信達生物製藥

INNOVENT BIOLOGICS, INC.

(Incorporated in the Cayman Islands with Limited Liability)

(Stock Code: 1801)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the "**EGM**") of Innovent Biologics, Inc. (the "**Company**") will be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 10:00 a.m. on Friday, June 14, 2019 for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

"**THAT**

(a) the conditional grant of options ("**Options**") to Dr. De-Chao Michael Yu ("**Dr. Yu**") in accordance with the terms of the post-IPO share option scheme adopted by the Company on June 12, 2018 (the "**Post-IPO ESOP**"), subject to all applicable laws, rules, regulations and the applicable grant letter (the "**Proposed Option Grant**") be hereby approved and confirmed;

(b) any one or more of the directors of the Company, with the exception of Dr. Yu (the "**Authorised Directors**"), be authorised to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the Proposed Option Grant (the "Option Shares") under the specific mandate granted to the Directors by the shareholders of the Company pursuant to the unanimous written resolutions of all the shareholders dated June 12, 2018 in accordance with the terms of the Post-IPO ESOP, such that the Option Shares shall rank *pari passu* in all respects among themselves and with the existing ordinary shares in issue at the date of the allotment and issuance of the Option Shares, and that he/she/they, be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in (a) above;

(c) the conditional grant of restricted shares to Dr. Yu in accordance with the terms of the restricted share plan adopted by the Company on October 15, 2018 (the "**RS Plan**"), subject to all applicable laws, rules, regulations and the applicable award agreement (the "**Proposed RS Grant**") be hereby approved and confirmed;

(d) any one or more of the Authorised Directors be authorised to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the Proposed RS Grant (the "**Restricted Shares**") under the specific mandate granted to the Directors by the shareholders of the Company at the extraordinary general meeting of the Company held on October 15, 2018 in accordance with the terms of the RS Plan, such that the Restricted Shares shall rank *pari passu* in all respects among themselves and with the existing ordinary shares in issue at the date of the allotment and issuance of the Restricted Shares, and that he/she/they, be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in (c) above."

By Order of the Board
Innovent Biologics, Inc.
Dr. De-Chao Michael Yu
Chairman of the Board

Hong Kong, May 24, 2019

Registered office:
Maples Corporate Services Limited
PO Box 309, Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Principal place of business in Hong Kong:
Room 1901, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

Notes:

1. The transfer books and register of members of the Company will be closed from Tuesday, June 11, 2019 to Friday, June 14, 2019, both dates inclusive, for the purpose of determining shareholders' entitlements to attend and vote at the EGM. In order to qualify for the right to attend and vote at the meeting, all unregistered transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, June 10, 2019.

2. Any shareholder entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder who is an individual or a shareholder which is a corporation shall be entitled to exercise the same powers on behalf of the shareholder which he/she or they represent as such shareholder could exercise.

3. To be valid, a form of proxy must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (i.e. not later than 10:00 a.m. on Wednesday, June 12, 2019) or any adjournment thereof.

4. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. Votes on the ordinary resolutions set out herein which are to be passed at the EGM will be taken by way of poll.

7. If Typhoon Signal No.8 or above, or a "black" rainstorm warning, is in effect any time after 8:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the website of the Company at **www.innoventbio.com** and on the Stock Exchange news website of the Stock Exchange at www.hkexnews.hk to notify the shareholders of the date, time and place of the rescheduled meeting.

8. A circular containing further details concerning the resolutions set out in this notice will be sent to all shareholders of the Company together with this notice.

9. References to dates and time in this notice are to Hong Kong dates and time.

10. As at the date hereof, the Board comprises Dr. De-Chao Michael Yu as Chairman and Executive Director and Mr. Ronald Hao Xi Ede as Executive Director, Mr. Shuyun Chen as Non-executive Director, and Dr. Charles Leland Cooney, Ms. Joyce I-Yin Hsu and Dr. Kaixian Chen as Independent Non-executive Director.