



Procedures for Shareholders to Nominate a Person to Stand for Election as Director

Subject to the applicable laws and rules, including the Company Law of the People's Republic of China and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the articles of association (the "**Articles of Association**") of Beijing SinoHytec Co., Ltd (the "**Company**"), as amended from time to time, shareholders of the Company (the "**Shareholders**") may put forward proposals at the general meetings to nominate a candidate for election as a director of the Company ("**Director**").

According to the Articles of Association:

- (a) the Directors shall be elected or replaced by the general meeting;
- (b) candidates for independent non-executive Directors shall be nominated by the board of Directors, the supervisory committee of the Company or Shareholders individually or jointly holding more than 1% of shares issued by the Company. Candidates for other Directors shall be nominated by the board of Directors or the Shareholders individually or jointly holding more than 3% of shares of the Company;
- (c) a written commitment shall be made by the candidate prior to the notice of the general meeting is issued, expressing his/her willingness to accept the nomination, undertaking that the personal information publicly disclosed is true and complete and warranting to faithfully fulfill his/her obligations as a Director after being elected; and
- (d) when the general meeting intends to discuss the election of Directors, the notice of the meeting shall fully disclose the details of candidates for Directors.

Accordingly, if an H Shareholder intends to nominate a candidate for election as a Director, the following documents must be duly lodged at the registered office of the Company for the attention of the company secretary of the Company:

- (a) a notice of intention to nominate a candidate for election as a Director at the general meeting, duly signed by the H Shareholder with his/her name and address stated clearly in an eligible manner, validity of which is subject to verification and confirmation by the Company's H share registrar according to its records; and

- (b) a notice executed by the nominated candidate of his/her willingness to be appointed together with the information required to be disclosed under Rule 13.51(2) of the Listing Rules: (i) the basic information, resume and other written materials of the nominated candidate, (ii) that candidate's information and such other information, as set out under the heading "Required information of the candidate nominated by Shareholders" below, and (iii) the candidate's written consent to the publication of his/her personal data.

In order to ensure that other Shareholders would have sufficient time to receive and consider the information of the nominated candidate(s), H Shareholders are urged to lodge their written notice of the intention to propose a candidate for election as a Director as early as practicable in advance of the relevant general meeting and, in any case, not less than ten days before the date scheduled for holding the relevant general meeting, so that the Company can complete the verification procedure with the Company's H share registrar, and procure the publication of an announcement and/or the dispatch of a supplementary circular to Shareholders in compliance with the applicable requirements under the Listing Rules.

In the event that any such written notice is received by the Company before the date of holding the relevant general meeting, the Company will need to consider whether to adjourn the relevant meeting so as to give Shareholders a notice of at least 10 business days of the proposal in accordance with the Listing Rules.

Required information of the candidate nominated by Shareholders

In order to enable Shareholders to make an informed decision on their election of Directors, the aforementioned notice of intention to propose a resolution by a Shareholder shall be accompanied by the following information of the nominated candidate:

- (a) full name and age;
- (b) positions held with the Company and other members of the Company's group (if any);
- (c) experience including (i) directorships held in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability and integrity of the candidate;
- (e) length or proposed length of service with the Company;

- (f) relationships with any Directors, senior management, substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect that there is no information to be disclosed pursuant to any of such requirements nor are there any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (i) contact details.

NOTE: This procedure is written in Chinese. If there is any discrepancy between the English version and the Chinese version, the Chinese version shall prevail.