



XINYI SOLAR HOLDINGS LIMITED

信義光能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00968)

Mechanisms available for shareholders to propose a person for election as a director of the Company

(i) Require the holding of an extraordinary general meeting

Pursuant to Article 58 of the articles of association (the “**Articles**”) of the Company, shareholder(s) of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (the “**Requisitionist(s)**”) shall have the right, by written requisition to the board (the “**Board**”) of directors (the “**Directors**”) or the company secretary of the Company, to require (the “**Requisition**”) an extraordinary general meeting (the “**EGM**”) to be called by the Board for the purpose of, among other things, electing a Director.

The EGM shall be held within two months after the deposit of the Requisition. In the event that the Board fails to convene the EGM within twenty-one days of the deposit of the Requisition, the Requisitionist(s) 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.

(ii) Propose at a general meeting which is to be held for the purpose of electing a director

Pursuant to Article 85 of the Articles, in the event that a general meeting is to be held for the purpose of electing a Director, if a shareholder of the Company (other than the person to be proposed as a Director) who is qualified to attend and vote at that general meeting wishes to propose a person other than a retiring Director for election as a Director at that general meeting, he/she can deposit a signed written notice (the “**Nomination Notice**”) of his/her intention to propose such person as a Director together with a notice (the “**Consent Notice**”) signed by the person to be proposed of his/her willingness to be elected at the principal place of business of the Company in Hong Kong or at the office of the Company’s share registrar in Hong Kong.

The minimum length of the period, during which the Nomination Notice and the Consent Notice are given, shall be at least seven days and that (if the Nomination Notice and the Consent Notice are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of the Nomination Notice and the Consent Notice shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

In order for the Company to inform its shareholders of the proposed nomination for election of a Director, the Requisition, the Nomination Notice and the Consent Notice must state the full name of the person proposed for election as a Director, including such person's biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.