



NEXION TECHNOLOGIES LIMITED

(incorporated in the Cayman Islands with limited liability)

(于開曼群島註冊成立的有限責任公司)

(Stock code: 8420)

(股份代號：8420)

(the “Company”)

(本「公司」)

SHAREHOLDERS’ RIGHTS

股東權利

1. The way in which shareholders of the Company (“Shareholders”) can convene an extraordinary general meeting (“EGM”)

本公司股東(「股東」)召開股東特別大會(「股東特別大會」)的方法

Pursuant to article 12.3 of the articles of association of the Company (the “**Articles**”), EGMs shall also be convened on the written requisition of two or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings of the Company, to require an EGM to be called by the board of directors of the Company (the “**Board**”) for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed duly to convene such meeting, the requisitionist(s) themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

The requisition shall state the purposes of the meeting, and shall be signed by the requisitionists and lodged to the company secretary of the Company (the “**Company Secretary**”) at the Company’s principal place of business at Unit 09, 16/F, Wellborne Commercial Centre, 8 Java Road, North Point, Hong Kong and may consist of several documents in like form each signed by one or more requisitionist(s).

根據本公司組織章程(「**組織章程**」)細則第 12.3 條，本公司董事會(「**董事會**」)可於兩名或以上持有不少於本公司實繳股本(附有於本公司股東大會上之投票權)十分之一的股東要求下召開股東特別大會。該大會須於遞呈要求後兩個月內舉行以審議該遞呈中要求的事宜。倘董事會於遞交要求 21 天內未能召開股東特別大會，遞呈要求人士本身可以相同方式召開會議。遞呈要求人士因董事會未能舉行會議而產生的一切合理費用，應由本公司償付遞呈要求人士。

遞呈要求須列明召開會議之目的及由遞呈要求之人士簽署，並交回本公司之主要營運地點(香港北角渣華道八號威邦商業中心 16 樓 9 室)本公司公司秘書(「**公司秘書**」)，有關遞呈要求可為一式多份，每份經由一名或多名遞呈要求之人士簽署。

2. The procedures Shareholders can use to propose a person for election as a Director

股東提名候選董事的程序

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, unless notice in writing of the intention to propose that person for election as a Director by a shareholder and notice in writing by that person of his willingness to be elected including that person's biographical details as required by Rule 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**"), shall have been lodged to the Company Secretary at the Company's principal place of business at Unit 09, 16/F, Wellborne Commercial Centre, 8 Java Road, North Point, Hong Kong, at least seven days before the date of the general meeting. The lodgement of notice should also be in compliance with the other requirements of the GEM Listing Rules.

除於股東大會上退任的董事外，除非獲董事會推選，否則概無任何人士符合資格於任何股東大會上被選為董事，除非股東以書面通知，擬將該人選為董事，及該人自願出選的書面通知，且根據香港聯合交易所有限公司創業板上市證券上市規則「**創業板上市規則**」第 17.50（2）條的要求提供個人履歷，並於股東大會日期至少前七天，交回本公司主要營業地點（香港北角渣華道八號威邦商業中心 16 樓 9 室）公司秘書，提呈通知亦應符合創業板上市規則的其他規定。

3. The procedures for sending enquiries to the Board

向董事會發出詢問的程序

Any shareholder(s) of the Company who wish to raise his/their enquiries concerning the Company to the Board may deliver his/their written enquiry(ies) to the principal place of business of the Company in Hong Kong with the address at Unit 09, 16/F, Wellborne Commercial Centre, 8 Java Road, North Point, Hong Kong or at any address notified by the Company from time to time and for the attention of the chairman of the Board and the Company Secretary. Upon receipt of the enquiries, the Company would reply as soon as possible.

本公司任何股東如希望向董事會查詢本公司，可將其書面查詢提交到本公司在香港的主要營業地點，地址為香港北角渣華道八號威邦商業中心 16 樓 9 室，或本公司不時通知本公司董事會主席及公司秘書的任何地址。收到查詢後，本公司將盡快回覆。

Dated: 15 June 2017

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