

Shanghai Zhida Technology Development Co., Ltd.

PROCEDURE FOR SHAREHOLDERS TO NOMINATE CANDIDATES FOR ELECTION AS A DIRECTOR

Shareholders of Shanghai Zhida Technology Development Co., Ltd. (the “**Company**”) may, in accordance with the provisions of the Company’s Articles of Association (the “**Articles**”), nominate candidate(s) for election as a director of the Company at general meetings (including annual general meetings and extraordinary general meetings) convened by the Company for the election of director(s).

1. Shareholders holding individually or collectively more than one per cent (1%) of the shares of the Company are entitled to submit a written proposal for the nomination of director(s) to the board of directors ten (10) days prior to convening of a general meeting.
2. Shareholders nominating director(s) shall provide resume of the nominee(s). Prior to the convening of a general meeting for the election of director(s), the Company’s board of directors shall publish the aforementioned information relating to the director(s).
3. Written notice of the intention to nominate candidate(s) for election as a director and the candidate’s acceptance of the nomination shall be given to the Company no less than seven (7) days prior to the convening of the general meeting, and such notice period shall be no less than seven (7) days. The period for giving such notice to the Company shall commence on the date following the publication of the notice convening the general meeting for the election of director(s), and shall end on seven (7) days prior to the convening of such general meeting.