

GenFleet Therapeutics (Shanghai) Inc.

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

(the "Company")

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

1. PROVISIONS OF THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "LISTING RULES")

1.1 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 shareholders' notice proposing a person for election as a director at the general meeting after the issuance of the notice of the general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
- publish such announcement or issue such 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 for election of directors to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

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

- 2.1 The provisions for shareholders to propose a person for election as a director of the Company are set out in the Articles of Association (the "**Articles of Association**"), which takes effect on the date of the listing of the shares publicly issued by the Company on the Main Board of The Stock Exchange of Hong Kong Limited (and as may be amended from time to time).
- 2.2 Where a general meeting is convened by the Company, the Board of Directors, the Supervisory Committee, and any shareholder(s) individually or collectively holding 1% or more of the Company's voting shares shall have the right to submit proposals to the Company. Any shareholder(s) individually or collectively holding 1% or more of the Company's voting shares may submit ad hoc proposals in writing to the convener 10 days before the convening of the general meeting.
- 2.3 The proposal: (i) must contain 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 to the publication of his/her personal information.
- 2.4 The period for lodgement of the proposal shall commence on the day after the dispatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting.

- 2.5 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 Notice as early as practicable before the relevant general meeting.

3. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

- 3.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company pursuant to Article 49 of the Articles of Association.

Extract of Article 49 is set out below:

The shareholder(s) severally or jointly holding 10% or more of the voting shares of the Company shall have the right to propose to the Board to convene an extraordinary general meeting and such proposal shall be made to the Board in writing. The written proposal shall state the subject of the meeting and present a complete proposal.

Shareholders are advised to refer to the Articles of Association for further details of the procedures involved.