

## **PROCEDURES FOR A SHAREHOLDER TO PROPOSE A CANDIDATE FOR ELECTION AS A DIRECTOR**

According to the second amended and restated articles of association of the Company (the “**Articles**”), the Company may by ordinary resolution elect any person to be a director of the Company (“**Director**”) either to fill a casual vacancy on the board of directors of the Company (the “**Board**”), or as an addition to the existing Board.

Any one or more shareholder(s) of the Company (“**Shareholder(s)**”) holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition (such as election of Directors) pursuant to Article 58 of the Articles. The Board is required to hold the meeting within two months after the deposit of such requisition. If within twenty-one days of such deposit, the Board fails to proceed to convene the general meeting, the requisitions(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitions(s) as a result of the failure of the Board shall be reimbursed to the requisitions(s) by the Company.

If a Shareholder, who is duly qualified to attend and vote at any general meeting, wishes to propose a person other than a director of the Company for election as a Director at a general meeting, he/she must deposit a written notice (“**Notice**”) of his/her intention to propose such person for election as a Director at the head office of the Company at 10G, No. 36 Jianzhong Road, Tianhe Software Park, Tianhe District, Guangzhou, Guangdong, PRC or at the office of Tricor Investor Services Limited, the Hong Kong share registrar of the Company, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for the attention of the Company Secretary.

The Notice must state the full name of the candidate proposed for election as a Director, include the candidate’s biographical details as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and be signed by the Shareholder concerned. The Notice must also be accompanied by a confirmation letter signed by the candidate indicating his/her consent to accept the nomination.

The minimum length of the period during which the Notice may be given to the Company shall be at least seven (7) days and that (if the Notice is submitted after the dispatch of the notice of the general meeting appointed for election of Directors) the period for lodgment of the Notice will commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

## 股東提名人選參選董事的程式

根據第二次經修訂和重述的本公司章程（“章程”），本公司可通過普通決議推選一名人士為本公司董事（“董事”），以填補本公司董事會（“董事會”）臨時空缺或出任現任董事會新增成員。

根據章程第58條，本公司任何一名或多名股東（“股東”）持有附帶於本公司股東大會投票之權利的本公司實繳股本不少於十分之一，則有權隨時向董事會或本公司秘書發出書面請求，要求董事會召開特別股東大會，以處理有關請求書所指明之任何事項（如董事的選任）。董事會須於發出請求書之日起兩個月內舉行會議。如董事會於請求書發出之日起二十一日內未能召開股東會議，則該等請求者可按相同方式自行召開會議，而本公司須向請求者償付因董事會未能召開會議而使請求者產生的所有合理開支。

倘若股東（有適當資格出席並於股東大會上投票的人士）有意于股東大會上提名非本公司董事之人士參選董事，則該股東須將其有意提名該人士參選董事的書面通知（“通知”）遞交至本公司總部（地址為中國廣東省廣州市天河區天河軟體園建中路36號10樓），或卓佳證券登記有限公司的辦事處，即本公司的香港股票登記處（地址為香港皇后大道東183號合和中心22樓），抬頭注明公司秘書收。

通知必須標明獲提名參選董事的候選人全名，包括《香港聯合交易所有限公司證券上市規則》第 13.51(2)條要求的該候選人的履歷詳情，並經相關股東簽署。通知還須附帶經候選人簽署表示其同意接受提名的確認函。

可向公司遞交通知的最短期間應至少為七(7)天，而如果通知是在選任董事的相關股東大會通知發出後遞交的，遞交通知的期間開始日期將為寄發選任董事的相關股東大會通知發出後一天，而截止於股東大會日期前至少第七(7)天。