



INSILICO MEDICINE

InSilico Medicine Cayman TopCo

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE
A PERSON FOR ELECTION AS A DIRECTOR**

1. Provisions in the articles of association and any amendments (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 the Company’s Articles of Association.

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 Listing Rules, the Company shall:

- give its shareholders the opportunity to lodge a notice with it proposing a person for election as a Director at a general meeting;
- 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;
- give shareholders at least seven days to consider the relevant information disclosed in such an announcement or supplementary circular prior to the date of the meeting of the election; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders a longer period of 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, the shareholder shall lodge a written notice at the Company's Hong Kong office at Unit 310, 3/F, Building 8W, Phase 2, Hong Kong Science Park Pak Shek Kok, New Territories, Hong Kong, or the Company's Hong Kong share registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for the attention of the Company.
- 3.2** The written notice must state (i) the intention of the shareholder 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.