



## Shanghai Sunmi Technology Co., Ltd.

(A joint stock company controlled through weighted voting rights and incorporated in the People's Republic of China with limited liability)

(Stock code: 6810)

# The Procedures for Shareholders to Nominate Directors

## 1. PROVISIONS OF THE ARTICLES OF ASSOCIATION

- 1.1 The provisions governing shareholder nominations for the election of directors of the Company are set forth in Article 67 of the Company's Articles of Association (the "**Articles of Association**"), which took effect on the date the Company's shares issued in connection with its initial public offering were listed on the Main Board of The Stock Exchange of Hong Kong Limited (and as may be amended from time to time).
- 1.2 An excerpt from Article 67 is as follows:

**“Article 67** When the Company convenes a Shareholders' meeting, the Board, the Audit Committee, and Shareholders individually or collectively holding 1% or more of the Company's Shares have the right to submit proposals to the Company.

*Shareholders individually or collectively holding 1% or more of the Company's Shares may submit extraordinary proposals in writing to the convener 10 days prior to the convening of the Shareholders' meeting. The convener shall issue a supplementary notice to the Shareholders' meeting within two days after receiving the proposal, announcing the content of the extraordinary proposal and submitting such extraordinary proposal to the Shareholders' meeting for deliberation.*

*Except where the extraordinary proposal violates laws, administrative regulations, or the provisions of the Articles of Association, or does not fall within the scope of the functions and powers of the Shareholders' meeting. Except for the circumstances stipulated in the preceding paragraph, after issuing the notice of the Shareholders' meeting, the convener shall not modify the proposals listed in the notice of the Shareholders' meeting or add new proposals.*

*Proposals not listed in the notice of the Shareholders' meeting or not conforming to the provisions of Article 66 of the Articles of Association shall not be voted on or resolved upon at the Shareholders' meeting.”*

## 2. PROVISIONS OF THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG (THE “LISTING RULES”)

- 2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:
- Publish an announcement or issue a supplementary circular when receiving the recommendation of the shareholders for electing directors at the general meeting following the publication of the notice of the general meeting;
  - Disclose the information required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules regarding the persons proposed for election as directors in the announcement or supplementary circular pursuant to Rule 13.51(2) of the Listing Rules;

- Publish the aforementioned announcement or issue the aforementioned supplementary circular no later than 10 business days prior to the date of the relevant general meeting; and
- Assess whether it is necessary to postpone the meeting at which directors are to be elected, in order to allow shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

### **3. THE PROCEDURES FOR SHAREHOLDERS TO NOMINATE DIRECTORS**

- 3.1 After the Company has published a notice of the general meeting, any shareholder wishing to propose a person (the “**Candidate**”) for election as a director of the Company at the general meeting must submit a written notice (the “**Notice**”) to the Company.
- 3.2 The notice (i) must contain the personal details of the candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the relevant shareholder, and the candidate must also sign it to confirm his or her intention to stand for election as a director and consent to the disclosure of his or her personal details.
- 3.3 To allow the Company’s shareholders sufficient time to consider proposals for the election of candidates for the Board of Directors, shareholders wishing to propose candidates for election to the Board are requested to submit and deliver their notices as early as possible prior to the date of the relevant general meeting.

### **4. REQUEST OF SHAREHOLDERS FOR THE CONVENING OF AN EXTRAORDINARY GENERAL MEETING**

- 4.1 Shareholders may, pursuant to Article 61 of the Articles of Association, request the Company to convene an extraordinary general meeting to nominate candidates for the position of director.

An excerpt from Article 61 is as follows:

*“Article 61 Shareholders holding minority interests in the Company and holders of Class B Shares have the right to convene an extraordinary Shareholders’ meeting and add new proposals to the meeting agenda; the minimum shareholding requirement is Shareholders holding 10% or more of the Company’s Shares (on a one-vote-per-share basis, excluding treasury Shares), and such request shall be made to the Board in writing. The Board shall, in accordance with laws, administrative regulations, and the Articles of Association, provide written feedback agreeing or disagreeing to convene an extraordinary Shareholders’ meeting within 10 days after receiving the request.”*

Shareholders are advised to refer to the Articles of Association for further details regarding the relevant procedures.

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