

**Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd.**  
**國鴻氫能科技(嘉興)股份有限公司**

**PROCEDURES FOR A SHAREHOLDER TO NOMINATE A PERSON  
FOR ELECTION AS A DIRECTOR**

Pursuant to the Company Law of the People's Republic of China as amended from time to time, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and other applicable laws and regulations, and the articles of association of Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd. (the "**Company**") (the "**Articles of Association**"), the shareholders of the Company (the "**Shareholders**") may put forward a proposal at a general meeting of shareholders to nominate a candidate for election as a director of the Company (the "**Director**").

Article 102 of the Articles of Association provides that directors shall be elected or replaced by the general meeting with a 3-year term, and may be relieved of their duties by the general meeting before the expiration of their term of office. Upon the expiration of the term, the directors may be re-elected and serve consecutive terms.

Article 57 of the Articles of Association provides that shareholders individually or jointly holding 3% or more of the Company's shares may submit ad hoc proposals in writing to the convener 10 days before a general meeting is convened. The convener shall issue a supplementary notice of the general meeting to inform the contents of the provisional proposals within 2 days upon receipt of the proposals.

Article 86 of the Articles of Association provides that the list of candidates for directors and supervisors shall be submitted to the general meeting for voting by way of proposal.

The candidates for directors of the first session of the Board and the candidates for the first session of the Supervisory Committee shall be nominated by the promoters. The methods and procedures for nominating the remaining directors and supervisors are as follows:

- (I) Upon re-election of the Board or addition of directors to the existing Board, the incumbent Board, the Supervisory Committee and shareholders individually or jointly holding more than 3% of the shares of the Company may nominate candidates for directors of the next session of the Board who are not representatives of the employees or candidates for additional directors without exceeding the number of persons to be elected;
- (II) Shareholders shall submit to the current Board of Directors and the Supervisory Committee the resume and basic information of the candidates for directors or supervisors nominated by them, which shall be examined by the current Board of Directors and the Supervisory Committee, and shall be submitted to the general meeting for election after examining the qualifications of directors or supervisors;
- (III) The candidates for directors or supervisors shall make written undertakings in accordance with the requirements of the Company, including but not limited to agreeing to accept the nomination, undertaking that the personal information submitted is true and complete, and ensuring that they will perform their duties after being elected;

- (IV) The nomination methods and procedures for independent non-executive directors shall be implemented in accordance with the relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association.

When voting on the election of directors and supervisors at the general meeting, the accumulative voting system shall be adopted in accordance with the Articles of Association or the resolution of the general meeting. However, the accumulative voting system shall be adopted for the election of two or more directors or supervisors. If the general meeting elects directors by accumulative voting, the voting of independent non-executive directors and non-independent non-executive directors shall be conducted separately.

The accumulative voting system referred to in the preceding paragraph refers to that, when the general meeting elects directors or supervisors, each share shall have the same number of voting rights as the number of directors or supervisors to be elected, and shareholders may cluster their voting rights. The Board shall inform the Shareholders of the biographies and basic information of the candidates for Directors and Supervisors.

Accordingly, if a shareholder wishes to nominate a candidate for election as the Director, the following documents must be duly filed with the Company Secretary at the registered office of the Company:

- (a) a notice of intention to nominate a candidate for election as the Director at a general meeting of shareholders, which shall be duly signed by the Shareholders and state clearly their names and addresses in a manner which complies with the conditions (which shall only be valid after verification and confirmation by the Company's Registrars according to their records); and
- (b) a notice signed by the nominated candidate indicating his willingness to be appointed, together with (i) written materials such as the nominated candidate's basic information and biographical details, (ii) information about the candidate required to be disclosed under Rule 13.51(2) of the Listing Rules and other information as set out in the "Information Required for the Candidate Nominated By Shareholders" below, and (iii) a letter of consent from the candidate for the disclosure of his personal information.

### **Information Required for the Candidate Nominated By Shareholders**

In order to enable Shareholders to make an informed decision on the election of Directors, the above described notice of intention to propose a resolution by a Shareholder should 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 Group (if any);
- (c) experience including (i) other directorships held in the past three(3) years with public companies of which the securities 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, pertaining to the ability or integrity of the candidate;
- (e) term of office or proposed term of office with the Company;
- (f) relationships with any Directors, supervisors, 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, representing that there is no information to be disclosed pursuant to any of such requirements nor there are 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.

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