



KELUN-BIOTECH
科伦博泰

Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.

四川科倫博泰生物醫藥股份有限公司

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

(the “**Company**”)

(Stock Code: 6990)

THE NOMINATION PROCEDURE OF DIRECTOR CANDIDATE BY SHAREHOLDERS

Pursuant to the relevant requirements of, inter alia, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company (the “**Articles**”), a summary of the procedure for a shareholder of the Company (the “**Shareholder**”) to propose a person for election as a director (including candidates for independent directors) of the Company is as follows:

- If a Shareholder wishes to propose a person other than a retiring director of the Company (the “**Director**”) for election as a Director, the Shareholder must deposit a written notice (the “**Notice**”) to the principal place of business of the Company in Hong Kong, at 5/F, ManulifePlace, 348 Kwun Tong Road, Kowloon, Hong Kong, for the attention of the company secretary of the Company (the “**Company Secretary**”).
- A Shareholder may nominate a director candidate in compliance with the relevant requirements of the Articles. The aforesaid Shareholder may nominate a director candidate by submitting an ad hoc proposal in writing at least seven days prior to the convening of the Company’s general meeting of the Shareholders (the “**general meeting**”), the aforesaid Shareholder is required to submit the ad hoc proposal in writing to the board of Directors (the “**Board**”); the Board shall, after consulting the nominee and examining his/her qualifications for appointment, notify other Shareholders within two days upon receiving the proposal, and such ad hoc proposal shall be submitted to the general meeting for consideration. Meanwhile, the Company shall provide the relevant particulars of the nominated director for election as required to be disclosed under the Listing Rules in the announcement or supplementary circular to be published. In such circumstances, pursuant to Rule 13.70 of the Listing Rules, the convener of the general meeting shall assess whether the general meeting is to be adjourned to give the Shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.
- The director candidate shall, prior to the convening of the general meeting, give written undertakings that he/she agrees to accept the nomination, and that his/her personal information disclosed to the public is true and complete, and undertake that he/she will duly perform the obligations as a Director after he/she is elected.
- A written notice concerning the intention to nominate the director candidate and the nominee’s statement for acceptance of the nomination, together with the relevant written materials in relation to the director candidate shall be sent to the Company no earlier than the day after the notice of the general meeting is despatched and no later than seven days before the general meeting is convened. The period of relevant nomination and statement for acceptance shall be no less than seven days. The Board shall provide the Shareholders with the biographical details and basic information of the director candidate.

- To comply with the relevant disclosure requirements of a director of an issuer under the Listing Rules and in order to enable the Shareholders to make an informed decision for the election of a Director, the Board shall provide the Shareholders with the biographical details and basic information of the director candidate including, but not limited to, the following:
 - (a) full name and age;
 - (b) position(s) held with the Company and/or its subsidiaries (if any);
 - (c) relevant experience including (i) other directorships held in the past three years in public companies whose securities are listed on any securities markets in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
 - (d) current employment (including part-time employment) and such other information (which may include business experience, education background and academic qualifications) of which Shareholders should be aware of, pertaining to the ability and integrity of the candidate, the term of office or suggested term of office as a director of the Company;
 - (e) relationship with the Company or any director, senior management, substantial Shareholder or controlling Shareholder (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
 - (f) interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
 - (g) a statement made by the nominee in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to the effect that there is no information to be disclosed pursuant to any of such requirements nor there is any other matter relating to the nominee's standing for election as a Director that needs to be brought to the Shareholders' attention;
 - (h) whether he/she was subject to any punishment by the China Securities Regulatory Commission, The Stock Exchange of Hong Kong Limited, the Securities and Futures Commission of Hong Kong and other relevant authorities and any disciplinary action by stock exchanges; and
 - (i) contact details.
- Shareholder(s) individually or collectively holding 1% or more of the issued shares of the Company may nominate a non-employee representative to be a director candidate. The nominee of the independent non-executive directors shall make a statement to the effect that he/she is not related to the Company in anyway that might affect his/her independence and objective judgment.
- The nomination committee of the Board shall have sufficient knowledge of the profession, academic qualifications, titles and detailed information on working experiences including all part-time employments of the nominee, and shall furnish an opinion in respect of the nominee's qualifications and independence (if applicable) to act as an independent Director.
- In case of any discrepancies between the Chinese and the English versions of this document, the Chinese version shall prevail.