



New Ray Medicine
新銳醫藥

New Ray Medicine International Holding Limited

新銳醫藥國際控股有限公司

(Incorporated in Bermuda with limited liability)

(the “Company”)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS DIRECTOR

1. PROVISIONS IN THE COMPANY’S BYE-LAWS

1.1 The provisions for a shareholder to propose a person for election as a director of the Company (the “**Director**”) are laid down in Bye-law 85 of the Company’s Bye-laws.

1.2 Bye-law 85 is set out below:

No person, other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office of the Company and the length of period, during which such Notice(s) are given, shall be the seven (7) days period following the despatch of the notice of the general meeting appointed for such election (or such other period for the lodgment of Notice(s) as may be determined by the Directors from time to time, provided that such other period shall be at least seven (7) days, commencing no earlier than the day after the despatch of the notice of the general meeting and end no later than seven (7) days prior to the date appointed for such general meeting).

2. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

- 2.1 If a shareholder of the Company wishes to propose a person other than a Director for election as a Director at the Company's general meeting ("**Proposal**"), he/she should lodge a written notice setting out the Proposal with his/her contact details (e.g. name and address) clearly stated in an eligible manner, validity of which is subject to verification and confirmation by the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, according to its records, at the head office of the Company at Room B-C, 37/F, Dikai International Center, 19 Dangui Road, Hangzhou, the People's Republic of China for the attention of the Company Secretary.
- 2.2 The Notice (i) must include the personal information of the candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
- 2.3 The period for lodgment of the Notice shall commence no earlier than the day after the despatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.
- 2.4 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 lodge the Notice as early as practicable.

3. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "LISTING RULES")

- 3.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:
 - publish an announcement 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 general meeting;
 - include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of such person proposed to be elected as a director;
 - publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
 - 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.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.