



JW (Cayman) Therapeutics Co. Ltd

藥明巨諾（開曼）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2126)

Form of proxy for the Annual General Meeting to be held on June 18, 2024

I/We ^(Note 1) _____
of _____

being the registered holder(s) of _____
share(s) ^(Note 2) of US\$0.00001 each in the share capital of the above-named Company **HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** or ^(Note 3) _____
of _____

as my/our proxy to attend and act for me/us at the Annual General Meeting (and any adjournment thereof) of the said Company to be held at Show Room, 5F, Building B, No. 699 Zhong Ke Road, Pudong New District, Shanghai, China on June 18, 2024 at 10:00 a.m. (the "Meeting") for the purposes of considering and, if thought fit, passing the Resolutions as set out in the Notice of Annual General Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below ^(Note 4).

| ORDINARY RESOLUTIONS ^(Note 5) | | FOR ^(Note 4) | AGAINST ^(Note 4) |
|--|---|-------------------------|-----------------------------|
| 1. | To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2023 and the reports of the directors and auditor thereon. | | |
| 2. | (a) To re-elect the following directors of the Company: | | |
| | (i) Dr. Yiping James Li as an executive director; | | |
| | (ii) Dr. Sungwon Song as a non-executive director; | | |
| | (iii) Dr. Krishnan Viswanadhan as an independent non-executive director; and | | |
| | (iv) Dr. Ann Li Lee as an independent non-executive director. | | |
| | (b) To authorise the board of directors of the Company (the "Board") to fix the remuneration of the directors of the Company (the "Directors"). | | |
| 3. | To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending December 31, 2024. | | |
| 4(A). | To give a general mandate to the Directors to offer, allot, issue and deal with additional shares in the Company (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued shares of the Company (excluding any treasury shares). | | |
| 4(B). | To give a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the total number of issued shares of the Company (excluding any treasury shares). | | |
| 4(C). | To extend the general mandate granted to the Directors to allot, issue and deal with shares by the number of shares repurchased by the Company. | | |
| SPECIAL RESOLUTION ^(Note 5) | | FOR ^(Note 4) | AGAINST ^(Note 4) |
| 5. | That the ninth amended and restated memorandum and articles of association of the Company which contain the proposed amendments to the eighth amended and restated memorandum and articles of association of the Company currently in effect (the "Existing Articles of Association") as set out in Appendix III of the circular of the Company dated April 26, 2024 and a copy of which has been produced to the meeting and marked "A" and initialed by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Articles of Association with immediate effect. | | |

Dated this _____ day of _____ 2024

Signed ^(Note 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to tick any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution put to the Meeting.
5. The description of the Resolutions is by way of summary only. The full text appears in the notice of the Annual General Meeting.
6. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company’s Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
8. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
9. In the case of joint holders of any shares, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
10. On a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
11. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (PDPO), which will include your and your appointed proxy’s name and mailing address and any other personal data required to be provided. By providing your appointed proxy’s Personal Data, you hereby confirm that you have obtained the consent of your appointed proxy to provide their Personal Data to the Company and its Registrars. The Personal Data provided in this form may be used in connection with processing your appointment of proxy at the Company’s Annual General Meeting and instructions. Your supply of the Personal Data to the Company and/or its Registrars is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with the Personal Data. The Personal Data will be transferred to the Registrars’ agents, contractors or third-party service providers who/which offer administrative, telecommunications, computer, payment or other data processing services to the Registrars in connection with the operation of their business for the above purposes. The Company and its Registrars may also transfer your Personal Data if it is required to do so by law or in response to requests from law enforcement agencies or regulatory authorities. The Personal Data collected in this proxy form will be retained for such period as may be necessary for any of the above purposes and its directly related purposes such as for the Company’s and its Registrar’s record, verification and notification purposes. You and your appointed proxy have the right to request access to, correction and/or erasure of the respective Personal Data in accordance with, where applicable, the provisions of the PDPO, and any other data protection law as applicable. Any such request for access to, correction and/or erasure of the Personal Data, as well as withdrawal of consent, where applicable, should be made in writing by either one of the following means: By mail to: Privacy Officer Computershare Hong Kong Investor Services Limited 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong By email to: PrivacyOfficer@computershare.com.hk.

This document is made in English and Chinese. In case of any inconsistency, the English version shall prevail.

* *For identification purpose only*