
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

**CONNECTED TRANSACTION – ENTERING INTO THE INVESTMENT
COOPERATION AGREEMENT ON THE ESTABLISHMENT OF
THE JOINT VENTURE COMPANY
AND
NOTICE OF THE EGM**

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders



A letter from the Board is set out on pages 5 to 13 of this circular. A letter from the Independent Board Committee containing its advice to the Independent Shareholders in respect of the Investment Cooperation Agreement and the transaction contemplated thereunder is set out on pages 14 to 15 of this circular. A letter from Octal Capital Limited, the Independent Financial Adviser, containing its advice to the Independent Board Committee and the Independent Shareholders in relation to the above matter is set out on pages 16 to 27 of this circular.

The Company intends to convene the EGM at 3:00 p.m. on Tuesday, July 8, 2025 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 EGM is set out on pages 34 to 36 of this circular.

Enclosed herewith is a form of proxy for use at the EGM, 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 EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof.

June 17, 2025

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	5
Letter from Independent Board Committee	14
Letter from Octal Capital	16
Appendix: General Information	28
Notice of the EGM	34

DEFINITIONS

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

“Anning Phosphogypsum Comprehensive Utilization Project” or “Project”	Anning Green Building Materials Industrial Park Project with annual treatment of 1 million tons of Phosphogypsum + 1 million tons of industrial solid waste
“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
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“China” or “PRC” or “State”	the People’s Republic of China, but for the purpose of this circular only, excluding Hong Kong, the 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 limited company incorporated in the PRC, whose H Shares are listed on the Main Board of the Stock Exchange (Stock Code: 1847)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) 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
“EGM”	the extraordinary general meeting to be convened by the Company at 3:00 p.m. on Tuesday, July 8, 2025 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
“Group”	the Company and its subsidiaries
“H Share Registrar”	Computershare Hong Kong Investor Services Limited

DEFINITIONS

“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
“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
“Independent Board Committee”	the independent board committee, comprising all independent non-executive Directors, i.e. Mr. Wong Kai Yan Thomas, Mr. Yu Dingming and Mr. Li Hongkun, established to advise the Independent Shareholders in respect of the Investment Cooperation Agreement and the transaction contemplated thereunder
“Independent Financial Adviser” or “Octal Capital”	Octal Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities), and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Investment Cooperation Agreement and the transaction contemplated thereunder
“Independent Shareholders”	Shareholders who are not required to abstain from voting at the EGM to be held for the consideration and approval of the Investment Cooperation Agreement and the transaction contemplated thereunder, i.e., Shareholders other than YCIH and YOIC
“Infrastructure Investment Company”	Yunnan Infrastructure Investment Co., Ltd. (雲南建設基礎設施投資股份有限公司)
“Investment Cooperation Agreement” or “Agreement”	the investment cooperation agreement entered into by YCIH, the Company and Infrastructure Investment Company on May 30, 2025
“Joint Venture Company”	a limited liability company to be jointly funded and established by YCIH, the Company and the Infrastructure Investment Company under the Investment Cooperation Agreement for the purpose of investment, financing, construction and operation of the Anning Phosphogypsum Comprehensive Utilization Project
“KMEIC”	Kunming Economic-Technological Development Zone Investment & Development (Group) Co., Ltd.* (昆明經濟技術開發區投資開發(集團)有限公司), holding 7.25% equity interest of the Company as at the Latest Practicable Date

DEFINITIONS

“Latest Practicable Date”	June 17, 2025, being the latest practicable date prior to the finalization of this circular for the purpose of ascertaining certain information contained herein
“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 the GEM of the Stock Exchange
“percentage ratio”	has the meaning ascribed to it under the Listing Rules
“Phosphogypsum”	Phosphogypsum is the by-product generated during the wet-process phosphoric acid production, the main component of which is calcium sulfate dihydrate ($\text{CaSO}_4 \cdot 2\text{H}_2\text{O}$), containing environmentally harmful impurities such as phosphoric acid and fluorides. It is classified as Class II industrial solid waste of general industrial solid waste, of which treatment and resource utilization are closely related to the sustainable development of the phosphorus chemical industry and the ecological environment protection of the Yangtze River Basin
“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)”	the holder(s) of the share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under Part XV of the SFO
“Supervisor(s)”	the supervisor(s) of the Company
“YCIH”	Yunnan Construction and Investment Holding Group Co., Ltd.* (雲南省建設投資控股集團有限公司), a controlling shareholder of the Company

DEFINITIONS

“YOIC”	Yunnan Provincial Overseas Investment Co., Ltd.* (雲南省海外投資有限公司), a limited liability company established in the PRC, a wholly-owned subsidiary of YCIH and a controlling shareholder of the Company
“Yunnan Province”	Yunnan Province, China
“Yunnan SASAC”	Yunnan State-owned Assets Supervision and Administration Commission
“%”	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. Zhang Long
Mr. Liu Zhen
Ms. Wang Fang (*employee Director*)

Non-executive Director:

Ms. Yang Jia

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

June 17, 2025

To the Shareholders:

Dear Sir/Madam,

**CONNECTED TRANSACTION – ENTERING INTO THE INVESTMENT
COOPERATION AGREEMENT ON THE ESTABLISHMENT OF
THE JOINT VENTURE COMPANY
AND
NOTICE OF THE EGM**

I. INTRODUCTION

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

LETTER FROM THE BOARD

II. ESTABLISHMENT OF THE JOINT VENTURE COMPANY

Reference is made to the announcement dated May 30, 2025 of the Company in relation to the entering into of the Investment Cooperation Agreement on the establishment of the Joint Venture Company by YCIH, the Company and Infrastructure Investment Company. Please read the following information carefully when you consider the resolution on the transaction contemplated under the Investment Cooperation Agreement on the establishment of the Joint Venture Company.

(I) Investment Cooperation Agreement

The principal terms of the Investment Cooperation Agreement are as follows:

A. Signing Date

May 30, 2025

B. Parties to the Agreement

(1) Party A: YCIH; (2) Party B: the Company; and (3) Party C: Infrastructure Investment Company

For details of the parties to the Agreement, please refer to the section headed “Information on the Parties to the Agreement” in this circular.

C. Background of the Agreement

In order to implement Xi Jinping thought on ecological civilization and the spirit of the speech of General Secretary Xi Jinping at the forum on further promoting the high-quality development of the Yangtze River Economic Belt, to implement the “Opinions on Accelerating the Construction of a Waste Recycling System” (《關於加快構建廢棄物循環利用體系的意見》) by the General Office of the State Council, the “Notice on Issuing the Action Plan for Comprehensive Utilization of Phosphogypsum” (《關於印發磷石膏綜合利用行動方案的通知》) by the Ministry of Industry and Information Technology (工業和信息化部) and other six departments, and to promote state-owned enterprises to take responsibility, the Company will coordinate the implementation of Anning Phosphogypsum Comprehensive Utilization Project. Under the premise of fully considering the effective use of high-quality stock assets, reasonably controlling the scale of investment, and ensuring that the Project will be put into operation within the year, the proposed site for establishing the Joint Venture Company is located in the Caopu Area of Anning Industrial Park, aiming to create a full industrial chain demonstration base for comprehensive utilization of Phosphogypsum.

D. Basic Information of the Joint Venture Company

(a) Registered capital

RMB50 million

LETTER FROM THE BOARD

(b) Method, time and amount of capital contribution by Joint Venture Company's shareholders

YCIH will contribute RMB20 million in monetary currency, accounting for 40%; the Company will contribute RMB20 million in monetary currency, accounting for 40%; and Infrastructure Investment Company will contribute RMB10 million in monetary currency, accounting for 20%. The first phase capital contribution shall be 75% of the Joint Venture Company's registered capital, i.e. RMB37.5 million. All parties shall complete the capital contribution on a pro-rata basis before July 31, 2025, basically covering the capital needs of the Anning Phosphogypsum Comprehensive Utilization Project; the second phase capital contribution shall be 25% of the Joint Venture Company's registered capital, i.e. RMB12.5 million, and all parties shall complete the capital contribution on a pro-rata basis before June 30, 2030.

The Company's capital contribution to the registered capital of the Joint Venture Company will be paid by self-raised funds such as working capital and/or bank loans.

The registered capital of the Joint Venture Company under the Investment Cooperation Agreement and the amounts of capital contribution made by the parties to the Agreement are determined by the parties thereto after arm's length negotiations, and with reference to various factors such as the Project cooperation model and investment needs, the business nature of the Joint Venture Company and its future development plans. Specifically: as a newly established company, the Joint Venture Company shall initiate the preliminary work of the Project with its registered capital. Taking into account the requirements of the Qualification Standards of Enterprises in Construction Industry (《建築業企業資質標準》) of the Ministry of Housing and Urban-Rural Development of the PRC on qualification applications (the net assets shall not be less than RMB25 million), the shareholders of the Joint Venture Company agreed that the registered capital shall be RMB50 million. In order to satisfy the qualification process requirements and provide relatively sufficient initial capital for the Project, the shareholders of the Joint Venture Company intend to complete the first phase of the capital contribution as soon as possible after the establishment of the Joint Venture Company, i.e. RMB37.5 million, accounting for 75% of the registered capital of the Joint Venture Company; and the second phase of the capital contribution will be completed in a timely manner by June 30, 2030 in accordance with the progress of the Project and the actual demand.

The capital contribution from the shareholders of the Joint Venture Company will be used as: (i) Project initiation and preliminary funding, which will be used for the infrastructure construction, purchase of production and testing equipment and facilities, and for obtaining compliance approvals and relevant qualifications; and (ii) general working capital of the Joint Venture Company.

(c) Consolidation arrangements

According to the Investment Cooperation Agreement, YCIH shall delegate its voting rights corresponding to 40% equity interest held by it at the shareholders' meeting of the Joint Venture Company to the Company for exercise within the operating period of the Joint Venture Company. Therefore, the parties to the Agreement have unanimously agreed that the Joint Venture Company, after its establishment, will be under the actual control of the Company and consolidated into the Group's financial statements as a subsidiary of the Company. The aforesaid voting rights delegation is irrevocable during the operating period of the Joint Venture Company. The Company's auditor, ShineWing Certified Public Accountants (LLP), has agreed to such consolidation arrangements.

LETTER FROM THE BOARD

(d) Business scope of the Joint Venture Company

The Joint Venture Company will primarily engage in the research and development, manufacturing, sales, and construction of Phosphogypsum and solid waste-based new building materials products. It will provide and produce Phosphogypsum aggregates as well as comprehensive utilization technologies and products for Phosphogypsum solid waste. The Joint Venture Company will process the Phosphogypsum discharged by phosphorus chemical enterprises, transforming it into Phosphogypsum artificial stone aggregates, which will be used for the production of Phosphogypsum aggregate concrete and related pre-fabricated products, etc., aligning with the Company's existing principal business of selling concrete. At the same time, Phosphogypsum artificial stone aggregates can also be sold directly for construction projects such as roads and municipal administration, thereby expanding the Company's existing aggregates selling business. The business scope of the Joint Venture Company shall be subject to the contents as set out in the business license issued by the market supervision and administration authority.

(e) Governance structure of the Joint Venture Company

i) Shareholders' meeting. The Joint Venture Company shall have a shareholders' meeting, which shall be composed of all shareholders of the Joint Venture Company. Voting rights at the shareholders' meeting shall be exercised in proportion to the capital contribution subscribed. However, YCIH shall delegate its voting rights corresponding to 40% equity interest held by it at the shareholders' meeting of the Joint Venture Company to the Company for exercise within the operating period of the Joint Venture Company. For the avoidance of doubt, the rights associated with YCIH's equity, including dividend rights and rights of residual asset distribution, shall remain vested in YCIH and are not included within the scope of the delegation.

ii) Board of directors. The Joint Venture Company shall have a board of directors consisting of 5 directors, of which 4 directors shall be nominated by the Company and 1 director shall be nominated by the Infrastructure Investment Company. The chairman of the Joint Venture Company shall be a director nominated by the Company and shall concurrently serve as the legal representative of the Joint Venture Company.

iii) Supervisory committee/supervisors. The Joint Venture Company has no supervisory committee or supervisors.

iv) Senior management. The Company shall be responsible for its formation. The Joint Venture Company shall have 1 general manager and a number of senior management members, all of whom shall be appointed from candidates recommended by the Company.

The governance structure arrangement of the Joint Venture Company shall be subject to the final articles of association of the Joint Venture Company.

LETTER FROM THE BOARD

E. Equity Transfer after the Establishment of the Joint Venture Company

After the establishment of the Joint Venture Company, matters relating to the equity transfer by shareholders of the Joint Venture Company shall be submitted to a shareholders' meeting of the Joint Venture Company for discussion.

F. Profit Distribution Principles of the Joint Venture Company

After making up for the losses and withdrawal of the reserve fund, the post-tax profits of the Joint Venture Company shall first be determined as retained earnings by all its shareholders in accordance with the capital required for its development, and the remaining portion shall be distributed as dividends in proportion to the paid-in capital. In the event that a shareholder of the Joint Venture Company fails to make a capital contribution at the agreed time, resulting in an inconsistency between the proportion of shareholding and the proportion of shareholding subscribed for, profits shall be distributed according to the proportion of the actual capital contribution made by that shareholder of the Joint Venture Company to the total actual capital contribution made by all shareholders of the Joint Venture Company at that time.

G. Effective Date of the Agreement

After the Investment Cooperation Agreement in relation to the establishment of the Joint Venture Company has been signed and sealed by all parties and the investment of the Project has been reported to and approved by the State-owned Assets Supervision and Administration Commission, it shall become effective from the date on which the relevant resolution being passed at the general meeting of the Company convened in accordance with the requirements of the Listing Rules.

(II) Reasons and Benefits of Entering into the Investment Cooperation Agreement

As stated in the "Background of the Agreement" above, the Company entered into an Investment Cooperation Agreement with YCIH and Infrastructure Investment Company to jointly carry out Anning Phosphogypsum Comprehensive Utilization Project, which is not only in line with the work requirements stipulated in the policies of the State and Yunnan Province on accelerating the comprehensive utilization of Phosphogypsum, but is also a powerful initiative for the Company to focus on its own development strategy, as well as its primary responsibilities and main businesses, to practise the ESG concept, to continue to promote the green and low-carbon transformation and upgrading and to continue to build a green and low-carbon industrial chain and to deeply integrate into the circular economy of industrial solid waste resources and achieve synergistic and sustainable development of economy and ecology. Overall, this is also conducive to giving full play to the advantages of the parties to the Agreement, including the resource and brand advantages of YCIH, the Company's advantages in technology research and development and experience in product production and manufacturing, and the market advantages of Infrastructure Investment Company, and to jointly promote the effective utilization of industrial solid wastes (mainly Phosphogypsum), as well as local environmental protection.

LETTER FROM THE BOARD

(III) Listing Rules Implications

As at the Latest Practicable Date, as YCIH is the controlling shareholder of the Company, directly and indirectly holding 62.75% equity interest in the Company, YCIH is a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Meanwhile, as YCIH directly and indirectly holds 100% equity interest in Infrastructure Investment Company, Infrastructure Investment Company is also a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Therefore, the transaction contemplated under the Investment Cooperation Agreement constitutes a connected transaction of the Company.

As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in relation to the transaction contemplated under the Investment Cooperation Agreement exceeds 5%, the transaction thereunder is subject to the reporting, announcement, circular (including independent financial advice), Independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

In addition, as the highest applicable percentage ratio in relation to the transaction contemplated under the Investment Cooperation Agreement exceeds 5% but is less than 25%, the transaction thereunder constitutes a disclosable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

(IV) Opinions of the Board

After taking into consideration the above reasons and benefits for entering into the Investment Cooperation Agreement, the Directors (including the independent non-executive Directors but excluding the connected Director, Ms. Yang Jia, as mentioned below) are of the view that although the transaction contemplated under the Investment Cooperation Agreement is not carried out in the ordinary and usual course of business of the Company, the terms of the Investment Cooperation Agreement are on normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, Ms. Yang Jia, a non-executive Director, works for YCIH International Department and YOIC, which holds 11.53% of the Company's equity interest and is a wholly-owned subsidiary of YCIH. Therefore, Ms. Yang Jia has abstained from voting on the Board resolution in relation to the Anning Phosphogypsum Comprehensive Utilization Project. Save as disclosed above, no other Director has material interests in the transaction contemplated under the Investment Cooperation Agreement or is required to abstain from voting on the Board resolution in relation to the Anning Phosphogypsum Comprehensive Utilization Project.

(V) Information on the Parties to the Agreement

- (1) YCIH: a company incorporated in the PRC with limited liability, as at the Latest Practicable Date, it is held as to 97.35% by the Yunnan SASAC and as to 2.65% by the Yunnan Provincial Department of Finance (雲南省財政廳) respectively and operates under the supervision and regulation of the Yunnan SASAC. As at the Latest Practicable Date, YCIH directly and indirectly holds 62.75% equity interest of the Company and is a controlling shareholder of the Company.

LETTER FROM THE BOARD

YCIH and its subsidiaries (including the Group) are primarily engaged in three major businesses including, among others, construction engineering, infrastructure investment and modern logistics in the PRC and internationally.

- (2) The Company: a joint stock limited company incorporated in the PRC, whose H shares are listed on the Main Board of the Stock Exchange, and is primarily engaged in the production and sales of ready-mixed commercial concrete and related products as well as the provision of quality and technology management service in the PRC.
- (3) Infrastructure Investment Company: a joint stock company incorporated in the PRC with limited liability and is principally engaged in the business of infrastructure investment and construction. As at the Latest Practicable Date, Infrastructure Investment Company is a subsidiary of YCIH (which is directly and indirectly held as to 100% equity interest by YCIH), whose ultimate actual controller is Yunnan SASAC.

(VI) The Independent Board Committee and the Independent Financial Adviser

An Independent Board Committee has been established by the Company to advise the Independent Shareholders as to whether the Investment Cooperation Agreement and the transaction contemplated thereunder are on normal commercial terms or on better terms in the ordinary and usual course of business of the Company and are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Octal Capital has been appointed as the Independent Financial Adviser by the Company to advise the Independent Board Committee and the Independent Shareholders on the same in accordance with the Listing Rules.

III. EGM AND VOTING METHOD

The Company intends to convene the EGM at 3:00 p.m. on Tuesday, July 8, 2025 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 matter set out in the notice of the EGM. The form of proxy has been provided to the Shareholders in accordance with the Listing Rules on Tuesday, July 8, 2025. The notice of the EGM is set out on pages 34 to 36 of this circular.

If you intend to appoint a proxy to attend the EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof.

According to 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 EGM will demand a poll for the resolution of the EGM in accordance with Article 98 of the Articles of Association.

LETTER FROM THE BOARD

On a poll, each Shareholder (or, if the Shareholder is a company, its duly authorized representative) who attends the EGM 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.

As at the Latest Practicable Date, YCIH and YOIC, held a total of 280,050,000 Domestic Shares, representing in aggregate approximately 62.75% of the issued share capital of the Company. YCIH and YOIC are required to abstain from voting at the EGM in respect of the resolution to approve the Investment Cooperation Agreement and the transaction contemplated thereunder. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, no Shareholder other than YCIH and YOIC is required to abstain from voting at the EGM.

IV. CLOSURE OF REGISTER OF MEMBERS

To determine the list of Shareholders entitled to attend and vote at the EGM, the Company will close the register of members from Thursday, July 3, 2025 to Tuesday, July 8, 2025 (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, July 8, 2025 shall be entitled to attend and vote at the EGM. To be eligible to attend and vote at the EGM, all transfer documents shall be delivered, by no later than 4:30 p.m. on Wednesday, July 2, 2025, 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).

V. RECOMMENDATIONS

The Directors (including the independent non-executive Directors that considered the advice from Octal Capital) are of the view that although the execution of the Investment Cooperation Agreement and the transaction contemplated thereunder are not carried out in the ordinary and usual course of business of the Company, the terms of the Investment Cooperation Agreement are on normal commercial terms, which are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Independent Shareholders to vote in favor of the relevant resolution to be proposed at the EGM.

Your attention is drawn to the letter from the Independent Board Committee set out on pages 14 to 15 of this circular and the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders set out on pages 16 to 27 of this circular.

LETTER FROM THE BOARD

VI. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

Yours faithfully,

By Order of the Board

YCIH Green High-Performance Concrete Company Limited

Li Zhangjian

Chairman



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)

To the Independent Shareholders:

Dear Sir/Madam,

**CONNECTED TRANSACTION – ENTERING INTO THE INVESTMENT
COOPERATION AGREEMENT ON THE ESTABLISHMENT OF
THE JOINT VENTURE COMPANY**

We refer to the circular of the Company dated June 17, 2025 (the “**Circular**”), of which this letter forms a part. Terms defined in the Circular shall have the same meaning when used herein, unless the context requires otherwise.

We have been appointed as the members of the Independent Board Committee to advise you as to whether in our opinion, on the entering into the Investment Cooperation Agreement and the transaction contemplated thereunder, details of which are set out in the letter from the Board, is entered into on normal commercial terms or better, in the ordinary course of business of the Company, are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Octal Capital has been appointed by the Company as the Independent Financial Adviser to advise us and the Independent Shareholders on the fairness and reasonableness of the entering into the Investment Cooperation Agreement and the transaction contemplated thereunder. Details of the advice from Octal Capital, together with the principal factors taken into consideration in arriving at such advice, are set out in its letter on pages 16 to 27 of the Circular.

Your attention is also drawn to the letter from the Board set out on pages 5 to 13 of the Circular.

Having considered the entering into the Investment Cooperation Agreement and the transaction contemplated thereunder, the interests of the Independent Shareholders and the advice and recommendation of Octal Capital, we are of the view that: although the Investment Cooperation Agreement and the transaction contemplated thereunder are not carried out in the ordinary and usual course of business of the Company, the terms of the Investment Cooperation Agreement are on normal commercial terms, which are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

LETTER FROM INDEPENDENT BOARD COMMITTEE

Accordingly, we recommend the Independent Shareholders to vote in favor of the relevant resolution at the EGM so as to approve the Investment Cooperation Agreement and the transaction contemplated thereunder.

Yours faithfully,
For and on behalf of
Independent Board Committee

Mr. Wong Kai Yan Thomas
*Independent non-executive
Director*

Mr. Yu Dingming
*Independent non-executive
Director*

Mr. Li Hongkun
*Independent non-executive
Director*

June 17, 2025

LETTER FROM OCTAL CAPITAL

Set out below is the text of a letter received from Octal Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Agreement and the transaction contemplated thereunder for the purpose of inclusion in this circular.



Octal Capital Limited
801-805, 8th Floor
Nan Fung Tower
88 Connaught Road Central, Hong Kong

17 June 2025

*To: The Independent Board Committee and
the Independent Shareholders*

Dear Sirs or Madams,

CONNECTED TRANSACTION – ENTERING INTO THE INVESTMENT COOPERATION AGREEMENT ON THE ESTABLISHMENT OF THE JOINT VENTURE COMPANY

INTRODUCTION

We refer to our appointment as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Investment Cooperation Agreement and the transactions contemplated thereunder, details of which are set out in the letter from the board (the “**Letter from the Board**”) contained in the circular of the Company dated 17 June (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Company entered into the Investment Cooperation Agreement on the establishment of the Joint Venture Company with YCIH and Infrastructure Investment Company on 30 May 2025, pursuant to which, YCIH, the Company and Infrastructure Investment Company agreed to jointly fund the establishment of the Joint Venture Company to carry out the Anning Phosphogypsum Comprehensive Utilization Project. Under the premise of fully considering the effective use of high-quality stock assets, reasonably controlling the scale of investment, and ensuring that the Project will be put into operation within the year, the proposed site for establishing a Joint Venture Company is located in the Caopu Area of Anning Industrial Park, aiming to create a full industrial chain demonstration base for comprehensive utilization of Phosphogypsum.

As at the Latest Practicable Date, as YCIH is the controlling Shareholder of the Company, directly and indirectly holding 62.75% equity interest in the Company, YCIH is a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Meanwhile, as YCIH directly and indirectly holds 100% equity interest in Infrastructure Investment Company, Infrastructure Investment Company is also a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Therefore, the transaction contemplated under the Investment Cooperation Agreement constitutes a connected transaction of the Company.

LETTER FROM OCTAL CAPITAL

As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in relation to the transaction contemplated under the Investment Cooperation Agreement exceeds 5%, the transaction thereunder is subject to the reporting, announcement, circular (including independent financial advice), Independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

In addition, as the highest applicable percentage ratio in relation to the transaction contemplated under the Investment Cooperation Agreement exceeds 5% but is less than 25%, the transaction thereunder constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

An Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Wong Kai Yan Thomas, Mr. Yu Dingming and Mr. Li Hongkun, has been established to advise the Independent Shareholders whether the terms of the Investment Cooperation Agreement and the transaction contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole, taking into account our recommendation. We, Octal Capital Limited, have been appointed by the Company as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in these regards.

During the last two years, there has been no other engagement entered into between the Company and us. We are therefore considered suitable to give independent advice to the Independent Board Committee and the Independent Shareholders regarding the Investment Cooperation Agreement and the transaction contemplated thereunder. Apart from normal professional fees payable to us by the Company in connection with this appointment, no arrangement exists whereby we will receive any fees or benefits from the Group or the directors, chief executive and substantial shareholders of the Company, YCIH, Infrastructure Investment Company or any of their respective subsidiaries or associates. We are not connected with the directors, chief executive and substantial shareholders of the Company, the Group, YCIH, Infrastructure Investment Company or any of their respective subsidiaries or associates, and do not have any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group. Accordingly, we consider that we are independent to act as the Independent Financial Advisor pursuant to Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion and recommendations, we have relied on the statements, information, opinions and representations relating to the operations, financial condition and prospects of the Group contained or referred to in this Circular and/or provided to us by the Company and the management of the Group. We have assumed that such information and any representation made to us were true, accurate and complete in all material respects as at the Latest Practicable Date and considered that the information we have received is sufficient for us to reach our advice and recommendation as set out in this letter and to justify our reliance on such information. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed by them in this Circular have been arrived at after due and careful consideration and there are no other material facts not contained in this Circular, the omission of

LETTER FROM OCTAL CAPITAL

which would make any such statement made by them that contained in this Circular misleading in all material respects. We have no reason to doubt the truth or accuracy of the information provided to us, or to believe that any material information has been omitted or withheld.

Our review and analyses were based upon, among others, the information provided by the Group including this Circular and certain published information from the public domain, including but not limited to, the annual reports of the Company for the years ended 31 December 2023 and 31 December 2024. We have also assumed that all statements of belief, opinion and intention made by the Directors and the Company in the Circular were reasonably made after due enquiry. We consider that we have reviewed sufficient information to reach an informed view, to justify our reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our advice. We have no reason to suspect that any material facts have been omitted or withheld from the information contained or opinions expressed in the Circular nor to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors. We have not, however, conducted an independent in-depth investigation into the business and affairs of the Group, YCIH, Infrastructure Company and their respective associates, nor have we carried out any independent verification of the information supplied.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendation to the Independent Board Committee and the Independent Shareholders in respect of the Investment Cooperation Agreement and the transaction contemplated thereunder, we have taken into account the following principal factors and reasons:

1. Background and financial information of the Group

(a) Background of the Group

The Company is a joint stock limited company incorporated in the PRC, with limited liability, whose H Shares are listed on the Main Board of the Stock Exchange, and is primarily engaged in the production and sales of ready-mixed commercial concrete and related products as well as the provision of quality and technology management service in the PRC.

(b) Financial performance of the Group

The Group's principal businesses include production and sales of ready-mixed concrete (the **"Ready-mixed Concrete Segment"**), admixtures (the **"Admixtures Segment"**), aggregates (the **"Aggregates Segment"**) and cement and admixtures (the **"Cement and Admixtures Segment"**), and other businesses (the **"Other Segment"**). The table below sets out the audited financial information of the Group for the years ended 31 December 2022, 31 December 2023 and 31 December 2024 (the **"FY2022"**, **"FY2023"** and **"FY2024"**), extracted from the 2023 Annual Report and the 2024 Annual Report.

LETTER FROM OCTAL CAPITAL

	FY2022	FY2023	FY2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
<i>Ready-mixed Concrete Segment</i>	1,541,986	1,314,634	634,012
<i>Admixtures Segment</i>	65,599	58,441	32,710
<i>Cement and Admixtures Segment</i>	43,142	22,381	15,213
<i>Aggregates Segment</i>	29,959	4,480	815
<i>Other Segment</i>	–	19,410	26,511
Total revenue	1,680,686	1,419,346	709,260
Profit/(loss) before tax	36,400	(38,812)	(151,122)
Profit/(loss) for the year	29,877	(28,635)	(115,219)

FY2023 vs FY2022

Revenue of the Group decreased by approximately 15.5% from RMB1,680.7 million for FY2022 to RMB1,419.3 million for FY2023. The decrease in revenue of the Group was mainly due to the reduction of revenue generated from the Ready-mixed Concrete Segment which decreased by approximately 14.7% to RMB1,314.6 million for FY2023 as compared to RMB1,542.0 million for FY2022. The above decrease in revenue of the Ready-mixed Concrete Segment is mainly due to the decreases in sales volume and unit selling price of ready-mixed concrete by 7.1% and 8.1%, respectively. Additionally, the Admixtures Segment experienced a decline of approximately 10.9% from RMB65.6 million in FY2022 to RMB58.4 million in FY2023, while revenue from Cement and Admixtures Segment decreased by approximately 48.1% from RMB43.1 million in FY2022 to RMB22.4 million in FY2023. The decreases in revenue generated from multiple segments for FY2023 were resulted from the shrinking of construction industry and more intense competition in concrete market.

The Group recorded a loss for the year of RMB28.6 million for FY2023 as compared to a profit of RMB29.9 million for FY2022, which was mainly due to the above-mentioned decrease in revenue.

FY2024 vs FY2023

Revenue of the Group decreased by approximately 50.0% from RMB1,419.3 million for FY2023 to RMB709.3 million for FY2024. The decrease in revenue of the Group was mainly due to the reduction in revenue generated from the Ready-mixed Concrete Segment which decreased by approximately 51.8% to RMB634.0 million for FY2024 as compared to RMB1,314.6 million for FY2023. Revenue generated from Admixtures Segment also saw a decline of approximately 44.0% from RMB58.4 million for FY2023 to RMB32.7 million for FY2024 while revenue generated from Cement and Admixtures Segment fell by approximately 32.0% from RMB22.4 million for FY2023 to RMB15.2 million for FY2024. The decreases in revenue generated from multiple segments for FY2024 was due to continued deterioration in the construction and property sectors.

The loss for the year increased by approximately 302.4% from RMB28.6 million for FY2023 to RMB115.2 million for FY2024, which was mainly due to the above-mentioned decrease in revenue.

LETTER FROM OCTAL CAPITAL

(c) Financial position of the Group

Set out below is the consolidated statement of financial position of the Group as at 31 December 2023 and 31 December 2024 respectively as extracted from the 2024 Annual Report:

	As at 31 December 2023 <i>approximately</i> <i>RMB'000</i> <i>(audited)</i>	As at 31 December 2024 <i>approximately</i> <i>RMB'000</i> <i>(audited)</i>
Non-current assets	341,187	408,395
Current assets	4,114,567	3,475,008
Total assets	4,455,754	3,883,403
Current liabilities	3,075,127	2,677,129
Non-current liabilities	60,439	3,043
Total liabilities	3,135,566	2,680,172
Net current asset	1,039,440	797,879
Net assets	1,320,188	1,203,231

The Group had total assets of approximately RMB3,883.4 million as at 31 December 2024, representing a decrease of approximately RMB572.4 million from approximately RMB4,455.8 million as at 31 December 2023 which was mainly attributable to the reduction in working capital primarily comprised of account receivables and cash under challenging market conditions in the construction materials sector. The Group had total liabilities of approximately RMB2,680.2 million as at 31 December 2024, representing a decrease of approximately RMB455.4 million from approximately RMB3,135.6 million as at 31 December 2023, which was primarily due to the Group's effort to control gearing under challenging market environment. As at 31 December 2024, the gearing ratio (being total liabilities divided by total assets) of the Group was 69.0% decreased from 70.4% as at 31 December 2023. Overall, the net asset of the Group decreased approximately RMB117.0 million from RMB1,320.2 million as at 31 December 2023 to RMB1,203.2 million as at 31 December 2024.

2. Background information of YCIH

YCIH is a company incorporated in the PRC with limited liability. As at the Latest Practicable Date, it is held as to 97.35% by the Yunnan SASAC and as to 2.65% by the Yunnan Provincial Department of Finance (雲南省財政廳) respectively and operates under the supervision and regulation of the Yunnan SASAC. As at the Latest Practicable Date, the Company's controlling Shareholder is YCIH, which directly and indirectly holds 62.75% equity interest in the Company.

LETTER FROM OCTAL CAPITAL

YCIH and its subsidiaries (including the Group) are primarily engaged in three major businesses including, among others, construction engineering, infrastructure investment and modern logistics in the PRC and internationally.

According to the official website (<http://www.ynjstzkg.com>) of YCIH, YCIH ranks 159th among China's Top 500 Enterprises, 3rd among Yunnan's Top 100 Enterprises, 143rd in the Top 250 Global Contractors of the Engineering News-Record (ENR), and 5th among China's Top 80 Contractors.

3. Background information of Infrastructure Investment Company

Infrastructure Investment Company is a joint stock company incorporated in the PRC with limited liability and is principally engaged in the business of infrastructure construction and investment. As at the Latest Practicable Date, Infrastructure Investment Company is a subsidiary of YCIH (which is directly and indirectly held as to 100% equity interest by YCIH), whose ultimate beneficial owner is Yunnan SASAC.

According to the official website (<https://www.ynjtgs.com>) of Infrastructure Investment Company, Infrastructure Investment Company has invested in and built many high-impact projects, such as highways, urban roads, and poverty relief initiatives. Its operations span all 16 prefectures and cities in Yunnan Province. Beyond the Yunnan province, it has successfully expanded into the Jiangxi market, and internationally, it has entered the Lao market.

4. Reasons for and benefits of the entering into of the Investment Cooperation Agreement

The Company is a ready-mixed concrete producer located in Yunnan Province and also a national High-Tech Enterprise. In recent years, the Company has continued to carry out transformation and upgrading, and established a diversified business landscape focusing on the production of ready-mixed concrete, including ultra-high performance concrete and related products, and supplemented with the production of cement, aggregates, polycarboxylic admixtures, functional mineral dope, commercial mortar, Phosphogypsum and other products. The Group has established the production capacity layout for business development covering the main urban area of Kunming, as well as prefectures and cities in Yunnan Province. Its products are supplied for housing construction and infrastructure construction including railways, highways, integrated pipeline networks and other projects. It has established a complete industrial chain of "technical research and development, resource processing, production and sales".

Phosphogypsum is a kind of bulk general industrial solid wastes discharged by phosphorus chemical enterprises. In 2024, the Group pioneered the concept of using Phosphogypsum to produce artificial Phosphogypsum stones in China. The Group has developed a series of Phosphogypsum-based products, including artificial Phosphogypsum stone, artificial Phosphogypsum aggregate concrete, and Phosphogypsum roadbed materials. In 2024, the Group obtained the Grade 1 Certification for Innovation and Intellectual Property Management Capability* (《創新與知識產權管理能力》) in the field of Phosphogypsum building materials. Additionally, a patent navigation report on the development of key new Phosphogypsum building material products has been completed by the Group to guide the implementation of related production projects. Through independent research, development, and process design, the Group has established a pilot production line capable of processing 50 tons of Phosphogypsum on a daily basis in Kunming. In 2024, about 200 tons of additional Phosphogypsum was utilized by the Group, further promoting the disposal and utilization of bulk industrial solid wastes in Yunnan Province. As

LETTER FROM OCTAL CAPITAL

advised by the management of the Company, An Ning region of Kunming has approximately 100 million tons of Phosphogypsum stockpiles which shall provide sufficient raw material for the Joint Venture Company to proceed with the production of the Anning Phosphogypsum Comprehensive Utilization Project. The Joint Venture Company plans to process the Phosphogypsum stockpiles transforming it into Phosphogypsum artificial stone aggregates, which will be used for the production of Phosphogypsum aggregate concrete and related pre-fabricated products.

As mentioned in the Letter from the Board, the Company entered into the Investment Cooperation Agreement with YCIH and Infrastructure Investment Company to jointly carry out Anning Phosphogypsum Comprehensive Utilization Project in An Ning region of Kunming, which is not only in line with the work requirements stipulated in the policies of the Yunnan Provincial Party Committee and the People's Government of Yunnan Province on accelerating the comprehensive utilization of Phosphogypsum, but is also a powerful initiative for the Company to focus on its own development strategy, to focus on its primary responsibilities and businesses, to practise the ESG concept, to continue to promote the green and low-carbon transformation and upgrading and to continue to build a green and low-carbon industrial chain and to deeply integrate into the circular economy of industrial solid waste resources and achieve synergistic and sustainable development of economy and ecology. Overall, this is also conducive to giving full play to the advantages of the parties to the Investment Cooperation Agreement, including the resource and brand advantages of YCIH, the Company's advantages in technology research and development and experience in product production and manufacturing, and the market advantages of Infrastructure Investment Company, and to jointly promote the effective utilization of industrial solid wastes (mainly Phosphogypsum), as well as local environmental protection.

With reference to the annual report of the Group for FY2024, the Group continued to carry out transformation and upgrading. In 2024, the Group was selected as one of the "2024 Sustainable Development Practice Cases in Green Industry" (2024綠色產業可持續發展實踐案例) by the All-China Environment Federation (中華環保聯合會), and was the only enterprise from Yunnan that mainly produces green and low-carbon building materials to be selected; completed for the first time the verifications of carbon footprint and the emission of greenhouse gas and passed the "carbon neutrality" certification and "zero-carbon factory" certification, becoming the first dual-certified enterprise of the ready-mixed concrete industry in the southwest region.

As mentioned above, the joint venture partner of the Group, YCIH ranks 159th among China's Top 500 Enterprises, 3rd among Yunnan's Top 100 Enterprises, 143rd in the Top 250 Global Contractors of the Engineering News-Record (ENR), and 5th among China's Top 80 Contractors. Another joint venture partner of the Group, Infrastructure Investment Company has invested in and built many high-impact projects, such as highways, urban roads, and poverty relief initiatives, in all 16 prefectures and cities in Yunnan Province. Beyond the Yunan province, it has successfully expanded into the Jiangxi market, and internationally, it has entered the Lao market. Further, the capital contribution by YCIH, the Group and Infrastructure Investment Company are essential for the Group to meet the application requirement of the Pre-mixed Concrete Professional Contracting Qualification in order proceed with the above production plan of the Anning Phosphogypsum Comprehensive Utilization Project.

Therefore, we concurred with the management that the entering into of the Investment Cooperation Agreement with YCIH and Infrastructure Investment Company for further development of the Group's Phosphogypsum industrial solid waste utilisation business under the Anning Phosphogypsum Comprehensive

LETTER FROM OCTAL CAPITAL

Utilization Project is in line with the Group's green development strategy which also represents a valuable business opportunity for the Group to leverage on the resource and brand advantages of YCIH and the experience in product production and manufacturing, and the market advantages of Infrastructure Investment Company. In this regard, we are of the view that the entering into of the Investment Cooperation Agreement for the Anning Phosphogypsum Comprehensive Utilization Project is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

5. Principal terms of the Investment Cooperation Agreement

The principal terms of the Investment Cooperation Agreement are set out as follows:

Date

30 May 2025 (after trading hours)

Parties

- (i) YCIH;
- (ii) The Company; and
- (iii) Infrastructure Investment Company

Scope of business

The Joint Venture Company will primarily engage in the research and development, manufacturing, sales, and construction of Phosphogypsum and solid waste-based new building materials products. It will provide and produce Phosphogypsum aggregates as well as comprehensive utilization technologies and products for Phosphogypsum solid waste. The Joint Venture Company will process the Phosphogypsum discharged by phosphorus chemical enterprises, transforming it into Phosphogypsum artificial stone aggregates, which will be used for the production of Phosphogypsum aggregate concrete and related pre-fabricated products, etc., aligning with the Company's existing principal business of selling concrete. As the same time, Phosphogypsum artificial stone aggregates can also be sold directly for construction projects such as roads and municipal administration, thereby expanding the Company's existing aggregates selling business. The business scope of the Joint Venture Company shall be subject to the contents as set out in the business license issued by the market supervision and administration authority.

Registered capital

The registered capital of the Joint Venture Company is RMB50 million. YCIH will contribute RMB20 million in monetary currency, accounting for 40%; the Company will contribute RMB20 million in monetary currency, accounting for 40%; and Infrastructure Investment Company will contribute RMB10 million in monetary currency, accounting for 20%. The first phase capital contribution shall be 75% of the Joint Venture Company's registered capital, i.e. RMB37.5 million. All parties shall complete the capital contribution on a pro-rata basis before 31 July 2025, basically covering the capital needs of the Anning

LETTER FROM OCTAL CAPITAL

Phosphogypsum Comprehensive Utilization Project; the second phase capital contribution shall be 25% of the registered capital, i.e. RMB12.5 million, and all parties shall complete the capital contribution on a pro-rata basis before 30 June 2030.

The Company's capital contribution to the registered capital of the Joint Venture Company will be paid by self-raised funds such as working capital and/or bank loan.

The registered capital of the Joint Venture Company under the Investment Cooperation Agreement and the amounts of capital contribution made by the parties to the agreement are determined by the parties thereto after arm's length negotiations, and with reference to various factors such as the Project cooperation model and investment needs, the business nature of the Joint Venture Company and its future development plans. Specifically, as a newly established company, the Joint Venture Company shall initiate the preliminary work of the Project with its registered capital. Taking into account the requirements of the Qualification Standards of Enterprises in Construction Industry (《建築業企業資質標準》) of the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) on qualification applications (the net asset shall not be less than RMB25 million), the shareholders of the Joint Venture Company agreed that the registered capital shall be RMB50 million. In order to satisfy the qualification process requirements and provide relatively sufficient initial capital for the Project, the shareholders of the Joint Venture Company intend to complete the first phase of the capital contribution as soon as possible after the establishment of the Joint Venture Company, i.e. RMB37.5 million, accounting for 75% of the registered capital of the Joint Venture Company; and the second phase of the capital contribution will be completed in a timely manner by 30 June 2030 in accordance with the progress of the Project and the actual demand.

The capital contribution from the shareholders of the Joint Venture Company will be used as: (i) Project initiation and preliminary funding, which will be used for the infrastructure construction, purchase of production and testing equipment and facilities, and for obtaining compliance approvals and relevant qualifications; and (ii) general working capital of the Joint Venture Company.

Pursuant to the Notice of the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) on Issuing the Qualification Standards for Construction Enterprises* (建築業企業資質標準) dated 6 November 2014, the net asset of the Joint Venture Company needs to be RMB25 million or above in order to meet the application requirement of the Pre-mixed Concrete Professional Contracting Qualification for its business scope. In this regard, we consider the registered capital amounted to RMB50 million with the first phase capital contribution amounted to RMB37.5 million is reasonable for the shareholders to initiate the business plan of the Joint Venture Company. In addition, we noted that the amount of capital contribution is made in proportion to the shareholders' respective shareholdings in the Joint Venture Company. Accordingly, we consider the amount of capital contribution of the Company is reasonable.

We also noted that the above-mentioned use of proceeds from the capital contribution is in line with the Group's business strategy under the Anning Phosphogypsum Comprehensive Utilization Project which is in the interest of the Company and the Shareholders as a whole.

LETTER FROM OCTAL CAPITAL

Consolidation Arrangements and Governance Structure of the Joint Venture Company

According to the Investment Cooperation Agreement, YCIH shall delegate its 40% voting rights in the shareholders' meeting of the Joint Venture Company to the Company for exercise within the operating period of the Joint Venture Company. Therefore, the parties to the Agreement have unanimously agreed that the Joint Venture Company, after its establishment, will be under the actual control of the Company and consolidated into the Group's financial statements as a subsidiary of the Company. The aforesaid voting rights delegation is irrevocable during the operating period of the Joint Venture Company. The Company's auditor, ShineWing Certified Public Accountants (LLP), has agreed to such consolidation arrangements.

The details of the governance structure of the Joint Venture Company is set out as below:

- i) Shareholders' meeting: The Joint Venture Company shall have a shareholders' meeting, which shall be composed of all shareholders of the Joint Venture Company. Voting rights at the shareholders' meeting shall be exercised in proportion to the capital contribution subscribed. However, YCIH shall delegate its voting rights corresponding to 40% equity interest held by it at the shareholders' meeting of the Joint Venture Company to the Company for exercise within the operating period of the Joint Venture Company. For the avoidance of doubt, the rights associated with YCIH's equity, including dividend rights and rights of residual asset distribution, shall remain vested in YCIH and are not included within the scope of the delegation.
- ii) Board of directors: The Joint Venture Company shall have a board of directors consisting of 5 directors, of which 4 directors shall be nominated by the Company and 1 director shall be nominated by the Infrastructure Investment Company. The chairman of the Joint Venture Company shall be a director nominated by the Company and shall concurrently serve as the legal representative of the Joint Venture Company.
- iii) Supervisory committee / supervisors: The Joint Venture Company has no supervisory committee or supervisors.
- iv) Senior management: The Company shall be responsible for its formation. The Joint Venture Company shall have 1 general manager and a number of senior management members, all of whom shall be appointed from candidates recommended by the Company.

The governance structure arrangement of the Joint Venture Company shall be subject to the final Articles of Association of the Joint Venture Company.

Based on the above arrangement of the nomination of the board of directors of the Joint Venture Company, we consider that such arrangement will enable the Company to maintain its control over the Joint Venture Company.

Profit Distribution Principles of the Joint Venture Company

After making up for the losses and withdrawal of the reserve fund, the post-tax profits of the Joint Venture Company shall first be determined as retained earnings by all its shareholders in accordance with the capital required for its development, and the remaining portion shall be distributed as dividends in proportion to the

LETTER FROM OCTAL CAPITAL

paid-in capital. In the event that a shareholder of the Joint Venture Company fails to make a capital contribution at the agreed time, resulting in an inconsistency between the proportion of shareholding and the proportion of shareholding subscribed for profits shall be distributed according to the proportion of the actual capital contribution made by that shareholder of the Joint Venture Company to the total actual capital contribution made by all shareholders of the Joint Venture Company at that time.

We noted that the dividends will be distributed in proportion to actual capital contributions made by all shareholders of the Joint Venture Company. Accordingly, we consider the profit distribution arrangement of the Joint Venture Company is fair and reasonable.

Conclusion

Having reviewed and considered the terms of the Investment Cooperation Agreement in particular the key terms as listed above (including the registered capital, the capital contribution arrangement and the profit distribution arrangement being reasonable; and no abnormal term observed), we are of the view that the terms of the Investment Cooperation Agreement are on normal commercial terms and are fair and reasonable.

FINANCIAL IMPACT OF THE JOINT VENTURE

Upon completion of the formation of the Joint Venture Company, the Joint Venture Company will be accounted for in the consolidated accounts of the Company as a subsidiary and the amount of capital contribution provided by the Group will be recognized in the financial statements of the Joint Venture Company. It is expected that there will be no material change in the net assets position of the Group as a result of the establishment of the Joint Venture Company. As the Joint Venture Company will be newly formed and the capital injection is expected to be funded from the internal resources of the Group, the establishment of the Joint Venture Company and the capital injection are not expected to have any material impact on the earnings position of the Group.

RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the terms of the Investment Cooperation Agreement are on normal commercial terms and are fair and reasonable; and (ii) although the formation of the Joint Venture Company is not conducted in the ordinary and usual course of business of the Company, the entering into of the Investment Cooperation Agreement and the transaction contemplated thereunder is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the entering into of the Investment Cooperation Agreement and the transaction contemplated thereunder and we recommend the Independent Shareholders to vote in favour of the resolution(s) in this regard.

Yours faithfully,
For and on behalf of
Octal Capital Limited
Alan Fung **Louis Chan**
Managing Director *Director*

LETTER FROM OCTAL CAPITAL

Note:

Mr. Alan Fung has been a responsible officer of Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities since 2003. Mr. Fung has more than 30 years of experience in corporate finance and investment banking and has participated in and completed various advisory transactions in respect of mergers and acquisitions, connected transactions and transactions subject to the compliance to the Takeovers Code of listed companies in Hong Kong.

Mr. Louis Chan has been a responsible officer of Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities since 2008. Mr. Chan has more than 20 years of experience in corporate finance and investment banking and has participated in and completed various advisory transactions in respect of mergers and acquisitions, connected transactions and transactions subject to the compliance to the Takeovers Code of listed companies in Hong Kong.

1. RESPONSIBILITY STATEMENTS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement herein misleading.

2. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since December 31, 2024, the date to which the latest published audited consolidated financial statements of the Group were made up.

3. INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES

As at the Latest Practicable Date, to the knowledge of the Directors, the following parties (other than the Directors, Supervisors or chief executive of the Company) had an interest or short position in the Shares or underlying Shares, which is required to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO and has been entered in the register kept by the Company according to Section 336 of the SFO:

Name	Capacity/Nature of interest	Class of Shares	Number of Shares (share)	Long/Short position	Approximate percentage of the number of the corresponding class of issued Shares	Approximate percentage of shareholding in the total issued share capital
YCIH ^(Note 1)	Beneficial owner	Domestic Shares	228,600,000	Long position	73.18%	51.22%
	Interest held by controlled corporations ^(Note 2)	Domestic Shares	51,450,000	Long position	16.47%	11.53%
Total:			280,050,000	Long position	89.65%	62.75%
YOIC ^(Note 2)	Beneficial owner	Domestic Shares	51,450,000	Long position	16.47%	11.53%
KMEIC ^(Note 3)	Beneficial owner	Domestic Shares	32,340,000	Long position	10.35%	7.25%
Zoomlion Heavy Industry Science and Technology Co., Ltd. ^(Note 4)	Interest held by controlled corporations ^(Note 4)	H Shares	13,388,000	Long position	10.00%	3.00%
Zoomlion H.K. Holding Co., Limited ^(Note 4)	Interest held by controlled corporations ^(Note 4)	H Shares	13,388,000	Long position	10.00%	3.00%
Zoomlion International Trading (H.K.) Co., Limited ^(Note 4)	Beneficial owner	H Shares	13,388,000	Long position	10.00%	3.00%
China Resources Company Limited ^(Note 5)	Interest held by controlled corporations ^(Note 5)	H Shares	40,164,000	Long position	30.00%	9.00%
China Resources Inc. ^(Note 5)	Interest held by controlled corporations ^(Note 5)	H Shares	40,164,000	Long position	30.00%	9.00%

APPENDIX

GENERAL INFORMATION

Name	Capacity/Nature of interest	Class of Shares	Number of Shares (share)	Long/Short position	Approximate percentage of the number of the corresponding class of issued Shares	Approximate percentage of shareholding in the total issued share capital
CRC Bluesky Limited ^(Note 5)	Interest held by controlled corporations ^(Note 5)	H Shares	40,164,000	Long position	30.00%	9.00%
China Resources (Holdings) Company Limited ^(Note 5)	Interest held by controlled corporations ^(Note 5)	H Shares	40,164,000	Long position	30.00%	9.00%
CRH (Cement) Limited ^(Note 5)	Interest held by controlled corporations ^(Note 5)	H Shares	40,164,000	Long position	30.00%	9.00%
China Resources Building Materials Technology Holdings Limited ^(Note 5)	Interest held by controlled corporations ^(Note 5)	H Shares	40,164,000	Long position	30.00%	9.00%
China Resources Cement Holdings (Hong Kong) Limited ^(Note 5)	Beneficial owner ^(Note 5)	H Shares	40,164,000	Long position	30.00%	9.00%
Kunming Iron & Steel Holdings Co. Ltd.	Beneficial owner	H Shares	12,360,300	Long position	9.23%	2.77%
Hua An Fund Management Co., Ltd.	Others ^(Note 6)	H Shares	12,350,000	Long position	9.22%	2.77%
	Others ^(Note 6)	H Shares	8,137,000	Long position	6.08%	1.82%
Total:			20,487,000	Long position	15.30%	4.59%
Hua An Fund — QDII single asset management plan of YCIC Investment	Others ^(Note 7)	H Shares	8,137,000	Long position	6.08%	1.82%
Yunnan Communications Investment & Construction Group Co., Ltd. ^(Note 7)	Others ^(Note 7)	H Shares	8,137,000	Long position	6.08%	1.82%
YCIC Investment Co., Ltd. ^(Note 7)	Beneficial owner	H Shares	8,137,000	Long position	6.08%	1.82%
	Beneficial owner	H Shares	8,137,000	Loanable shares	6.08%	1.82%
Hua An Fund — QDII single asset management plan of Yunnan State Farms	Others ^(Note 8)	H Shares	12,350,000	Long position	9.22%	2.77%
Yunnan State Farms Group Co., Ltd. ^(Note 8)	Beneficial owner	H Shares	12,350,000	Long position	9.22%	2.77%
Yunnan Industrial Investment Holdings Group Co., Ltd.	Beneficial owner	H Shares	12,500,000	Long position	9.34%	2.80%
YUNNAN PROVINCIAL ENERGY INVESTMENT GROUP CO., LTD ^(Note 9)	Interest held by controlled corporations ^(Note 9)	H Shares	12,350,000	Long position	9.22%	2.77%
Yunnan Energy Investment (H K) Co. Limited ^(Note 9)	Beneficial owner	H Shares	12,350,000	Long position	9.22%	2.77%
HWABAO TRUST CO., LTD ^(Note 10)	Trustee ^(Note 10)	H Shares	12,360,300	Long position	9.23%	2.77%

Notes:

- Yunnan SASAC holds 97.35% equity interest in YCIH and Yunnan Provincial Department of Finance (雲南省財政廳) holds 2.65% equity interest in YCIH.
- YOIC is wholly-owned by YCIH. By virtue of the SFO, YCIH is deemed to be interested in the 51,450,000 Domestic Shares held by YOIC.

- 3 State-owned Assets Administration Commission of Kunming Economic and Technological Development Zone (昆明經濟技術開發區國有資產管理委員會) holds 90% equity interest in KMEIC and Yunnan Provincial Department of Finance (雲南省財政廳) holds 10% equity interest in KMEIC.
- 4 Zoomlion Heavy Industry Science and Technology Co., Ltd. (中聯重科股份有限公司) is the sole shareholder of Zoomlion H.K. Holding Co., Limited (中聯重科(香港)控股有限公司), which in turn is the sole shareholder of Zoomlion International Trading (H.K.) Co., Limited (中聯重科國際貿易(香港)有限公司).
- 5 China Resources Company Limited (中國華潤有限公司) is the beneficial owner of the entire issued share capital of China Resources Inc. (華潤股份有限公司), which in turn is the beneficial owner of the entire issued share capital of CRC Bluesky Limited, which in turn is the beneficial owner of the entire issued share capital of China Resources (Holdings) Company Limited (華潤(集團)有限公司), which in turn is the beneficial owner of the entire issued share capital of CRH (Cement) Limited (華潤集團(水泥)有限公司) and Commotra Company Limited (合貿有限公司). CRH (Cement) Limited (華潤集團(水泥)有限公司) directly held approximately 68.63% of the issued share capital of China Resources Building Materials Technology Holdings Limited (華潤建材科技控股有限公司), whereas Commotra Company Limited (合貿有限公司) directly holds approximately 0.09% of the issued share capital of China Resources Building Materials Technology Holdings Limited (華潤建材科技控股有限公司), which in turn is the beneficial owner of the entire issued share capital of China Resources Cement Holdings (Hong Kong) Limited (華潤水泥控股(香港)有限公司).
- 6 Hua An Fund Management Co., Ltd. (華安基金管理有限公司) is the asset manager of two asset management plan products, (i) Hua An Fund – QDII single asset management plan of Yunnan State Farms; and (ii) Hua An Fund – QDII single asset management plan of YCIC Investment.
- 7 YCIC Investment Co., Ltd. (雲南交投集團投資有限公司) is wholly-owned by Yunnan Communications Investment & Construction Group Co., Ltd. (雲南省交通投資建設集團有限公司). YCIC Investment Co., Ltd. (雲南交投集團投資有限公司) invested in the underlying Shares issued by the Company as client through Hua An Fund – QDII single asset management plan of YCIC Investment. By virtue of the SFO, Yunnan Communications Investment & Construction Group Co., Ltd. (雲南省交通投資建設集團有限公司) is deemed to be interested in the 8,137,000 H Shares held in the Hua An Fund – QDII single asset management plan of YCIC Investment.
- 8 Yunnan State Farms Group Co., Ltd. (雲南農墾集團有限責任公司) invested in the underlying Shares issued by the Company as client through Hua An Fund – QDII single asset management plan of Yunnan State Farms.
- 9 Yunnan Energy Investment (H K) Co. Limited is wholly-owned by YUNNAN PROVINCIAL ENERGY INVESTMENT GROUP CO., LTD. By virtue of the SFO, YUNNAN PROVINCIAL ENERGY INVESTMENT GROUP CO., LTD is deemed to be interested in the 12,350,000 H Shares held by Yunnan Energy Investment (H K) Co. Limited.
- 10 By virtue of the SFO, HWABAO TRUST CO., LTD, as trustee, is deemed to be interested in the 12,360,300 H Shares held by HWABAO OVERSEAS INVESTMENT SERIES 2 NO 42-8 QDII SINGLE MONEY TRUST.

Save as disclosed above, as at the Latest Practicable Date, to the knowledge of the Directors, no other person (other than the Directors, Supervisors or chief executive of the Company) had any interests or short positions in the Shares or underlying Shares which are required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or recorded in the register as specified in Section 336 of the SFO.

4. DISCLOSURE OF INTEREST OF DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVE

As at the Latest Practicable Date, none of the Directors, Supervisors and chief executive of the Company and their respective associates had any interests and/or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or

short positions which they have taken or which they are deemed to have taken under such provisions of the SFO), or which were required to be recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or otherwise required to be notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers under Appendix C3 to the Listing Rules.

5. DIRECTORS', PROPOSED DIRECTOR'S AND SUPERVISORS' EMPLOYMENT WITH SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, saved as disclosed below, none of the Directors, proposed Director and Supervisors of the Company was a director, supervisor or employee of a company who had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Name of Director/Proposed Director/Supervisor	Position held in the relevant Shareholder
Yang Jia	Assistant to the General Manager of YCIH International Department and YOIC
Wu Xinhe	Full-time external director of KMEIC
Yang Guanglei	Member of the Discipline Inspection Commission and Head of the Office for the Leading Group for Party Committee Inspection Work of YCIH
Gu Feng	Mid-level management personnel of YOIC
Jin Ming	Full-time external director of KMEIC

Note: Mr. Jin Ming is a non-executive Director of the Company proposed to be appointed, please refer to the circular of the Company dated May 28, 2025 for further details.

6. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors, Supervisors or, so far as is known to them, any of their respective close associates (as defined in the Listing Rules) was interested in any business which competes or is likely to compete either directly or indirectly with the Group's business (as would be required to be disclosed under Rule 8.10 of the Listing Rules as if each of them were a controlling shareholder of the Company).

7. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors or Supervisors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or terminable within a year without payment of any compensation (other than statutory compensation)).

8. INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE BUSINESS OF THE GROUP

As at the Latest Practicable Date, none of the Directors or Supervisors had any interest in any assets which have been, since December 31, 2024 (being the date to which the latest published audited consolidated financial statements of the Company were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors or Supervisors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date, which is significant in relation to the business of the Group.

9. EXPERT'S QUALIFICATION AND CONSENT

- (a) The following is the qualification of the expert who has given its opinion or advice which is contained in this circular:

Name	Qualifications
Octal Capital Limited	a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activity under the SFO

- (b) As at the Latest Practicable Date, the expert mentioned in paragraph (a) above did not have any shareholding in the Group nor any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in the Group.
- (c) The expert has given and has not withdrawn its consent to the issue of this circular, with the inclusion of its letter and references to its name in the form and context in which they appear.
- (d) The letter and recommendation given by Octal Capital are given as at the date of this circular for incorporation herein.
- (e) The expert did not have direct or indirect interest in any assets which have been acquired or disposed of by, or leased to, or which are proposed to be acquired or disposed of by, or leased to, any member of the Group since December 31, 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up.

10. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration or claim of material importance and, so far as the Directors were aware, no litigation or claims of material importance are pending or threatened by or against any member of the Group.

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Investment Cooperation Agreement will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.ynhnt.com) for a period of 14 days from the date of this circular.

NOTICE OF THE EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of YCIH Green High-Performance Concrete Company Limited (the “Company”) will be held at 3:00 p.m. on Tuesday, July 8, 2025 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 resolution. Unless otherwise specified, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated June 17, 2025 (the “Circular”).

ORDINARY RESOLUTION

1. To consider and approve the Investment Cooperation Agreement and the transaction contemplated thereunder.

Details of the resolution proposed at the EGM are contained in the Circular, which is available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.ynhnt.com).

By Order of the Board

YCIH Green High-Performance Concrete Company Limited

Li Zhangjian

Chairman

Kunming, China, June 17, 2025

As at the date of this notice, the Board comprises Mr. Li Zhangjian, Mr. Zhang Long, Mr. Liu Zhen and Ms. Wang Fang (employee Director) as executive Directors; Ms. Yang Jia as non-executive Director; and Mr. Wong Kai Yan Thomas, Mr. Yu Dingming and Mr. Li Hongkun as independent non-executive Directors.

NOTICE OF THE EGM

Notes:

1. To determine the list of Shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, July 3, 2025 to Tuesday, July 8, 2025 (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, July 8, 2025 shall be entitled to attend and vote at the EGM. To be eligible to attend and vote at the EGM, all transfer documents shall be delivered, no later than 4:30 p.m. on Wednesday, July 2, 2025, 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 EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM 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 EGM 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 EGM or any adjourned meetings should they so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the EGM. If Shareholders appoint an authorized representative to attend the EGM, 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 of the company 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 EGM.
6. The Company shall have the right to request the proxies attending the EGM 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 resolution set out in the notice of the EGM 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.

NOTICE OF THE EGM

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

Email address: ynhnt@ynhnt.com