# Guangzhou Innogen Pharmaceutical Group Co., Ltd.

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

## 1. Shareholders' Eligibility to Propose A Director

1.1 The directors (the "**Directors**") of Guangzhou Innogen Pharmaceutical Group Co., Ltd. (the "**Company**") shall be elected at general meeting for a term of office of three years. Upon expiration of his/her term, Director shall be entitled to be re-elected. However, an independent non-executive Director shall not serve more than nine years consecutively.

1.2 Shareholders who individually or jointly holds 5% or more of the Company's voting shares have the right to put forward proposals in writing to the convener on candidate for Director (other than independent non-executive Director); shareholders who individually or jointly holds 1% or more of the Company's voting shares have the right to put forward proposals in writing to the convener on candidate for independent non-executive Director. After the convener issues the notice convening a general meeting for the election of Directors, shareholders who individually or jointly holds Company's voting shares reaching aforesaid prescribed proportion have the right to propose a new candidate for Director before the convening of the meeting, and the convener shall handle by following the regulatory rules of the place where shares of the Company are listed and the provisions of the Articles of Association of Guangzhou Innogen Pharmaceutical Group Co., Ltd. (the "**Articles of Association**"). The number of candidates proposed shall comply with the regulatory rules of the place where shares of the Company are listed and the provisions of the Articles of Association, and shall not exceed the number to be elected. Written notice of the intention to nominate a candidate for directorship and the candidate's indication of his or her willingness to accept the nomination shall be sent to the Company not later than seven days before the date of such general meeting.

1.3 Shareholders who individually or jointly holds 10% or more of the Company's voting shares may propose an extraordinary general meeting in writing to the board of Directors to nominate candidates for directorship. For such proposal, the board of Directors shall, in accordance with laws, administrative regulations, the regulatory rules of the place where shares of the Company are listed and the Articles of Association, give a written response on whether or not it agrees to convene such extraordinary general meeting within 10 days after receipt of the proposal.

## 2. Procedures for Shareholders to Propose A Person for Election as A Director

2.1 If an eligible shareholder wishes to propose an individual (the "**Candidate**") for election as a Director of the Company at the general meeting by the means mentioned above, a written notice (the "**Nomination Notice**") shall be deposited at the Company's registered office. The Nomination Notice shall (i) include the personal information of the Candidate required to be disclosed by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"); and (ii) be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to accept appointment and consent of publication of his/her personal information.

2.2 The period given by the Company to relevant nominators and nominees to submit the aforesaid notices and documents shall commence on the day after the dispatch of the notice of the general meeting for the election and end no later than 7 days prior to the 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 of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Nomination Notice as early as practicable before the relevant general meeting.

2.3 The Company shall publish an announcement in accordance with relevant laws and regulations, the regulatory rules of the place where shares of the Company are listed and the Articles of Association 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 Company after publication of the notice of the general meeting. The announcement or supplementary circular shall include the particulars of the proposed director required to be disclosed by Rule 13.51(2) of the Hong Kong Listing Rules. Such announcement or supplementary circular shall be published not later than 10 business days before the date of such general meeting.

2.4 For the matters which are not covered by this policy or contradict the laws and regulations currently enforced, issued from time to time or revised, the regulatory rules of the place where shares of the Company are listed or the Articles of Association being formulated or amended according to legal procedures upon this policy became effective, such laws and regulations, regulatory rules of the place where shares of the Company are listed or the Articles of Association shall prevail, and this policy shall be amended in a timely manner and submitted to the board of Directors of the Company for consideration and approval. Where laws, administrative regulations, departmental rules, regulatory documents, the regulatory rules of the place where shares of the Company are listed and the Articles of Association have any other provisions, such provisions shall prevail.

## 3. Effectiveness

3.1 This policy shall come into force from the date when the Company's H shares being listed on The Stock Exchange of Hong Kong Limited for dealing.