

# **Sunshine Lake Pharma Co., Ltd.**

## **Policy for Shareholders to Propose Candidates for Election as Directors**

**Article 1** In order to further clarify the nomination procedures for director candidates of Sunshine Lake Pharma Co., Ltd. (the “Company”), pursuant to the provisions of the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other applicable laws, regulations and regulatory documents, as well as the Articles of Association of Sunshine Lake Pharma Co., Ltd. (the “Articles of Association”), and in light of the actual situation of the Company, the Company has formulated this policy.

### **Article 2** Provisions of the Hong Kong Listing Rules

Pursuant to Rules 13.70 and 13.74 of the Hong Kong Listing Rules, the Company shall:

- (1) 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 shareholders’ general meeting where such notice is received by the Company after publication of the notice of the shareholders’ general meeting;
- (2) include in the announcement or supplementary circular the particulars required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules of such person proposed to be elected as a director;
- (3) publish such circular not less than 10 business days before the date of the relevant shareholders’ general meeting; and
- (4) assess whether or not it is necessary to adjourn the meeting of the director election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

### **Article 3** Procedures for shareholders to propose candidates for election as directors

- 3.1 The board of directors and shareholder(s) severally or jointly holding three percent (3%) or more of the total voting shares of the Company may, by way of a written proposal, put forward to the shareholders’ general meeting the candidates for directors. However, the number of candidates proposed shall not be more than the number of directors to be elected. Shareholders individually or jointly holding three percent (3%) or more of the issued shares of the Company shall be entitled to propose a proposal regarding candidates for directors and submit the same to the convener in writing ten (10) days before the date of the shareholders’ general meeting. The convener shall notify other shareholders or issue a supplemental announcement of the shareholders’ general meeting within 2 days after the receipt of such proposal to announce the content of the interim proposal and submit such interim proposal to the shareholders’ general meeting for consideration and approval.
- 3.2 The written proposal must (i) include the contact information and personal data of the candidates as required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules; and (ii) be signed by the candidates indicating their willingness to be elected and consent of publication of their contact information and personal data.

- 3.3 A written notice of the intention to propose candidates for election as directors indicating the candidates' willingness to be nominated shall be given to the Company at least seven (7) days before the date of the shareholders' general meeting, and the notice period shall not be shorter than seven (7) days. The period within which the Company issues the above notice shall commence from the day after the dispatch of the notice convening the shareholders' general meeting for the election of directors and shall end on the date which is seven (7) days prior to the date of such shareholders' general meeting.
- 3.4 Shareholders who propose candidates for directors shall provide the biographical details of the proposed candidates for directors in writing to the convener of the shareholders' general meeting ten (10) days prior to the date of the shareholders' general meeting.

**Article 4** Any matters not covered by this policy or in any event that any relevant provisions of this policy contravene national laws, administrative regulations, the securities regulatory rules of the Company's stock listing place and the Articles of Association and other relevant provisions, the provisions of relevant laws, administrative regulations, the securities regulatory rules of the Company's stock listing place and the Articles of Association shall prevail. In any event that this policy conflicts with any laws, regulations, rules and the securities regulatory rules of the Company's stock listing place enacted in the future or the Articles of Association as amended by legal procedures, the provisions of relevant laws, regulations, rules, the securities regulatory rules of the Company's stock listing place and the Articles of Association shall prevail.

**Article 5** This policy shall be amended by the board of directors of the Company in accordance with the provisions of relevant laws, regulations, regulatory documents and the securities regulatory rules of the Company's stock listing place, and shall be submitted to the board of directors of the Company for consideration and approval and interpreted by the board of directors. This policy shall come into effect and be implemented upon consideration and approval by the board of directors of the Company from the date on which the Company's H shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited.