



## SinoMab BioScience Limited

中國抗體製藥有限公司

*(Incorporated in Hong Kong with limited liability)*

### PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR THE ELECTION AS A DIRECTOR

#### 1. Provisions in the Articles

Set out below is article 109(b) of the articles of association<sup>1</sup> (the “**Articles**”) of the Company which provides the provisions in which a shareholder of the company can propose (the “**Nomination Proposal**”) a person (the “**Candidate**”) for election as a director of the Company (the “**Director**”) at a general meeting:

*No person (other than a Director retiring in accordance with these Articles) shall unless recommended by the Board for re-election, be eligible for election to the office of Director at any general meeting under paragraph (a) above unless:*

- (i) he is recommended by the Board for re-election; or*
- (ii) he is nominated by notice in writing by a member (other than the person to be proposed) entitled to attend and vote at the meeting, and such notice of nomination shall be given to the Company Secretary within the seven-day period (or a longer period as may be determined by the Directors from time to time) commencing no earlier than the day after the despatch of the notice of such meeting and ending no later than seven days prior to the date appointed for such meeting. The notice of nomination shall be accompanied by a notice signed by the proposed candidate indicating his willingness to be appointed or re-appointed.*

#### 2. Requirements under the Listing Rules

Rules 13.70 and 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) are of relevance to a Nomination Proposal and state as follows:–

##### **Nomination of directors**

13.70 The issuer shall publish an announcement in accordance with rule 2.07C 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 issuer after publication of the notice of meeting. The issuer shall include particulars of the proposed director in the announcement or supplementary circular.

*Note: The issuer must assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.*

<sup>1</sup> The full Articles are available for viewing on the Company’s website.

## Notices

13.74 The issuer shall also disclose the details required under rule 13.51(2) of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting (including, but not limited to, an annual general meeting).

### 3. The Procedures for making a Nomination Proposal

If a shareholder wishes to make a Nomination Proposal, such shareholder shall deposit a written notice (the “**Notice**”) with the company secretary of the Company, at Units 303 and 305 to 307, No. 15 Science Park West Avenue, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong.

The Notice must (i) include details of the Candidate as required by Rule 13.51(2) of the Listing Rules; (ii) be signed by the shareholder making the Nomination Proposal with contact details (e.g. full name, contact telephone number, correspondence address); and (iii) be enclosed with a letter signed by the Candidate consenting to their willingness to be elected and to the disclosure of information relating to themselves in any publication of the Company.

The period for lodgment of the Notice shall commence on the day after the dispatch of the notice of the relevant general meeting and end no later than seven days prior to date of such general meeting.

In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, shareholders who wish to make the proposal are urged to submit and deliver the Notice as early as practicable.