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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 Yale meeting room, 5F, Administration Building, Innovent Biologics, 168 Dongping Street, Suzhou Industrial Park, China at 10:00 a.m. (or immediately after the conclusion of the annual general meeting of the Company held on the same day) on Friday, June 12, 2020 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**

1(a). the conditional grant of restricted shares to Dr. De-Chao Michael Yu ("**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 Grant to Dr. Yu**") be hereby approved and confirmed;

1(b). any one or more of the directors of the Company, with the exception of Dr. Yu be authorized to exercise the powers of the Company to allot, issue and deal with the ordinary shares of the Company (the "**Shares**") pursuant to the Proposed Grant to Dr. Yu under the specific mandate granted to the Directors by the shareholders of the Company (the "**Shareholders**") at the extraordinary general meeting of the Company held on October 15, 2018 in accordance with the terms of the RS Plan (the "**2018 RS Plan Specific Mandate**"), such that the restricted shares shall rank *pari passu* in all respects among themselves and with the existing 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 1(a) above;

2(a). the conditional grant of restricted shares to Mr. Ronald Hao Xi Ede ("**Mr. Ede**") in accordance with the terms of RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the "**Proposed Grant to Mr. Ede**") be hereby approved and confirmed;

2(b). any one or more of the directors of the Company, with the exception of Mr. Ede be authorized to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Mr. Ede under the 2018 RS Plan Specific Mandate, such that the restricted shares shall rank *pari passu* in all respects among themselves and with the existing 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 2(a) above;

3(a). the conditional grant of restricted shares to Dr. Charles Leland Cooney ("**Dr. Cooney**") in accordance with the terms of RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the "**Proposed Grant to Dr. Cooney**") be hereby approved and confirmed;

3(b). any one or more of the directors of the Company, with the exception of Dr. Cooney be authorized to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Dr. Cooney under the 2018 RS Plan Specific Mandate, such that the restricted shares shall rank pari passu in all respects among themselves and with the existing 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 3(a) above;

4(a). the conditional grant of restricted shares to Ms. Joyce I-Yin Hsu ("**Ms. Hsu**") in accordance with the terms of RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the "**Proposed Grant to Ms. Hsu**") be hereby approved and confirmed;

4(b). any one or more of the directors of the Company, with the exception of Ms. Hsu be authorized to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Ms. Hsu under the 2018 RS Plan Specific Mandate, such that the restricted shares shall rank *pari passu* in all respects among themselves and with the existing 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 4(a) above;

5(a). the conditional grant of restricted shares to Dr. Kaixian Chen ("**Dr. Chen**") in accordance with the terms of RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the "**Proposed Grant to Dr. Chen**") be hereby approved and confirmed;

5(b). any one or more of the directors of the Company, with the exception of Dr. Chen be authorized to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Dr. Chen under the 2018 RS Plan Specific Mandate, such that the restricted shares shall rank *pari passu* in all respects among themselves and with the existing Shares in issue at the date of the allotment and

issuance of the restricted shares, and that 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 5(a) above;

6(a). conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the number of shares representing 5% of the total number of the issued share capital of the Company as at June 12, 2020, being the date of adoption of the 2020 RS Plan (as defined below) (the "**2020 RS Plan Limit**"), to be issued pursuant to the vesting of restricted shares granted under the 2020 RS Plan (as defined below) (the "**2020 RS Plan Listing Approval**"), the rules of the new restricted share plan ("**2020 RS Plan**") of the Company (a copy of which has been submitted to the meeting and signed by the Chairman of the meeting for the purpose of identification) be and are hereby approved and adopted as a restricted share scheme of the Company; and that the directors of the Company be and are hereby authorized, at their absolute discretion, to grant restricted shares thereunder and to allot and issue shares of the Company pursuant to the vesting of restricted shares; and

6(b). conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the 2020 RS Plan Listing Approval and the passing of resolution 6(a), the directors of the Company be and are hereby granted the a specific mandate to allot and issue up to such number of Shares represented by the 2020 RS Plan Limit pursuant to the 2020 RS Plan and the articles of association of the Company and for the purpose of distribution of Shares pursuant to the 2020 RS Plan, provided that this specific mandate shall be in addition to, and shall not prejudice or revoke any existing or such other general or special mandates which may from time to time be granted to the directors of the Company prior to the passing of this resolution."

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

Hong Kong, May 28, 2020

Registered office:
Maples Corporate Services Limited
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KY1-1104
Cayman Islands

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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 9, 2020 to Friday, June 12, 2020, 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 8, 2020.

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 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 10, 2020) 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. Shareholders and their proxies attending the EGM shall bear their own travelling and accommodation expenses.

8. A circular containing further details concerning the resolutions set out in this notice will be sent to all Shareholders 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 Directors.