022 AGM is set out on pages 17 to 21 of this circular.

Enclosed herewith is a form of proxy for use at the 2022 AGM, such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<https://www.ynhnt.com>).

If you intend to appoint a proxy to attend the 2022 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 2022 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 2022 AGM or any adjournment thereof.

April 27, 2023

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DEFINITIONS

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

“14th Five-Year”	“14th Five-Year Plan for National Economic and Social Development and the Outline of Visions for 2035 of the People’s Republic of China”, a set of targets designed to strengthen China’s economy from 2021 to 2025 and a vision target for 2035
“2022 AGM”	the 2022 annual general meeting to be convened by the Company at 3:00 p.m. on Tuesday, May 30, 2023 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 the Company, as amended, modified or otherwise supplemented from time to time
“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”	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 People’s Republic of China

DEFINITIONS

“Hong Kong Dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	April 21, 2023, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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
“PBOC”	People's Bank of China (中國人民銀行)
“RMB”	Renminbi, the lawful currency of the PRC
“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
“%”	per cent

LETTER FROM THE BOARD



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. Lu Jianfeng
Mr. Zhang Long
Ms. Hu Zhurong *(employee Director)*

Non-executive Directors:

Mr. Jiang Qian
Mr. Liu Zhumin

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) 2022 ANNUAL WORK REPORT OF THE BOARD**
- (2) 2022 ANNUAL WORK REPORT OF THE SUPERVISORY COMMITTEE**
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AND
NOTICE OF THE 2022 AGM**

LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to give you notice of the 2022 AGM and to provide you with further information in relation to the following resolutions to be proposed at the 2022 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 2022 AGM. Such resolutions and details are set out in the letter from the Board.

II. MATTERS TO BE CONSIDERED AT THE 2022 AGM

Ordinary Resolutions

1. 2022 annual work report of the Board

An ordinary resolution will be proposed at the 2022 AGM to approve the 2022 annual work report of the Board. Such resolution was considered and approved by the Board at the third meeting of the second session of the Board for 2023 and the Board meeting for 2022. The main content of such report is set out in the section of “Directors’ Report” in the 2022 annual report published by the Company on the websites of the Company and HKEXnews of the Stock Exchange.

2. 2022 annual work report of the Supervisory Committee

An ordinary resolution will be proposed at the 2022 AGM to approve the 2022 annual work report of the Supervisory Committee. Such resolution was considered and approved by the Supervisory Committee at the first meeting of the second session of the Supervisory Committee for 2023 and the meeting of the Supervisory Committee for 2022. The main content of such report is set out in the section of “Supervisory Committee’s Report” in the 2022 annual report published by the Company on the websites of the Company and HKEXnews of the Stock Exchange.

3. 2022 annual report

An ordinary resolution will be proposed at the 2022 AGM to approve the 2022 annual report. Such resolution was considered and approved by the Board at the third meeting of the second session of the Board for 2023 and the Board meeting for 2022. The full text of such report was published on the websites of the Company and HKEXnews of the Stock Exchange.

4. 2022 independent auditor’s report

An ordinary resolution will be proposed at the 2022 AGM to approve the 2022 independent auditor’s report. Such resolution was considered and approved by the Board at the third meeting of the second session of the Board for 2023 and the Board meeting for 2022. The main content of such report is set out in the 2022 annual report published by the Company on the websites of the Company and HKEXnews of the Stock Exchange.

LETTER FROM THE BOARD

5. 2022 final financial accounting plan

An ordinary resolution will be proposed at the 2022 AGM to approve the 2022 final financial accounting plan formulated according to the International Financial Reporting Standards. Such resolution was considered and approved by the Board at the third meeting of the second session of the Board for 2023 and the Board meeting for 2022. Relevant contents of such plan are set out in the 2022 annual report published by the Company on the websites of the Company and HKEXnews of the Stock Exchange.

6. 2022 profit distribution plan

An ordinary resolution will be proposed at the 2022 AGM to approve the 2022 profit distribution plan. Such resolution was considered and approved by the Board at the third meeting of the second session of the Board for 2023 and the Board meeting for 2022.

The Board proposed to pay a final dividend for the year ended December 31, 2022 to the Shareholders in cash at RMB0.0331 (including tax) for each Share (the “**Proposed Final Dividend for 2022**”). The Proposed Final Dividend for 2022 will be denominated and declared in RMB, and will be paid by the Company to holders of Domestic Shares in Renminbi and paid to holders of H Shares in Hong Kong Dollars. The exchange rate between RMB and HK\$ will be calculated based on the average of the exchange rates published by the PBOC for the five working days before the 2022 AGM. The Proposed Final Dividend for 2022 is subject to approval by the Shareholders at the 2022 AGM.

If the proposed profit distribution plan is approved by the Shareholders at the 2022 AGM, the Proposed Final Dividend for 2022 will be distributed on or before Tuesday, July 25, 2023 to Shareholders whose names appear on the Company’s register of members on Thursday, June 8, 2023.

Meanwhile, it is proposed that the Shareholders authorize the Board at the 2022 AGM to implement the above distribution plan.

Dividend Tax

- (I) According to the Enterprise Income Tax Law of the People’s Republic of China and implementation regulations thereof, the applicable tax rate for the enterprise income tax paid by non-resident enterprises on their income acquired within the PRC is 10%. Therefore, any H Shares registered under the names of HKSCC Nominees Limited, other agents or trustees, or other organizations and groups shall be deemed as Shares held by non-resident enterprise Shareholders, and the Company shall pay final dividend to such non-resident enterprise Shareholders after withholding 10% of the dividend as the enterprise income tax on behalf of such Shareholders.

LETTER FROM THE BOARD

- (II) According to the relevant provisions of the Notice on the Issues Concerning the Administration of Individual Income Tax Collection after the Annulment of Document Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348):
- For individual holders of H Shares who are Hong Kong or Macau residents or persons domiciled in a country or region which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such individual holders of H Shares;
 - For individual holders of H Shares domiciled in a country or region which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such individual holders of H Shares. If such Shareholders require a refund of the amount in excess of the individual income tax payable under the tax treaty, the Company may, on behalf of such Shareholder, apply for the preferential tax benefits pursuant to the relevant tax treaty, provided that the Shareholder shall provide relevant documents and information in time according to the Administrative Measures for Tax Convention Treatment for Non-resident Taxpayers (SAT Announcement 2019 No. 35) and requirements of the relevant tax treaty. Upon the approval of the aforesaid application by the competent tax authority, the Company shall refund the excess amount withheld and paid on behalf of the Shareholders;
 - For individual holders of H Shares domiciled in a country or region which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the applicable tax rate specified in the said tax treaty on behalf of such individual holders of H Shares; and
 - For individual holders of H Shares domiciled in a country or region which has entered into a tax treaty with the PRC stipulating a tax rate of 20% or which has not entered into any tax treaty with the PRC or in other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of such individual holders of H Shares.

7. Matters on remuneration of Directors and Supervisors for 2022 and 2023

An ordinary resolution will be proposed at the 2022 AGM to approve the matters on remuneration of Directors and Supervisors for 2022 and 2023. The Board and the Supervisory Committee are of the view that the remuneration of Directors and Supervisors in 2022 has been truthfully, accurately and completely reflected, and the remuneration plan for 2023 is in line with the Company's actual remuneration policies.

LETTER FROM THE BOARD

The above mentioned matters on remuneration were considered by the first meeting of the remuneration and evaluation committee under the Board for 2023 and were considered and approved at the third meeting of the second session of the Board for 2023 and the Board meeting for 2023.

Details about the remuneration of Directors and Supervisors are set out in the notes to the consolidated financial statements in the 2022 annual report published by the Company on the websites of the Company and HKEXnews of the Stock Exchange.

8. Re-appointment of auditors for 2023

An ordinary resolution will be proposed at the 2022 AGM to approve the re-appointment of PricewaterhouseCoopers as the Company's international auditor for 2023 and PricewaterhouseCoopers Zhong Tian LLP as the Company's domestic auditor for 2023, for a term until the conclusion of the 2023 annual general meeting of the Company, and to determine and approve their remuneration in a total of RMB2.90 million. Such resolution was considered and approved by the Board at the third meeting of the second session of the Board for 2023 and the Board meeting for 2022.

9. 2023 financial budget/investment plan

An ordinary resolution will be proposed at the 2022 AGM to approve the 2023 financial budget/investment plan. Such resolution was considered and approved by the Board at the third meeting of the second session of the Board for 2023 and the Board meeting for 2022. The 2023 financial budget/investment plan are formulated according to the Company's strategic development goals, business conditions in recent years and the Company's investment plan for 2023. Relevant contents of the 2023 financial budget/investment plan are set out in the 2022 annual report published by the Company on the websites of the Company and HKEXnews of the Stock Exchange.

10. Adjustments of the "14th Five-Year" development plan

An ordinary resolution will be proposed at the 2022 AGM to approve the adjustments of the "14th Five-Year" development plan of the Company. Such resolution was considered and approved by the Board at the third meeting of the second session of the Board for 2023 and the Board meeting for 2022. The relevant adjustments are based on the "14th Five-Year" development plan approved at the 2021 annual general meeting of the Company. Taking into account the Company's summary of the early implementation of the "14th Five-Year" development plan, we have rethought and planned the Company's development direction, positioning, work ideas, and focus. We have further clarified the Company's development positioning, namely "aspire to be the leader in the national concrete industry", and formulated additional refined development strategy to support and promote the realization of development positioning. Meanwhile, the Company has been committed to connotative and high-quality development. Adhering to the principles of prudence, alignment with national and industry policies, and adaptation to the development needs of the Company, we have clearly and specifically defined the development goals.

LETTER FROM THE BOARD

Special Resolutions

11. 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 2022 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
- (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 2022 AGM to the date of conclusion of the next annual general meeting of the Company.

12. 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 2022 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%

LETTER FROM THE BOARD

of the respective total number of the Domestic Shares and H Shares issued by the Company as of the date of approval at the 2022 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.

The Board or relevant authorized persons shall (i) comply with the Company Law of the People's Republic of China 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

LETTER FROM THE BOARD

general mandate will take effect from the date of approval at the 2022 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 2022 AGM; or (iii) the revocation or modification of the aforesaid general mandate by a special resolution at the general meeting of the Company.

13. Amendments to the Articles of Association

Reference is made to the announcement of the Company dated March 31, 2023 in relation to the amendments to the Articles of Association.

To comply with relevant provisions of the Listing Rules, including the core shareholder protection standards set out in Appendix 3 to the Listing Rules, the Board proposed to make amendments to the relevant articles in the Articles of Association.

The Board believes that the proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders.

Such resolution was considered and approved by the Board at the third meeting of the second session of the Board for 2023 and the Board meeting for 2022.

Details of the proposed amendments to the Articles of Association* are as follows:

No.	Original Articles	Amended Articles
1.	Article 48 Where laws, regulations and competent securities regulatory authorities where the shares of the Company are listed stipulate on the period of closure of the register of shareholders before the date of a general meeting or before the record date for the Company’s distribution of dividends, such provisions shall prevail.	Article 48 Where laws, regulations and competent securities regulatory authorities where the shares of the Company are listed stipulate on the period of closure of the register of shareholders before the date of a general meeting or before the record date for the Company’s distribution of dividends <u>(including but not limited to section 632 of the Hong Kong Companies Ordinance)</u> , such provisions shall prevail.

LETTER FROM THE BOARD

No.	Original Articles	Amended Articles
2.	<p>Article 55 Holders of ordinary shares of the Company are entitled:</p> <p>(I) to collect dividends and other distributions in other forms in proportion to the number of shares held by them;</p> <p>(II) to request, convene, preside over, attend or appoint a proxy to attend general meetings in accordance with the law and to exercise the corresponding voting rights;</p> <p>.....</p> <p>(V) to obtain relevant information in accordance with these Articles of Association, which shall include:</p> <p style="padding-left: 40px;">1. obtaining a copy of these Articles of Association of the Company after payment of a charge to cover costs;</p> <p style="padding-left: 40px;">2. being entitled, after payment of reasonable charges, to examine and copy:</p> <p style="padding-left: 80px;">(1) all parts of the register of shareholders;</p> <p>.....</p>	<p>Article 55 Holders of ordinary shares of the Company are entitled:</p> <p>(I) to collect dividends and other distributions in other forms in proportion to the number of shares held by them;</p> <p>(II) to request, convene, preside over, attend or appoint a proxy to attend general meetings in accordance with the law, <u>to speak at the general meetings</u> and to exercise the corresponding voting rights, <u>except a shareholder is required by the listing rules of the stock exchange where the shares of the Company are listed, to abstain from voting to approve the matter under consideration</u>;</p> <p>.....</p> <p>(V) to obtain relevant information in accordance with these Articles of Association, which shall include:</p> <p style="padding-left: 40px;">1. obtaining a copy of these Articles of Association of the Company after payment of a charge to cover costs;</p> <p style="padding-left: 40px;">2. being entitled, after payment of reasonable charges, to examine and copy:</p> <p style="padding-left: 80px;">(1) all parts of the register of shareholders <u>(including the branch register of members in Hong Kong)</u>;</p> <p>.....</p>

LETTER FROM THE BOARD

No.	Original Articles	Amended Articles
3.	<p>Article 71 Shareholders who request an extraordinary general meeting or a class meeting shall comply with the following procedures:</p> <p>(I) two or more shareholders individually or jointly holding more than 10% of the voting shares at the proposed meeting can request the Board to convene a class meeting by signing one or several same written request(s), and stating the subjects to be considered at the meeting. The Board shall convene the class meeting as specified in the request as soon as possible. The shareholdings referred to above shall be calculated as at the date of request made.</p> <p>.....</p>	<p>Article 71 Shareholders who request an extraordinary general meeting or a class meeting shall comply with the following procedures:</p> <p>(I) two or more shareholders individually or jointly holding more than 10% of the voting shares at the proposed meeting can request the Board to convene <u>an extraordinary general meeting or</u> a class meeting by signing one or several same written request(s), and stating the subjects to be considered at the meeting. The Board shall convene <u>the extraordinary general meeting or</u> the class meeting as specified in the request as soon as possible. The shareholdings referred to above shall be calculated as at the date of request made.</p> <p>.....</p>
4.	<p>Article 81 All holders of ordinary shares registered on the record date or their proxies shall have the right to attend a general meeting and exercise their voting rights in accordance with relevant laws, regulations and these Articles of Association.</p> <p>Shareholders may attend general meetings in person or, appoint a proxy to attend and vote at the meeting on their behalves.</p>	<p>Article 81 All holders of ordinary shares registered on the record date or their proxies shall have the right to attend a general meeting and exercise their <u>speaking and</u> voting rights in accordance with relevant laws, regulations and these Articles of Association.</p> <p>Shareholders may attend general meetings in person or, appoint a proxy to attend and vote at the meeting on their behalves.</p>

LETTER FROM THE BOARD

No.	Original Articles	Amended Articles
5.	<p>Article 85 The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>If the principal is a legal person, its legal representative or the person resolved and authorized by the Board or other decision-making body shall attend the general meeting of the Company on its behalf.</p> <p>If the shareholder in question is a recognized clearing house (or its proxy), it may appoint one or more person(s) as it thinks fit to act as its representative(s) at any general meeting or any class meetings. However, if more than one proxy obtain the authorization, the instrument of appointment shall specify the number and class of shares that each proxy represents. Such duly authorized person may represent the recognized clearing house (or its proxy) to exercise the same power (without producing the share certificates, notarized power of attorney and/or further proof of due authorization thereof), as if he/she is an individual shareholder of the Company.</p>	<p>Article 85 The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>If the principal is a legal person, its legal representative or the person resolved and authorized by the Board or other decision-making body shall attend the general meeting of the Company on its behalf <u>(if the shareholder that is legal person has appointed a representative to attend any meeting, he/she shall be treated as being present in person).</u></p> <p>If the shareholder in question is a recognized clearing house (or its proxy), it may appoint one or more person(s) as it thinks fit to act as its representative(s) at any general meeting or any class meetings <u>or creditors meetings.</u> However, if more than one proxy obtain the authorization, the instrument of appointment shall specify the number and class of shares that each proxy represents. Such duly authorized person may represent the recognized clearing house (or its proxy) to exercise the same power (without producing the share certificates, notarized power of attorney and/or further proof of due authorization thereof), as if he/she is an individual shareholder of the Company.</p>

LETTER FROM THE BOARD

No.	Original Articles	Amended Articles
6.	<p>Article 103 The following matters shall be passed as special resolutions at a general meeting:</p> <p>.....</p> <p>(III) the division, merger, dissolution, liquidation or change in the corporate form of the Company;</p> <p>.....</p>	<p>Article 103 The following matters shall be passed as special resolutions at a general meeting:</p> <p>.....</p> <p>(III) the division, merger, dissolution, liquidation <u>(including voluntary winding up)</u> or change in the corporate form of the Company;</p> <p>.....</p>
7.	<p>Article 130 The non-employee representative directors shall be elected or replaced at general meeting, while employee representative directors shall be elected or replaced at the general meeting of employees' representatives, staff meeting or otherwise by democratic election. Directors have a term of office of three years. Upon the expiry of the term of office, a director shall be eligible to offer himself for re-election. Prior to the expiry of the term of office of the director, he/she shall not be removed by the shareholders' general meeting without appropriate reasons.</p> <p>The chairman and vice chairman of the Board shall be elected and removed by more than one-half of all directors with the term of office of three years, and shall be eligible to offer himself for re-election. Directors are not required to hold shares of the Company.</p>	<p>Article 130 The non-employee representative directors shall be elected or replaced at general meeting, while employee representative directors shall be elected or replaced at the general meeting of employees' representatives, staff meeting or otherwise by democratic election. Directors have a term of office of three years. Upon the expiry of the term of office, a director shall be eligible to offer himself for re-election. <u>Prior to the expiry of the term of office of the director, he/she shall not be removed by the shareholders' general meeting without appropriate reasons. The shareholders in general meeting shall have the power by ordinary resolution to remove any director (but without prejudice to any claim for damages under any contract) before the expiration of his term of office.</u></p> <p>The chairman and vice chairman of the Board shall be elected and removed by more than one-half of all directors with the term of office of three years, and shall be eligible to offer himself for re-election. Directors are not required to hold shares of the Company.</p>

* *The Articles of Association and its 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.*

Save as disclosed above, other articles remained unchanged.

LETTER FROM THE BOARD

III. 2022 AGM AND VOTING METHOD

The Company intends to convene the 2022 AGM at 3:00 p.m. on Tuesday, May 30, 2023 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 the matters set out in the notice of the 2022 AGM. The form of proxy has been sent to the Shareholders in accordance with the Listing Rules on Thursday, April 27, 2023. The notice of the 2022 AGM is set out on pages 17 to 21 of this circular.

If you intend to appoint a proxy to attend the 2022 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 2022 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 2022 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 2022 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 2022 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 Latest Practicable Date, no Shareholder is required to abstain from voting at the 2022 AGM.

IV. CLOSURE OF REGISTER OF MEMBERS

To determine the list of Shareholders entitled to attend and vote at the 2022 AGM, the register of members of the Company will be closed from Wednesday, May 24, 2023 to Tuesday, May 30, 2023 (both days inclusive), during which no transfer of Shares will be effected. Shareholders whose names appear on the Company's register of members on Tuesday, May 30, 2023 shall be entitled to attend and vote at the 2022 AGM. To be eligible to attend and vote at the 2022 AGM, all transfer documents shall be delivered, no later than 4:30 p.m. on Tuesday, May 23, 2023, 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).

LETTER FROM THE BOARD

Reference is made to the announcement for annual results for the year ended December 31, 2022 and change in use of proceeds from the global offering of the Company dated March 31, 2023 (the “**Announcement**”) in relation to, among others, the date of 2022 AGM and closure period of register of members for distribution of the Proposed Final Dividend for 2022.

According to the Announcement, the 2022 AGM is scheduled to be held on Thursday, May 25, 2023 or any other date fixed by the Board. To determine the list of Shareholders entitled to receive the Proposed Final Dividend for 2022, the register of members of the Company was originally scheduled to be closed from Thursday, June 1, 2023 to Tuesday, June 6, 2023 (both days inclusive). Given that the Company has decided to hold the 2022 AGM at 3:00 p.m. on Tuesday, May 30, 2023, to determine the list of Shareholders entitled to receive the Proposed Final Dividend for 2022, the register of members of the Company will be scheduled to be closed from Saturday, June 3, 2023 to Thursday, June 8, 2023 (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, June 8, 2023 shall be entitled to receive the Proposed Final Dividend for 2022. To be eligible to receive the Proposed Final Dividend for 2022, all transfer documents shall be delivered, no later than 4:30 p.m. on Friday, June 2, 2023, to the H Share Registrar of the Company, 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).

V. **RECOMMENDATIONS**

The Directors (including independent non-executive Directors) are of the view that these resolutions set out in the notice of the 2022 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 the resolutions to be proposed at the 2022 AGM.

Yours faithfully,

By Order of the Board

YCIH Green High-Performance Concrete Company Limited

Li Zhangjian

Chairman

April 27, 2023

NOTICE OF THE 2022 AGM



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 2022 AGM

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “**2022 AGM**”) of YCIH Green High-Performance Concrete Company Limited (the “**Company**”) will be held at 3:00 p.m. on Tuesday, May 30, 2023 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 27, 2023 (the “**Circular**”).

ORDINARY RESOLUTIONS

- (1) To consider and approve the 2022 annual work report of the Board;
- (2) To consider and approve the 2022 annual work report of the Supervisory Committee;
- (3) To consider and approve the 2022 annual report;
- (4) To consider and approve the 2022 independent auditor’s report;
- (5) To consider and approve the 2022 final financial accounting plan;
- (6) To consider and approve the 2022 profit distribution plan;
- (7) To consider and approve matters on remuneration of Directors and Supervisors for 2022 and 2023;
- (8) To consider and approve the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the Company’s international auditor and domestic auditor for the year 2023, respectively, until the conclusion of the 2023 annual general meeting of the Company, and to determine their remuneration;
- (9) To consider and approve the 2023 financial budget/investment plan;
- (10) To consider and approve the adjustments of the “14th Five-Year” development plan;

NOTICE OF THE 2022 AGM

SPECIAL RESOLUTIONS

- (11) To consider and approve the general mandate granted to the Board to issue debt financing instruments;
- (12) To consider and approve the general mandate granted to the Board to issue Shares; and
- (13) To consider and approve the amendments to the Articles of Association.

Details of the resolutions proposed at the 2022 AGM are set out in the Circular, which is available on the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company (www.ynhnt.com).

Shareholders will listen to the 2022 work report of the independent non-executive Directors at the 2022 AGM (such report is not subject to voting and resolution).

Change of closure period of register of members in relation to the distribution of final dividend

Reference is made to the announcement for annual results for the year ended December 31, 2022 and change in use of proceeds from the global offering of the Company dated March 31, 2023 (the “**Announcement**”) in relation to, among others, the date of 2022 AGM and closure period of register of members for distribution of the Proposed Final Dividend for 2022.

According to the Announcement, the 2022 AGM is scheduled to be held on Thursday, May 25, 2023 or any other date fixed by the Board. To determine the list of Shareholders entitled to receive the Proposed Final Dividend for 2022, the register of members of the Company was originally scheduled to be closed from Thursday, June 1, 2023 to Tuesday, June 6, 2023 (both days inclusive). Given that the Company has decided to hold the 2022 AGM at 3:00 p.m. on Tuesday, May 30, 2023, to determine the list of Shareholders entitled to receive the Proposed Final Dividend for 2022, the register of members of the Company will be scheduled to be closed from Saturday, June 3, 2023 to Thursday, June 8, 2023 (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, June 8, 2023 shall be entitled to receive the Proposed Final Dividend for 2022. To be eligible to receive the Proposed Final Dividend for 2022, all transfer documents shall be delivered, no later than 4:30 p.m. on Friday, June 2, 2023, to the H Share Registrar of the Company, 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).

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

Kunming, China, April 27, 2023

NOTICE OF THE 2022 AGM

As at the date of this notice, the Board comprises Mr. Li Zhangjian, Mr. Lu Jianfeng, Mr. Zhang Long and Ms. Hu Zhurong (employee Director) as executive Directors; Mr. Jiang Qian and Mr. Liu Zhumin 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 2022 AGM, the register of members of the Company will be closed from Wednesday, May 24, 2023 to Tuesday, May 30, 2023 (both days inclusive), during which no transfer of Shares will be effected. Shareholders whose names appear on the Company's register of members on Tuesday, May 30, 2023 shall be entitled to attend and vote at the 2022 AGM. To be eligible to attend and vote at the 2022 AGM, all transfer documents shall be delivered, no later than 4:30 p.m. on Tuesday, May 23, 2023, 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. The Proposed Final Dividend for 2022 will be denominated and declared in RMB, and will be paid by the Company to holders of Domestic Shares in Renminbi and paid to holders of H Shares in Hong Kong Dollars. The exchange rate between RMB and HK\$ will be calculated based on the average closing price published by the PBOC for the five working days before the 2022 AGM.

According to the Enterprise Income Tax Law of the People's Republic of China and implementation regulations thereof, the applicable tax rate for the enterprise income tax paid by non-resident enterprises on their income acquired within the PRC is 10%. Therefore, any H Shares registered under the names of HKSCC Nominees Limited, other agents or trustees, or other organizations and groups shall be deemed as Shares held by non-resident enterprise Shareholders, and the Company shall pay final dividend to such non-resident enterprise Shareholders after withholding 10% of the dividend as the enterprise income tax on behalf of such Shareholders.

According to the relevant provisions of the Notice on the Issues Concerning the Administration of Individual Income Tax Collection after the Annulment of Document Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348):

For individual holders of H Shares who are Hong Kong or Macau residents or persons domiciled in a country or region which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such individual holders of H Shares;

For individual holders of H Shares who are residents domiciled in a country or region which has entered into a tax treaty with the PRC stipulating a tax rate less than 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such individual holders of H Shares; If such Shareholders require a refund of the amount in excess of the individual income tax payable under the tax treaty, the Company may, on behalf of such Shareholder, apply for the preferential tax benefits pursuant to the relevant tax treaty, provided that the Shareholder shall provide relevant documents and information in time according to the Administrative Measures for Tax Convention Treatment for Non-resident Taxpayers (SAT Announcement 2019 No. 35) and requirements of the relevant tax treaty. Upon the approval of the aforesaid application by the competent tax authority Upon the approval of the aforesaid application by the competent tax authority, the Company shall refund the excess amount withheld and paid on behalf of the Shareholder;

For individual holders of H Shares domiciled in a country or region which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the applicable tax rate specified in the said tax treaty on behalf of such individual holders of H Shares; and

NOTICE OF THE 2022 AGM

For individual holders of H Shares domiciled in a country or region which has entered into a tax treaty with the PRC stipulating a tax rate of 20% or which has not entered into any tax treaty with the PRC or in other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of such individual holders of H Shares.

The Company shall take the registered address (hereinafter the “**Registered Address**”) as recorded in the register of members of the Company on Thursday, June 8, 2023 to determine the residence of the individual holders of H Shares, and accordingly withhold and pay the individual income tax. If the residence of any individual holder of H Shares is inconsistent with the Registered Address, he/she should notify the H Share Registrar on or before 4:30 p.m. on Friday, June 2, 2023 and provide the relevant supporting documents to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. If such individual holder of H Shares fails to provide the relevant supporting documents to the H Share Registrar within the time period as stated above, the Company will determine his/her residence according to the Registered Address as recorded in the register of members on Thursday, June 8, 2023.

The Company assumes no responsibility and will not entertain any claims arising from any delay in the determination, or inaccurate determination, of the status of the Shareholders or any dispute over the arrangement of withholding and payment of tax.

3. Each Shareholder entitled to attend and vote at the 2022 AGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2022 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.
4. 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.
5. 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 2022 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 2022 AGM or any adjournment thereof.
6. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the 2022 AGM. If Shareholders appoint an authorized representative to attend the 2022 AGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors 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 2022 AGM.
7. The Company shall have the right to request the proxies attending the 2022 AGM on behalf of the Shareholders to produce their identity documents.
8. 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.

NOTICE OF THE 2022 AGM

According 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 which relates purely to a procedural or administrative matter to be voted by a show of hands. Therefore, the resolutions set out in the notice of the 2022 AGM will be taken by poll.

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:

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

Tel: 0871-6318 7896

Fax: 0871-6331 3458