

## **SHANGHAI HENLIUS BIOTECH, INC.**

### **Conditions and Procedures of the Nomination of Director Candidate**

#### **I. Conditions of the nomination of director candidate**

A director (the “**Director**”) of Shanghai Henlius Biotech, Inc. (the “**Company**”) shall be elected or replaced by the general meetings of the Company. When a general meeting is held by the Company, the board of directors (the “**Board**”), board of supervisors or shareholders who individually or in aggregate hold more than 3% of the shares of the Company may propose resolutions to convene a general meeting in relation to the election of Directors.

A Director candidate must comply with the relevant qualification set out in the Company Law of the People’s Republic of China, the Articles of Association of the Company (the “**Articles**”) and other applicable laws and regulations.

#### **II. Procedures of the nomination of director candidate**

The minimum period for serving the notice to the Company of the intention to nominate a candidate as Director and for serving the notice to the Company of the candidate’s willingness to accept the nomination shall be at least seven days, which commences from the next day to the date when the Company served notice in terms of the general meeting for the election of Directors and ends no later than seven days before the date scheduled for the meeting.

The Company shall state in its notice of meeting, the biography of the Director candidate, the reasons for his/her nomination and the candidate’s view on his/her nomination.

The nomination committee of the Company is entitled to propose its nomination of Director candidate to the Board according to the Articles, the terms of reference for the nomination committee of the Board of the Company and other applicable laws and regulations.

**In case of any discrepancy between the Chinese and English versions of these conditions and procedures of the nomination of Director candidate, the Chinese version shall prevail.**