Victory Giant Technology (HuiZhou) Co., Ltd.

Procedures for Shareholders to Nominate Director Candidates

(Applicable after the Issuance and Listing of H Shares)

Article 1 In order to further clarify the nomination procedures for director candidates of Victory Giant Technology (HuiZhou) 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 "Listing Rules of the Stock Exchange"), and other applicable laws, regulations, and normative documents, as well as the Articles of Association of the Company, taking into account the actual circumstances of the Company.

Article 2 Pursuant to Rules 13.70 and 13.74 of the Listing Rules of the Stock Exchange, the Company shall comply with the following requirements:

(I) If, after the publication of the notice of a 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;

(II) The announcement or supplementary circular must include the information of the proposed director required to be disclosed under Rule 13.51(2) of the Listing Rules of the Stock Exchange;

(III) The circular must be published not less than 10 business days prior to the date of the relevant shareholders' meeting; and

(IV) 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.

Article 3 Procedures for shareholders to nominate candidates for directorship:

Shareholders individually or collectively holding more than 3% of the Company's voting shares are entitled to nominate candidates for non-independent directors; the Board of Directors of the Company, and shareholders individually or collectively holding more than 1% of the Company's issued shares, are entitled to nominate candidates for independent directors. Any ad hoc proposal submitted by shareholders to the Company shall be proposed at least 10 days prior to the convening of the shareholders' meeting and submitted in writing to the convener. The convener shall, within 2 days upon receipt of such proposal, notify other shareholders or issue a supplementary notice of the shareholders' meeting to announce the contents of the ad hoc proposal.

Where a shareholder intends to nominate a candidate for election as a director, the following documents shall be formally submitted to the Company Secretary at the registered office of the Company:

(I) A notice of intention to propose the candidate for election as a director at the shareholders' meeting, duly signed by the shareholder, clearly stating the name and address of the shareholder in a qualified manner (which shall be valid only after verification and confirmation by the Company's share registrar based on its records); and

(II) A notice signed by the nominated candidate indicating his/her willingness to be appointed, together with: 1. written materials on the basic particulars and résumé of the nominated candidate; 2. the information of the candidate required to be disclosed under Rule 13.51(2) of the Listing Rules of the Stock Exchange and other information set out in Article 4 of these Procedures; and 3. the candidate's consent to the publication of his/her personal data.

A shareholder wishing to nominate a candidate for election as a director must submit the candidate's curriculum vitae in writing to the convener of the shareholders' meeting 10 days before the meeting.

To allow the Company's shareholders to have sufficient time to consider the proposal of election of the candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit the nomination notice as early as practicable before the relevant shareholders' meeting.

Article 4 To enable shareholders to make an informed decision when electing directors, the shareholder's notice of intention to propose a resolution must be accompanied by the following information of the nominated candidate:

(I) Full name and age;

(II) Position(s) held with the Company and any other member(s) of the Company's group (if any);

(III) Experience, including 1. directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and 2. other major appointments and professional qualifications;

(IV) The candidate's current occupation and other information relevant to the candidate's abilities and integrity that shareholders should be aware of (including business experience and educational background);

(V) Length or proposed length of service with the Company;

(VI) Relationships with any of the Company's directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules of the Stock Exchange), or an appropriate negative statement;

(VII) Interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;

(VIII) A declaration made by the nominated candidate in relation to the information required to be disclosed under Rules 13.51(2)(h) to (w) of the Listing Rules of the Stock Exchange, or an appropriate negative statement, to the effect that there is no information that needs to be disclosed under such provisions and that there are no other matters concerning the nominated candidate for directorship that require the attention of shareholders; and

(IX) Contact Details.

Article 5 In case of any inconsistency between these Procedures and the then-effective laws, administrative regulations, departmental rules, normative documents and the laws and regulations of the place where the Company's shares are listed, the provisions of the relevant laws, administrative regulations, departmental rules, normative documents and the laws and regulations of the place where the Company's shares are listed shall prevail.

Article 6 These Procedures shall be amended by the Company's Board of Directors pursuant to the relevant laws, regulations, normative documents and the securities regulatory rules where the Company's shares are listed, and shall be submitted to the Company's shareholders' meeting for consideration and adoption, and the Board of Directors shall be responsible for interpretation.

Article 7 These Procedures shall become effective and be implemented from the date of listing of the Company's H shares on The Stock Exchange of Hong Kong Limited after being considered and passed by the Company's Board of Directors.

Victory Giant Technology (HuiZhou) Co., Ltd.