

**China PengFei Group Limited**  
**中国鹏飞集团有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

(the “**Company**”)

(Stock Code: 3348)

**Procedures for shareholders to propose a person  
for election as director**

According to the amended and restated memorandum and articles of association (the “**Articles**”) of the Company, the Company may from time to time in general meeting 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 (the “**Board**”) or as an additional Director.

Pursuant to Article 113 of the Articles, no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, save that a shareholder (not being the person to be proposed and who is qualified to attend and vote at the general meeting for which notice of such general meeting is given) may propose a person as a Director at a general meeting following the procedures described below. Such procedures are subject to the Articles and applicable legislation and regulations, in particular the Companies Law (as revised) of the Cayman Islands.

If a shareholder of the Company wishes to propose a person (“**Nominated Candidate**”) for election as a Director at any general meeting:

1. such shareholder (“**Shareholder**”) shall lodge at the head office or at the registered office of the Company:
  - (i) a written notice of its intention to propose the Nominated Candidate for election as a Director, duly signed by the Shareholder with its name, contact address and contact telephone number stated in an eligible manner; and

- (ii) a written notice signed by the Nominated Candidate of his/her willingness to be elected as a Director together with biographical details and information of the Nominated Candidate as would be required to be disclosed under 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;
2. the period for lodgment of such notices shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting; and
  3. the minimum length of the period during which such notices to the Company may be given is at least 7 days.