

# **Cutia Therapeutics**

## **科笛集团**

(A company incorporated in the Cayman Islands with limited liability)  
(the “Company”)

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

#### **1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION**

- 1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 15.5 and Article 15.6 of the Company’s Articles of Association (the “**Articles**”) which takes effect on the date of the listing of the shares of the Company (and as may be amended from time to time).
- 1.2 Extract of Article 15.5 is set out below:

*“The Board may at any time appoint any person to be a Director either to fill a casual vacancy or as an additional Director, subject to any maximum number fixed by the members in general meeting or these Articles. Any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at such meeting. Any Director appointed under this Article shall not be taken into account in determining the number and identity of Directors to retire by rotation pursuant to Article 15.1.”*

- 1.3 Extract of Article 15.6 is set out below:

*“No person, other than a retiring Director, shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting, unless during the period, which shall be at least seven (7) days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven (7) days prior to the date of such meeting, there has been received by the Company notice in writing by a member (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected. The Company shall include the particulars of such proposed person for election as a Director in its announcement or supplementary circular, and shall give the members at least seven (7) days to consider the relevant information disclosed in such announcement or supplementary circular prior to the date of the meeting of the election.”*

#### **2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF**

## **SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)**

2.1 Pursuant to 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**”), 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 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 of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

### **3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

3.1 After the publication of the notice of the general meeting by the Company, if a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at the general meeting, he/she shall lodge a written notice (the “**Notice**”) at the head office or at its registration office.

3.2 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 to the publication of his/her personal information.

3.3 The period for lodgment of the Notice shall commence on the day after the dispatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.

3.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director 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.

### **4. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS**

4.1 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 9.3 of the Company's Articles.

Extract of Article 9.3 is set out below:

*“The Board may, whenever it thinks fit, convene an extraordinary general meeting. One or more members holding, as at the date of deposit of the requisition, in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company may also make a requisition to convene an extraordinary general meeting and/or add resolutions to the agenda of a general meeting. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the consideration of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”*

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

(If there is any inconsistency between the English and Chinese version of this document, the English version shall prevail.)