

OrbusNeich Medical Group Holdings Limited

業聚醫療集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6929)

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

1. Provisions in the amended and restated articles of association (the “Articles of Association”) of the Company

1.1 The provisions for a shareholder to propose a person for election as a Director of the Company are laid down in Article 85 of the Company’s Articles of Association.

1.2 Extract of Article 85 of the Company’s Articles of Association 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 provided that such Notices must be lodged with the Company at least fourteen (14) days prior to the date of the general meeting of election but no earlier than the day after despatch of the Notice of the general meeting appointed for such 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, 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

- adjourn the meeting of the election (if that is not permitted by the Company's constitutional documents, by resolution to that effect) 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 Unit 303 & 305, 3/F, Building 20E, Hong Kong Science Park, Shatin, N.T., Hong Kong for the attention of the Company Secretary of the Company respectively.
- 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 fourteen (14) 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 fourteen (14) 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 58 of the Company's Articles of Association, extraordinary general meetings may be convened by the directors on requisition of any one or more shareholder(s) holding 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).