



JW (Cayman) Therapeutics Co. Ltd

藥明巨諾（開曼）有限公司*

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2126)

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

(Adopted by the Board of Directors of the Company on October 14, 2020)

1. Provisions in the seventh amended and restated memorandum and articles of association of the Company (the “Memorandum and 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 16.4 of the Memorandum and Articles of Association.
- 1.2 Extract of Article 16.4 of the Memorandum and Articles of Association is set out below:

“No person 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 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 days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (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.”

* *For identification purpose only*

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, 13.73 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 when 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 the Listing Rules 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.

3. Procedures for Shareholders to Propose a Person for Election as a Director

3.1 If a shareholder (other than the person to be proposed), who is duly qualified to attend and vote at a general meeting convened, wishes to propose a person (other than a retiring Director) for election as a Director at a general meeting, he/she shall lodge a written notice at the Company’s Registered Office and Hong Kong office at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong for the attention of the Company Secretary of the Company.

3.2 The written notice must state (i) his/her intention to propose such person for election as a Director, and (ii) the contact details and biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules (including other directorships held in listed public companies in the last three (3) years and other major appointments and professional qualifications) and be signed by the shareholder concerned and the person who has been proposed to indicate his/her willingness to be elected and consent to the publication of his/her personal data.

- 3.3 The minimum length of the period for lodgement of the above notice shall be at least seven (7) days and the period for lodgement of the above notice shall commence on the day after the despatch of the notice of the general meeting appointed for such election of Director and end no later than seven (7) days prior to the date of such general 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.

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.
- 4.2 Pursuant to Article 12.3 of the Memorandum and Articles of Association, extraordinary general meetings may be convened by the directors on requisition of any one or more shareholders holding together not less than one-tenth of the paid up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company or by such shareholder(s) who made the requisition (as the case may be).