



SHANGHAI KINDLY MEDICAL INSTRUMENTS CO., LTD.*

上海康德萊醫療器械股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1501)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OR SUPERVISOR OF THE COMPANY (A “DIRECTOR”) (A “SUPERVISOR”)

The following procedures apply to shareholder(s) of Shanghai Kindly Medical Instruments Co., Ltd.* (the “**Company**”) (the “**Shareholder(s)**”) who, after having received notice of a general meeting of the Company, wish to propose a person for election as a Director or Supervisor. These procedures are subject to the Articles of Association of the Company (the “**Articles**”) and other applicable laws and regulations:

1. According to Article 86 of the Articles, when the Company convenes a general meeting, the Shareholder(s) severally or jointly holding more than 3% of the Company’s voting shares have the right to nominate candidate(s) for Director(s), and Supervisor(s) (not being staff representatives). Such nomination shall be by way of a written proposal in the general meeting submitted no later than 7 days before the date of the general meeting. The number of candidates proposed shall comply with the provisions of the Articles and shall not be more than the number to be elected.
2. Written notice shall include (i) the intent to nominate candidates for Directors or Supervisors and the nominated candidate’s indication of consent to such nomination, and (ii) information about the nominated candidate in writing, and such written notice shall be given to the Company no later than 7 days (within the definition of Article 86(3) of the Articles) prior to the date of general meeting. The information and biography of the nominated candidate shall comply with the requirements under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
3. After the publication of the notice of the general meeting, and upon receipt of the above notice (referred to in paragraph 2) from a Shareholder, the Company shall, no less than 10 business days prior to the general meeting, publish an announcement or issue a supplementary circular disclosing the personal information of the nominated candidate for Director or Supervisor pursuant to Rule 13.70 and 13.73 of the Listing Rules.
4. Nominees for Supervisors or Directors shall be voted for one at a time at the general meeting.

5. In the event of a need for a temporary appointment of Director(s) or Supervisor(s), it is for the Board of Directors and the Board of Supervisors to propose to the general meeting to elect or replace a Director or Supervisor.
6. These procedures will take effect from the date of listing of the Company on The Stock Exchange of Hong Kong Limited.

* *For identification purposes only*

IMPORTANT NOTE: This document is a translation from the original Chinese version. Should there be any discrepancies between the Chinese version, and this English version or versions in other languages, the Chinese version shall prevail.

Hong Kong
November 7, 2019