

VISEN Pharmaceuticals

维昇药业

(incorporated in the Cayman Islands with limited liability)

(hereinafter the “Company”)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON OTHER THAN A RETIRING DIRECTOR FOR ELECTION AS A DIRECTOR

- If a shareholder of the Company (the “**Shareholder**”) wishes to propose a person other than a director of the Company (the “**Director**”) for election as a Director, the Shareholder must deposit a written notice (the “**Notice**”) to the address of the Company Secretary in Room 1919, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong, for the attention of the company secretary of the Company (the “**Company Secretary**”).
- The Notice must state clearly the name, the contact information of the Shareholder and his/her/their shareholding, the full name of the person proposed for election as a Director, including the 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 (the “**Listing Rules**”), and be signed by the Shareholder concerned (other than the person to be proposed). The Notice must also be accompanied by a letter of consent (the “**Letter**”) signed by the person proposed to be elected on his/her willingness to be elected as a Director.
- The period for lodgment of the Notice and the Letter will commence no earlier than the day after the dispatch of the notice by the Company of the general meeting appointed for election of Directors and end no later than seven (7) days prior to the date of such general meeting and the minimum length of the period during which the Notice to the Company may be given will be at least seven (7) days. The Company shall publish an announcement in accordance with Rule 2.07C of the Listing Rules or issue a supplementary circular upon receipt of a Notice from a shareholder where the Notice is received by the Company after publication of the notice of meeting. The Company shall include particulars of the proposed director in such an announcement or supplementary circular. The Company must give shareholders at least seven (7) days to consider the relevant information disclosed in such an announcement or supplementary circular prior to the date of the meeting of the election.
- The Notice will be verified by the Company Secretary with the Hong Kong Branch Share Registrar of the Company and upon their confirmation that the request is proper and in order, the Company Secretary will ask the nomination committee of the Company and the board of directors of the Company to consider to include the resolution in the agenda for the general meeting proposing such person to be elected as a Director.
- The Company must publish the procedures for shareholders to propose a person for election as a director on its website.

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(於開曼群島註冊成立的有限公司)

(下稱“公司”)

股東提名董事(非退任董事)人選的程序

- 如果公司的股東(“股東”)打算提名非公司董事(“董事”)的人士來參選董事,股東必須存放一份書面通知(“通知”)于公司秘書的地址(利園一期 19 樓 1919 室,希慎道 33 號,香港銅鑼灣,收件人爲公司秘書(“公司秘書”))。
- 通知必須清楚地載明股東名字、其聯絡信息和他/她/他們持有的股份,打算爲選舉董事提名的人選的全名,包括香港聯合交易所有限公司證券上市規則(“上市規則”)第 13.51(2)條要求的此人的簡歷信息,并且由相關的股東簽字(而非所提名的人選)。通知也必須附有所提名參選的人簽署的關於他/她願意擔任董事的同意函(“同意函”)。
- 通知及同意函的交存期將從公司派發選舉董事的相關股東大會通知的第二天開始並在不遲于該等股東大會日期前 7 天結束,而向公司發出通知之最短期間須爲最少 7 天。如公司在刊發股東大會通告后才收到股東發出的通知,公司須按照上市規則第 2.07C 條的規定刊登公告或發出補充通函;公司應該在該等公告或補充通函內包括該被提名參選董事人士的資料。公司必須讓股東在選舉董事的會議日期前有至少 7 天考慮上述公告或補充通函所披露的有關資料。
- 該通知將由公司秘書向公司股份過戶登記分處驗證并確認請求的適當及符合議事規程時,公司秘書將請求公司的提名委員會和公司的董事會考慮將決議包括在提議該人選參選董事的股東大會的議程中。
- 公司必須在公司網站公佈股東提名候選董事的程序。