



# Henlius

## Shanghai Henlius Biotech, Inc.

### 上海復宏漢霖生物技術股份有限公司

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

(Stock Code: 2696)

#### PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 22 JANUARY 2025 (OR ANY ADJOURNMENT THEREOF)

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	Unlisted shares
	H shares

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
being the shareholder(s) of<sup>(Note 3)</sup> \_\_\_\_\_ unlisted  
shares/H shares of Shanghai Henlius Biotech, Inc. (the "Company") with a nominal value of RMB1.00 each in the share capital of the  
Company, hereby appoint **the Chairman of the meeting or** \_\_\_\_\_<sup>(Note 4)</sup>  
of (address) \_\_\_\_\_

as my/our proxy to attend and vote on the resolutions as set out on the notice of extraordinary general meeting dated 23 December 2024 for me/us and on my/our behalf at the extraordinary general meeting to be held at Conference Room, 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC on Wednesday, 22 January 2025 at 2:00 p.m. (the "EGM") (and at any adjournment thereof) as indicated hereunder in respect of the following resolutions. In the absence of any indication, the proxy may vote at his/her own discretion.

Save as defined otherwise, capitalised terms defined in the composite document (the "Composite Document") dated 23 December 2024 jointly issued by Shanghai Fosun New Medicine Research Company Limited (the "Offeror"), Shanghai Fosun Pharmaceutical (Group) Co., Ltd. and the Company shall have the same meanings when used herein.

SPECIAL RESOLUTION		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	<p>(a) To consider and, if thought fit, to approve, confirm and ratify the merger by way of absorption of the Company by the Offeror in accordance with the Company Law and other applicable laws and regulations of the People's Republic of China and the transactions as contemplated under the merger agreement dated 24 June 2024 as supplemented by a supplemental merger agreement dated 23 August 2024 entered into between the Company and the Offeror (together, the "Merger Agreement").</p> <p>(b) To consider and, if thought fit, to approve that any one executive director of the Company and their delegated persons be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he/she may consider necessary or expedient to give effect to and in connection with any transactions contemplated under the Merger Agreement.</p>			

Date: \_\_\_\_\_

Signature(s)<sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If a number is inserted, this form of proxy will be deemed to relate to those shares only. 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).
- Please insert the full name(s) and registered address as shown in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words "the Chairman of the meeting or" and insert the full name and address(es) of the desired proxy in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the class and number of shares in respect of which each such proxy is so appointed. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initiated by the person who signs it.
- Attention: If you wish to vote "For" the resolution, please indicate with a "✓" or fill in the number of shares you hold in the appropriate space under "For". If you wish to vote "Against" the resolution, please indicate with a "✓" or fill in the number of shares you hold in the appropriate space under "Against". If you wish to vote "Abstain" the resolution, please indicate with a "✓" or fill in the number of shares you hold in the appropriate space under "Abstain". Failure to tick a box will entitle your proxy to cast your vote or abstain at his/her discretion. The votes abstained will be counted in the calculation of the required majority.
- This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation, must be either executed under its common seal or under the hand of a director, an attorney or other person duly authorized. In the case of joint holders, any one of such holders may sign the form of proxy.
- In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be delivered to the Company's Board secretary office (for holders of Unlisted Shares), at 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC or the Company's H share registrar in Hong Kong (for holders of H shares), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on Tuesday, 21 January 2025) or the adjourned meeting (as the case may be).
- In the case of joint holders of any share of the Company, any one of such holders may vote at the EGM, either in person or by proxy, as if he is the only one entitled to do so among the joint holders; however, if more than one of such joint holders are present at the EGM whether attending in person or by proxy, the vote of the person, whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first named being the senior.
- Please be advised that completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. In the event that you attend the EGM after having lodged this proxy form, it will be deemed to have been revoked.
- References to time and dates in this proxy form are to Beijing time and dates.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be made in writing by mail to the Company's principal place of business in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.