



Clover Biopharmaceuticals, Ltd.

三葉草生物製藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2197)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) (Block Capital, please) _____
of (Address) _____
being the holder(s) of _____ (see Note 1) shares of US\$0.0001 each in the capital of
Clover Biopharmaceuticals, Ltd. (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 B5-19, Building 1, High-tech Incubation Park, No. 1480, Tianfu Avenue (North), Chengdu High-Tech Zone, China (Sichuan) Pilot Free Trade Zone on Thursday,
June 20, 2024 at 10:00 a.m. (the "Meeting"), 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 (see Note 3)		For (see Note 3)	Against (see Note 3)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2023.		
2.	To re-elect the following persons:		
(a)	Dr. LIANG Peng, executive director		
(b)	Dr. WU Xiaobin, independent non-executive director		
(c)	Mr. Jeffrey FARROW, independent non-executive director		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors.		
4.	To re-appoint Ernst & Young as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.		
5.	(A) To give a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of this resolution.		
	(B) To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of this resolution.		
	(C) To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 5(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under ordinary resolution no. 5(B).		
Special Resolution (see Note 3)		For (see Note 3)	Against (see Note 3)
6.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the amended and restated memorandum and articles of association of the Company (the "New M&A") in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company and to authorise any one director or company secretary of the Company to do all things necessary to give effect to the proposed amendments and the adoption of the New M&A as set out in resolution No. 6 of the Notice.		

Date: _____

Signature(s) (see Note 4 & 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 shareholder 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 initialed 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 executed 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 of members of the Company 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 Hong Kong branch share registrar and transfer office of the Company, 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 notorially certified copy thereof), not less than 48 hours before the time for holding the meeting (i.e. before 10:00 a.m. on June 18, 2024). The completion and return of the form of proxy shall not preclude 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 need not be a shareholder of the Company.
- The full text of the Resolutions is set out in the notice of the Meeting dated April 26, 2024.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this form of proxy has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which includes your and your proxy's name and address. You and your proxy's Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy's Personal Data is on a voluntary basis. However, the Company may not be able to process your request unless you provide us with your and your proxy's Personal Data. Your and your proxy's Personal Data will be disclosed or transferred to the Company's share registrar and its Hong Kong branch share registrar and transfer office and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for our verification and record purpose. By providing your proxy's Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used. You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing by either of the following means:

By mail to: Hong Kong Privacy Officer
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
By email to: PrivacyOfficer@computershare.com.hk

* For identification purposes only