

**POSITION DESCRIPTION FOR  
COMMITTEE CHAIRMAN OF THE BOARD OF DIRECTORS (the "Board")  
OF BOYUAN CONSTRUCTION GROUP, INC. (the "Corporation")**

**1. Appointment**

The Chairman of each Committee of the Board shall be a member of the Board appointed by the Board at the first meeting of the Board following the annual meeting of shareholders. The Chairman of a Committee must always be an independent director.

**2. Duties and Responsibilities of a Committee Chairman**

The Chairman of each Committee shall:

- (a) In consultation with the Chairman of the Board, the Lead Director, if any, the President and CEO, the Secretary of the Corporation and other members of senior management, as appropriate, determine the dates and locations of meetings of the Committee.
- (b) Ensure the Committee's activities are consistent with, and fulfill, the Committee's mandate.
- (c) Require the Committee to meet as many times as necessary for the Committee to carry out its duties and responsibilities effectively.
- (d) In consultation with the Chairman of the Board, the Lead Director, if any, the President and CEO, the Secretary of the Corporation and other members of senior management, as appropriate, review the meeting agendas to ensure all required business is brought before the Committee to enable the Committee to carry out its duties and responsibilities.
- (e) Report to the Board at its next meeting following any meeting of the Committee or the signing of a written resolution evidencing a decision or recommendation of the Committee.
- (f) If no Lead Director has been appointed, the Audit Committee Chair, or in his absence, the Corporate Governance, Nomination and Compensation Committee Chair, shall chair all in-camera sessions of Board meetings.
- (g) Provide leadership to enable the Committee to act as an effective team in carrying out its duties and responsibilities.
- (h) Carry out other duties and responsibilities as are assigned by the Board from time to time.

**3. Review of Position Description**

The Chairman of the Board and Lead Director, if any, in consultation with the Board or in consultation with any appropriate committee of the Board, shall meet at least annually or more frequently, if required, to review and consider refinement of the position description.