

BOYUAN CONSTRUCTION GROUP, INC.

Corporate Governance, Nomination and Compensation Committee Charter

The following charter of the Corporate Governance, Nomination and Compensation Committee was adopted by the Board of Directors of Boyuan Construction Group, Inc. (the "**Company**"):

1. Members. The Board of Directors has appointed a Corporate Governance, Nomination and Compensation Committee (the "**Committee**") of at least three members consisting entirely of "independent" directors of the Board. "Independent" means a director who meets the definition of "independence" under applicable securities legislation and the stock exchange or trading market upon which the Company's shares are listed for trading, as confirmed by the Board of Directors. Each member of the Committee shall be subject to annual reconfirmation and may be removed by the Board at any time.

2. Purposes, Duties and Responsibilities. The Committee assists the Board of Directors in identifying, screening and recommending qualified candidates to serve as directors of the Company, in advising on oversight of the Board of Directors' governance procedures and to develop and monitor the Company's approach to the compensation of officers and directors of the Company. Specifically, the Committee will:

Nomination of Directors

- (a) Recommend to the Board candidates for election or re-election to the Board at each annual meeting of shareholders of the Company.
- (b) Recommend to the Board candidates for appointment by the Board to fill vacancies occurring on the Board.
- (c) Consider nominees recommended by shareholders of the Company.
- (d) Make recommendations to the Board concerning the selection criteria to be used by the Committee in seeking nominees for election to the Board. In making its recommendations, the Committee will consider: (a) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; (b) the competencies and skills that the Board considers each existing director to possess; (c) the competencies and skills each new nominee will bring to the boardroom; and (d) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.
- (e) Aid in attracting qualified candidates to serve on the Board.
- (f) Make recommendations to the Board concerning the structure, composition and functioning of the Board and all Board committees.

Corporate Governance

- (g) Make recommendations to the Board concerning the Company's approach to corporate governance.
- (h) Review Board meeting procedures, including the appropriateness and adequacy of the information supplied to directors prior to and during Board meetings.
- (i) Make reports and recommendations to the Board of Directors within the scope of its functions.
- (j) Develop and recommend to the Board the Company's approach to corporate governance, including a set of governance principles and guidelines (the "**Corporate Governance Principles**").
- (k) If any of the Governance Principles is different from those recommended by applicable securities regulators or stock exchanges, the Committee shall advise the Board why it considers these differences to be appropriate.
- (l) The Committee shall review the Governance Principles at least annually and recommend to the Board any changes to the Governance Principles which it considers appropriate.
- (m) The Committee shall review and recommend to the Board for approval any disclosure relating to the Company's governance practices.

Compensation

- (n) Review and recommend retirement policies for directors.
- (o) Periodically receive and consider recommendations from the CEO regarding succession at the CEO and other senior officer levels.
- (p) Develop and monitor the Company's overall approach to compensation issues and, subject to approval by the Board, to implement and administer a system of compensation which reflects superior standards of compensation practices and to continue to develop the Company's approach to compensation issues.
- (q) Undertake an annual review of compensation issues and practices as they affect the Company and make a comprehensive set of recommendations to the Board during each calendar year.
- (r) Advise the Board or any committees of the Board of compensation issues which the Committee determines ought to be considered by the Board or any such committee.
- (s) Recommend to the Board human resources and compensation policies and guidelines;

(t) Subject to any contractual arrangements, set the annual salary, bonus and other benefits, direct and indirect, of the Chairman and Chief Executive Officer and to approve compensation for all other designated officers and directors after considering the recommendations of the Chief Executive Officer, all within any human resources and compensation policies and guidelines approved by the Board.

(u) Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer's and to evaluate the Chief Executive Officer's performance in light of these goals and objectives.

(v) Review periodically the adequacy and form of the compensation of the directors of the Company with a view to ensuring that such compensation realistically reflects the responsibilities and risks of being a director.

(w) From time to time, review with the Chief Executive Officer, the Company's broad policies on compensation for all employees and overall labour relations strategies.

(x) The Committee will review, and if appropriate, approve employment agreements, severance arrangements, retirement arrangements, change in control agreements and provisions, and any special or supplemental benefits for each officer of the Company.

(y) The Committee will administer the Company's Stock Option Plan and such other stock option or equity participation plans as may be adopted by the shareholders or the Board of Directors from time to time within the authority delegated by the Board.

(z) The Committee will prepare an annual report on executive compensation for inclusion in the Company's proxy statement.

Other

(aa) Consider any other questions or matters of compensation referred to it by the Board.

3. Meetings. The Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or by telephone, and at such times and places as the Committee determines. The majority of the members of the Committee constitute a quorum and shall be empowered to act on behalf of the Committee. Minutes shall be kept of each meeting of the Committee. The Chairman of the Committee shall be appointed by the Board of Directors.

4. Engagement of Advisors. The Committee shall have the authority to engage and compensate any outside advisor at the Company's expense where considered necessary by the Committee to carry out its duties, including any search firm to be used to identify director or officer candidates, and any compensation consultant or advisor. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

5. Review of Charter. The Committee shall review this Charter from time to time and recommend any changes thereto to the Board.