

Beijing Zhongke WengeAI Science and Technology Co., Ltd.

(北京中科聞歌科技股份有限公司)

(A joint stock company incorporated in the People's Republic of China with limited liability)

(於中華人民共和國註冊成立的股份有限公司)

(Stock Code: 1956)

(股份代號：1956)

(the “Company”)

(「本公司」)

Procedures for Shareholders to

Nominate Candidates for Election as Directors

股東提名人士參選董事的程序

1. In order to further clarify the nomination procedures for director candidates of Beijing Zhongke WengeAI Science and Technology Co., Ltd. (the “**Company**”), 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 (the “**Hong Kong Listing Rules**”) and other applicable laws, regulations, normative documents and the Articles of Association of the Company, the Company has formulated the following rules in light of the actual conditions of the Company.

1. 為了進一步明確北京中科聞歌科技股份有限公司（以下簡稱「**公司**」）董事候選人的提名程序，根據《中華人民共和國公司法》《中華人民共和國證券法》《香港聯合交易所有限公司證券上市規則》（以下簡稱「**香港上市規則**」）及其他適用法律、法規、規範性檔以及公司的《公司章程》的規定，結合公司實際情況，特制定本規範。

2. Requirements of the Hong Kong Listing Rules

2. 香港上市規則的規定

2.1. Pursuant to Rules 13.70 and 13.74 of the Hong Kong Listing Rules, the Company shall:

2.1. 根據香港上市規則第 13.70 條及 13.74 條，公司必須遵守以下規定：

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of the general meeting;

如公司在刊發股東會通告後，收到一名股東提名某名人士於股東會上參選董事的通知，公司必須刊登公告或發出補充通函；

- include in the announcement or supplementary circular the particulars required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules of such person proposed to be elected as a director;

公告或補充通函內須包括該被提名參選董事人士按香港上市規則第 13.51(2)條規定而須披露的資料；

- publish such circular not less than 10 business days before the date of the relevant general meeting; and

通函必須在有關股東會舉行日期前不少於 10 個營業日前刊登；及

- assess whether or not it is necessary to adjourn the meeting for the election of a director to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

公司必須評估是否需要將選舉董事的會議押後，讓股東有至少 10 個營業日考慮公告或補充通函所披露的有關資料。

3. Procedures for shareholders to nominate candidates for election as directors

3. 股東提名人士參選董事的程序

3.1. The Board and shareholders who individually or collectively hold 1% or more of the shares of the Company may propose candidates for directors to the general meeting by way of written proposals. Interim written proposals submitted by shareholders to the Company shall be delivered to the Company 10 days before the general meeting.

3.1. 董事會以及單獨或合併持有公司 1%以上股份的股東可以以書面提案方式向股東會提出董事候選人。股東向公司提出的臨時書面提案應當在股東會召開十日前送達公司。

3.2. The written proposals must (i) include the personal information of the candidate required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules; and (ii) be signed by the candidate to indicate his/her willingness to accept the appointment and consent to the publication of his/her personal information.

3.2. 該書面提案必須：(i)包括候選人按香港上市規則第 13.51(2)條規定而須披露的個人資料；及(ii)由候選人簽署以表示其願意接受委任和同意公佈其個人資料。

3.3. In order to allow the Company's shareholders to have sufficient time to consider the proposals on the election of candidates as directors of the Company, shareholders who wish to make proposals are advised to submit and lodge their nomination notices as early as practicable before the relevant general meeting.

3.3. 為了讓公司的股東有充足時間考慮有關選舉候選人為公司董事的建議，公司促請擬提建議的股東於有關股東會前盡早遞交其提名通知。

4. These nomination procedures shall be effective and implemented from the date of initial public offering of overseas listed shares (H shares) of the Company and listing on the Main Board of The Stock Exchange of Hong Kong Limited after being considered and approved on the general meeting of the Company.

4. 本提名程序於公司股東會審議通過後，自公司首次公開發行境外上市股份（H 股）並在香港聯合交易所有限公司主機板上市之日起生效並施行。