

Company Number: 11955142

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

XRENEWABLE LTD

6 June 2021 ("Circulation Date")

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the following resolutions are proposed as three special resolutions of the Company (as indicated):

SPECIAL RESOLUTIONS

1. **THAT**, the Company enter into a side letter with Ning Zhang ("NZ") (the "Side Letter"), in relation to NZ having advanced a loan to the Company on 10 March 2020 (the "Loan"), the terms of such loan included a right granted by the Company to NZ to convert the Loan into ordinary shares of £0.01 each in the capital of the Company (the "Convertible Loan"), subject to the terms of the Side Letter.
2. **THAT**, the directors of the Company be and are hereby empowered to allot equity securities including the grant of the Convertible Loan to NZ (as defined in section 560 of the Companies Act 2006 (the "Act")) pursuant to the authority conferred upon them by section 550 of the Act, as if section 561(1) of the Act did not apply to any such allotment or the grant of the Convertible Loan, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £2.22 and shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed.
3. **THAT** the articles of association of the Company attached hereto be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

Please read the notes at the end of this document before signifying your agreement to the resolutions.

We, the undersigned, being the persons eligible to vote on the above resolutions on the Circulation Date hereby irrevocably agree to each of those resolutions.

SIGNED by NING ZHANG:

NING ZHANG
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DATED:

6 June 2021.....

SIGNED by XING JIN:

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DATED:

6 June 2021.....

NOTES:

1. You may choose to agree to all of the resolutions set out in this document or none of them, but you cannot choose to agree to only some of them. If you agree to all of the resolutions, please sign and date this document to confirm your agreement and then return it to the Company using one of the following methods:
 - By Hand: delivering the signed copy to the Company's registered office.
 - By Post: returning the signed copy by post to the Company's registered office.
2. If you do not agree to all the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the Circulation Date. If you agree to the resolutions, please ensure that your agreement reaches us before that date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.