

Shanghai Xizhi Technology Co., Ltd.

Procedures for Shareholders to Nominate Candidates for Election as Directors

1. In order to further clarify the nomination procedures for director candidates of Shanghai Xizhi Technology Co., Ltd. (hereinafter referred to as the “**Company**”), these Procedures are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”), other applicable laws, regulations and normative documents, and the Articles of Association of Shanghai Xizhi Technology Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), taking into account the actual circumstances of the Company.

2. Requirements under the Hong Kong Listing Rules

2.1. Pursuant to Rules 13.70 and 13.74 of the Hong Kong Listing Rules, the Company must comply with the following requirements:

- Where, after the publication of a notice of shareholders’ meeting, the Company receives a notice from a shareholder proposing a person for election as a director at the shareholders’ meeting, the Company must publish an announcement or issue a supplementary circular;
- The announcement or supplementary circular must include the information of the nominated director candidate required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules;
- The circular must be published not less than 10 business days before the date of the relevant shareholders’ meeting; and
- The Company must assess whether it is necessary to adjourn the meeting for the election of directors in order to allow shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. Procedures for Shareholders to Nominate Candidates for Election as Directors

- 3.1. The Board of Directors, and shareholders individually or collectively holding more than 1% of the shares of the Company, may, in accordance with the number not exceeding the number of directors proposed to be elected, propose resolutions nominating candidates for directors for the next session of the Board of Directors or for additional directors. The incumbent Board of Directors shall conduct a qualification review, and where the candidates are found to meet the qualifications for serving as directors, the Board of Directors shall submit the same to the shareholders' meeting for voting.
- 3.2. The Board of Directors shall disclose detailed information of the director candidates prior to the convening of the shareholders' meeting. Each director candidate shall, prior to the convening of the shareholders' general meeting, make a written undertaking agreeing to accept the nomination, undertaking that the information publicly disclosed is true and complete, and assuring that he/she will faithfully perform his/her duties if elected.
- 3.3. Shareholders nominating a director candidate shall submit a proposal in writing to the Board of Directors not later than 10 days prior to the convening of the shareholders' meeting.
4. In the event of any inconsistency between this policy and the provisions of the laws, administrative regulations, departmental rules, normative documents in force at the relevant time, and the laws and regulations of the place where the shares of the Company are listed, the latter shall prevail.
5. This policy shall be amended by the Board of Directors in accordance with relevant laws, regulations, normative documents and the securities regulatory rules of the place where the shares of the Company are listed, and shall be submitted to the shareholders' meeting of the Company for consideration and approval. The right of interpretation of this policy shall vest in the Board of Directors.
6. This policy shall take effect upon consideration and approval by the shareholders' meeting of the Company and shall be implemented from the date of the Company's initial public offering of overseas listed shares (H Shares) and their listing on the Main Board of The Stock Exchange of Hong Kong Limited.