



KeyMed Biosciences

Keymed Biosciences Inc.
康諾亞生物醫藥科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2162)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) _____ (Block capitals)
of (Address) _____ being the holder(s)
of _____ (see Note 1) shares of US\$0.0001 each in the capital of Keymed Biosciences Inc. (the “Company”)
hereby appoint (Name) _____
of (Address) _____
or failing him/her (Name) _____
of (Address) _____ or failing him/her,
the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at 7F, D2 Building, Tianfu International Biotown, Shuangliu District, Chengdu, Sichuan, China on Tuesday, June 25, 2024 at 2:00 p.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

| Ordinary Resolutions | | For (see Note 3) | Against (see Note 3) |
|----------------------|--|---------------------|-------------------------|
| 1. | To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Director(s)”) and independent auditor for the year ended December 31, 2023. | | |
| 2. | (a) (i) To re-elect Prof. Xiao-Fan WANG as an independent non-executive Director. | | |
| | (ii) To re-elect Prof. Yang KE as an independent non-executive Director. | | |
| | (iii) To re-elect Mr. Cheuk Kin Stephen LAW as an independent non-executive Director. | | |
| | (b) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors. | | |
| 3. | To re-appoint Messrs. Ernst & Young as auditor of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration. | | |
| 4. | (A) To give a general mandate to the directors of the Company to allot, issue and deal with additional shares (including any sale and transfer of the shares of the Company out of treasury that are held as treasury shares) not exceeding 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing this resolution. | | |
| | (B) To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing this resolution. | | |
| | (C) To extend the authority given to the directors pursuant to ordinary resolution no. 4(A) to issue shares by adding to the number of issued shares of the Company the number of shares repurchased under ordinary resolution no. 4(B). | | |
| Special Resolution | | For (see Note 3) | Against (see Note 3) |
| 5. | To adopt the sixth amended and restated memorandum and articles of association of the Company. | | |

Dated this _____ day of _____ 2024 Signature(s) _____ (see Notes 4 and 5)

Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company’s Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) as soon as possible and in any event not later than 48 hours before the time for holding the meeting (i.e. 2:00 p.m. on Sunday, June 23, 2024). The completion and return of the form of proxy shall not preclude the shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy needs not be a shareholder of the Company.