
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Henlius Biotech, Inc., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) ANNUAL REPORT 2020**
 - (2) BOARD REPORT 2020**
 - (3) BOARD OF SUPERVISORS REPORT 2020**
 - (4) FINAL ACCOUNTS REPORT 2020**
 - (5) PROFIT DISTRIBUTION PROPOSAL 2020**
 - (6) FINANCIAL BUDGET PROPOSAL 2021**
 - (7) RE-APPOINTMENT OF AUDITORS**
 - (8) SPECIAL REPORT ON THE USE OF PROCEEDS RAISED IN PREVIOUS OFFERING**
 - (9) GRANT OF GENERAL MANDATE TO ISSUE ANY CLASS OF SHARES**
 - (10) EXTENSION OF THE RESOLUTIONS TO THE A SHARE OFFERING AND LISTING**
 - (11) EXTENSION OF THE VALIDITY PERIOD OF THE AUTHORIZATION TO THE BOARD
TO DEAL WITH MATTERS RELATING TO THE A SHARE OFFERING AND LISTING**
 - (12) CHANGE IN THE PLAN FOR USE OF PROCEEDS RAISED FROM THE A SHARE
OFFERING**
- AND**
- NOTICE OF AGM**
- NOTICE OF CLASS MEETING OF DOMESTIC SHAREHOLDERS**
- NOTICE OF CLASS MEETING OF H SHAREHOLDERS**

The notices convening the AGM, the Class Meeting of Domestic Shareholders and the Class Meeting of H Shareholders to be held at Conference Room, 5th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, Shanghai, PRC on Tuesday, 25 May 2021 are set out on pages 16 to 23 of this circular. This circular together with the forms of proxy for the AGM and the Class Meetings are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.henlius.com>).

Whether or not you intend to attend the AGM and/or the Class Meetings, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Board secretary office (for holders of Domestic Shares or unlisted foreign shares), at 9th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, 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, Wanchai, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the AGM and/or the Class Meetings (i.e. not later than 2:00 p.m. on Monday, 24 May 2021) or the adjourned meetings (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM and/or the Class Meetings or at any adjourned meetings if they so wish.

References to time and dates in this circular are to Beijing time and dates.

23 April 2021

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2020 First Class Meeting of Domestic Shareholders”	the 2020 first class meeting of Domestic Shareholders of the Company held on 12 June 2020
“2020 First Class Meeting of H Shareholders”	the 2020 first class meeting of H Shareholders of the Company held on 12 June 2020
“2020 Second EGM”	the second extraordinary general meeting of the Company held on 12 June 2020
“A Share(s)”	RMB ordinary share(s) proposed to be issued by the Company pursuant to the A Share Offering
“A Share Offering”	the Company’s proposed initial public offering of A Shares, which are proposed to be listed on the SSE STAR Market
“A Share Offering and Listing”	the Company’s proposed initial public offering of A Shares, and listing of such Shares on the SSE STAR Market
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Conference Room, 5th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, Shanghai, PRC on Tuesday, 25 May 2021 at 2:00 p.m. (or any adjournment thereof), to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 of this circular
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors of the Company
“Class Meeting of Domestic Shareholders”	the 2021 first class meeting of Domestic Shareholders to be held at Conference Room, 5th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, Shanghai, PRC on Tuesday, 25 May 2021 immediately after the conclusion of the AGM (or any adjournment thereof), to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 20 to 21 of this circular

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“Class Meeting of H Shareholders”	the 2021 first class meeting of H Shareholders to be held at Conference Room, 5th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, Shanghai, PRC on Tuesday, 25 May 2021 immediately after the conclusion of the Class Meeting of Domestic Shareholders (or any adjournment thereof), to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 22 to 23 of this circular
“Class Meetings”	the Class Meeting of Domestic Shareholders and the Class Meeting of H Shareholders
“Company”	Shanghai Henlius Biotech, Inc., a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed and traded on the Main Board of the Hong Kong Stock Exchange (stock code: 2696)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) with nominal value of RMB1.00 each in the issued share capital of the Company which are subscribed for and credited as paid up in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas-listed foreign shares in the issued share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Latest Practicable Date”	19 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on Hong Kong Stock Exchange, as amended from time to time
“Notice of AGM”	the notice of the AGM dated 23 April 2021, a copy of which is set out on pages 16 to 19 of this circular
“Notices of the Class Meetings”	the notice of the Class Meeting of Domestic Shareholders and the notice of the Class Meeting of H Shareholders both dated 23 April 2021, a copy of which is set out on pages 20 to 21 and pages 22 to 23 of this circular, respectively
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan Region)
“Reporting Period”	the year ended 31 December 2020
“RMB”	Renminbi, the lawful currency of the PRC
“R&D”	Research and development
“Share(s)”	the Domestic Share(s), the unlisted foreign share(s) of the Company and/or H Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“SSE STAR Market”	the Science and Technology Innovation Board of Shanghai Stock Exchange
“Supervisor(s)”	the supervisor(s) of the Company

LETTER FROM THE BOARD



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)

Executive Director:

Mr. Wenjie ZHANG

Non-executive Directors:

Mr. Qiyu CHEN (Chairman)

Mr. Yifang WU

Ms. Xiaohui GUAN

Dr. Aimin HUI

Mr. Zihou YAN

Independent Non-executive Directors:

Mr. Tak Young SO

Dr. Lik Yuen CHAN

Dr. Guoping ZHAO

Dr. Ruilin SONG

Registered Office:

Rooms 303-304, Building 7

No. 1999 Zhangheng Road

China (Shanghai) Pilot Free Trade Zone

PRC

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

23 April 2021

To the Shareholders

Dear Sir/Madam,

- (1) ANNUAL REPORT 2020
(2) BOARD REPORT 2020
(3) BOARD OF SUPERVISORS REPORT 2020
(4) FINAL ACCOUNTS REPORT 2020
(5) PROFIT DISTRIBUTION PROPOSAL 2020
(6) FINANCIAL BUDGET PROPOSAL 2021
(7) RE-APPOINTMENT OF AUDITORS
(8) SPECIAL REPORT ON THE USE OF PROCEEDS RAISED IN PREVIOUS OFFERING
(9) GRANT OF GENERAL MANDATE TO ISSUE ANY CLASS OF SHARES
(10) EXTENSION OF THE RESOLUTIONS TO THE A SHARE OFFERING AND LISTING
(11) EXTENSION OF THE VALIDITY PERIOD OF THE AUTHORIZATION TO THE BOARD
TO DEAL WITH MATTERS RELATING TO THE A SHARE OFFERING AND LISTING
(12) CHANGE IN THE PLAN FOR USE OF PROCEEDS RAISED FROM THE A SHARE
OFFERING
AND
NOTICE OF AGM
NOTICE OF CLASS MEETING OF DOMESTIC SHAREHOLDERS
NOTICE OF CLASS MEETING OF H SHAREHOLDERS

1. INTRODUCTION

The purpose of this circular is to give you notices of the AGM, Class Meeting of Domestic Shareholders and Class Meeting of H Shareholders and to provide you with information regarding certain ordinary resolutions and/or special resolutions to be proposed at the aforementioned meetings relating to the following matters to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the meetings:

LETTER FROM THE BOARD

At the AGM, resolutions will be proposed to approve, among others:

- (1) the annual report of the Group for the year 2020 (the “**Annual Report 2020**”);
- (2) the work report of the Board for the year 2020 (the “**Board Report 2020**”);
- (3) the work report of the Board of Supervisors for the year 2020 (the “**Board of Supervisors Report 2020**”);
- (4) the final accounts report of the Group for the year 2020 (the “**Final Accounts Report 2020**”);
- (5) the profit distribution proposal of the Company for the year 2020 (the “**Profit Distribution Proposal 2020**”);
- (6) the financial budget proposal of the Group for the year 2021 (the “**Financial Budget Proposal 2021**”);
- (7) the re-appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic auditors for the Company’s financial reports for the year 2021, the re-appointment of Ernst & Young as the international auditors for the Company’s financial reports for the year 2021 and the passing of remuneration package for the domestic and international auditors for the year of 2020 (the “**Re-appointment of Auditors**”);
- (8) the special report on the use of proceeds raised in previous offering;
- (9) the general mandate to issue any class of shares of the Company;
- (10) the extension of resolutions in relation to the A Share Offering and Listing;
- (11) the extension of the validity period of the authorization to the Board to deal with matters relating to the A Share Offering and Listing; and
- (12) the change in the plan for use of proceeds raised from the A Share Offering.

2. DETAILS OF THE RESOLUTIONS

(1) Annual Report 2020

An ordinary resolution will be proposed at the AGM to pass the Annual Report 2020. The Annual Report 2020 is set out in the website of Hong Kong Stock Exchange (<http://www.hkexnews.hk>).

LETTER FROM THE BOARD

(2) Board Report 2020

An ordinary resolution will be proposed at the AGM to pass the Board Report 2020. The full text of the Board Report 2020 to be passed is set out in the Annual Report 2020.

(3) Board of Supervisors Report 2020

An ordinary resolution will be proposed at the AGM to pass the Board of Supervisors Report 2020. The full text of the Board of Supervisors Report 2020 to be passed is set out in the Annual Report 2020.

(4) Final Accounts Report 2020

An ordinary resolution will be proposed at the AGM to pass the Final Accounts Report 2020. The Final Accounts Report 2020 to be passed is set out in the Annual Report 2020.

(5) Profit Distribution Proposal 2020

An ordinary resolution will be proposed at the AGM to pass the Profit Distribution Proposal 2020. The Profit Distribution Proposal 2020 to be passed is set out in the Annual Report 2020.

(6) Financial Budget Proposal 2021

An ordinary resolution will be proposed at the AGM to pass the Financial Budget Proposal 2021. The Financial Budget Proposal 2021 to be passed is prepared with reference to the Company's historical results and development targets for 2021.

(7) Re-appointment of Auditors

An ordinary resolution will be proposed at the AGM to pass (i) the re-appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic auditors for the Company's financial report for the year 2021, (ii) Ernst & Young as the international auditors for the Company's financial reports for the year 2021, and (iii) the remuneration packages for the PRC and international auditors for the annual audit services and non-audit services for the year 2020 in an aggregate amount of RMB2.35 million.

It is also proposed to the AGM that the Board or its authorized representatives be authorized to implement the aforesaid remuneration packages for auditors.

(8) The Special Report on the Use of Proceeds raised in Previous Offering

The Company has prepared an updated "Special Report on the Use of Proceeds Raised in Previous Offering by Shanghai Henlius Biotech, Inc.", based on the requirements of the Rules for Report on the Use of Proceeds Raised in Previous Offering (Zheng Jian Fa Xing Zi [2007] No. 500) published by the CSRC, full text of which is set out in Appendix I to this circular.

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the AGM to consider and approve the above report.

(9) General Mandate to Issue Any Class of Shares of the Company

In order to seize the market opportunities and to ensure the flexibility of issuing new shares, it is proposed to the AGM to approve granting an unconditional general mandate to the Board to exercise the general power of the Company to issue, allot and deal with additional shares of any class of the Company subject to the market condition and the needs of the Company, and to make or grant offers, agreements and/or options in respect thereof, provided that the number of the Shares involved shall not exceed 20% of the total number of the such class of shares in issue as at the date of passing this resolution at the general meeting of the Company.

Under the Listing Rules, the proposed grant of general mandate to issue shares of any class of the Company is subject to the approval of the Shareholders by special resolution at the AGM.

Further details of the resolution to be passed with respect to the grant of general mandate to issue any class of shares of the Company are set out in the Notice of AGM.

(10) and (11) Extension of Resolutions in relation to the A Share Offering and Listing and extension of the validity period of the authorization to the Board to deal with matters relating to the A Share Offering and Listing

A special resolution will be proposed at the AGM and the Class Meetings to consider and approve the extension of (i) the resolutions in relation to the A Share Offering and Listing and (ii) the validity period of the authorization to the Board to deal with matters in connection with the A Share Offering and Listing.

On 12 June 2020, the 2020 Second EGM, the 2020 First Class Meeting of Domestic Shareholders and 2020 First Class Meeting of H Shareholders:

- (i) considered and individually approved the resolutions in relation to the A Share Offering and Listing (such resolutions include resolution nos. 8(1) to (11) passed at the 2020 Second EGM, resolution nos. 2(1) to (11) passed at the 2020 First Class Meeting of Domestic Shareholders and resolution nos. 2(1) to (11) passed at the 2020 First Class Meeting of H Shareholders. Further details of the resolutions are set out in the circular of the Company dated 27 April 2020); and
- (ii) considered and approved the authorization to the Board to deal with matters relating to the A Share Offering and Listing.

The validity period for the resolutions in (i) above and the authorization in (ii) above shall be effective for 12 months from the date of approval by the Shareholders at the general meeting, the class meeting of Domestic Shareholders and the class meeting of H Shareholders.

LETTER FROM THE BOARD

In order to ensure the continuity and effectiveness of the matters in connection the A Share Offering and Listing, the Company intends to propose the extension of:

- (i) the validity period of the resolutions in relation to the A Share Offering and Listing considered and approved at the 2020 Second EGM, the 2020 First Class Meeting of Domestic Shareholders and 2020 First Class Meeting of H Shareholders for 12 months from the expiry date (i.e. 11 June 2021); and
- (ii) the extension of the validity period of the authorization relating to the A Share Offering and Listing for 12 months from the expiry date (i.e. 11 June 2021),

the other relevant contents of (i) the resolutions in relation to the A Share Offering and Listing and (ii) the resolution in relation to the authorization to the Board to deal with matters relating to the A Share Offering and Listing considered and approved at the 2020 Second EGM, the 2020 First Class Meeting of Domestic Shareholders and 2020 First Class Meeting of H Shareholders remain unchanged.

The Company will proceed with the A Share Offering and Listing taking into consideration a variety of factors, including the market conditions and the business development of the Company. As at the Latest Practicable Date, the Company has not submitted the application for the A Share Offering and Listing to the Shanghai Stock Exchange. The proposed extension of the relevant resolutions would allow the Company to proceed with the A Share Offering and Listing at such time when the Company considers appropriate.

The Company has set out the reasons and benefits for the A Share Offering and Listing in its circular dated 27 April 2020, which includes (i) the optimization of the Company's corporate governance structure, (ii) the improvement on the liquidity of Shares held by the Shareholders; and (iii) the expansion of the Company's financing channels, (iv) the promotion of the development of the Company's principal businesses such as biopharmaceutical research and development and industrialization, and (v) the improvement on the competitiveness of the Company, thereby achieving sustainable and stable development. Taking into account these reasons and benefits, the Company is of the view that the proposed extensions of 12 months under these resolutions are necessary and reasonable so as to enable the Company to proceed with the A Share Offering and Listing at such time when the Company considers appropriate, and are in the interests of the Company and the Shareholders as a whole.

In the event that the Company completed all matters relating to the A Share Offering and Listing prior to the date of the AGM and the Class Meetings, the validity period of the abovementioned (i) resolutions in relation to the A Share Offering and Listing and (ii) resolution in relation to the authorization to the Board to deal with matters relating to the A Share Offering and Listing are no longer to be extended.

LETTER FROM THE BOARD

(12) Change in the Plan for Use of Proceeds Raised from the A Share Offering

A special resolution will be proposed at the AGM and the Class Meetings to consider and approve the change in the plan for use of proceeds raised from the A Share Offering.

On 12 June 2020, the 2020 Second EGM, the 2020 First Class Meeting of Domestic Shareholders and 2020 First Class Meeting of H Shareholders considered and approved the proceeds raised by the Company from the A Share Offering to be used for the following projects after deducting the offering expenses. Further details of the resolutions are set out in the circular of the Company dated 27 April 2020.

No.	Project Name	Proposed investment amount from proceeds raised from the A Share Offering (RMB'000)
1.	Biosimilar drugs and innovative drugs R&D project	2,400,000
2.	Biotech industrialization site project	700,000
3.	Replenishment of working capital	900,000
	Total	4,000,000

Taking into account the operational and development needs of the Group, the Board has also resolved to revise the original name of “Biosimilar drugs and innovative drugs R&D project” to “Drug development and clinical research project”. There has been no change to the expected investment amount from the proceeds for each project. The updated plan for use of proceeds to be raised by the Company from the A Share Offering is as follows:

No.	Revised Project Name	Proposed investment amount from proceeds raised from the A Share Offering (RMB'000)
1.	Drug development and clinical research project ^(Note 1)	2,400,000
2.	Biotech industrialization site project ^(Note 2)	700,000
3.	Replenishment of working capital ^(Note 3)	900,000
	Total	4,000,000

Notes:

- (1) The Company intends to use the proceeds raised from the A Shares Offering to continuously and efficiently promote the R&D of products under development. In addition to the commercialised 漢利康®, 漢曲優®, 漢達遠®, the Company currently has extensive product pipelines, and various products are still under clinical research or pre-clinical research stage. The Company will continue to adhere to the current product development strategy and progressing the R&D of its biosimilars, innovative monoclonal antibodies and tumour combination therapy. The Company currently also has a number of products under clinical trial stages. Proceeds raised from A Shares Offering will

LETTER FROM THE BOARD

be used for clinical trials of various products, such as HLX22, HLX10, HLX10+HLX04, HLX10+HLX07, HLX55, HLX56 and other early development projects, according to the Company's product planning. The Company will also deploy part of the proceeds in other early products which are still under pre-clinical stage.

- (2) In order to improve production capacity, the Company has planned for the construction of "Henlius Biotech Biopharmaceutical Industrialization Base II" (the "Construction Project") in Songjiang District, Shanghai. The investment in the Construction Project will be partly financed by the proceeds raised from the A Share Offering. As required under the relevant PRC laws and regulations, the Company and Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司), the controlling shareholder of the Company, both have convened board meetings and agreed the investment by the Company in the Construction Project for not more than RMB1,720 million. The design, construction and operation of the Construction Project are subject to the approval/filing of the competent government departments (including, but not limited to, the Development and Reform Commission, Environmental Protection Administration, etc.).
- (3) It is expected that the Company will have commercialised multiple products. The Company expects that the additional proceeds to be raised and used as working capital will be used for sales expenses during daily operation, repayment of bank loans of the Company, etc.
- (4) The Company estimated the total proceeds to be raised taking into consideration the need for funds for the Company's products under research and development and daily operations within a certain period in the future. If the actual proceeds raised from the A Shares Offering exceed the project capital requirements, the excess proceeds will be used to supplement the Company's working capital related to the principal business. If the actual net proceeds after deducting listing expenses is lower than the total proceeds to be invested, the shortfall will be resolved by the Company's self-raised funds.
- (5) The specific purpose of the proceeds raised from the A Shares Offering is still in the preliminary planning stage, and will be further calculated and disclosed in the prospectus of the Company's listing on the SSE STAR Market in the future. In addition, the scope of projects shall be subject to approval or filing requirement of relevant government authorities.

Within the scope of the above investment projects to be funded by proceeds raised, the Company may, according to the actual needs of the project, make appropriate adjustments to the sequence and amount of the proceeds to be invested in the above projects. Before the proceeds raised from the A Share Offering have been received by the Company, the Company may make an initial investment with its self-owned or self-raised funds according to the needs of the projects, and after the proceeds raised have been received by the Company, the Company can replace the initial investment funds according to the requirements and procedures of the relevant laws, regulations and regulatory documents.

3. AGM, CLASS MEETING OF DOMESTIC SHAREHOLDERS AND CLASS MEETING OF H SHAREHOLDERS AND PROXY ARRANGEMENT

Notice convening the AGM, Class Meeting of Domestic Shareholders and Class Meeting of H Shareholders to be held cumulatively at Conference Room, 5th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, Shanghai, PRC on Tuesday, 25 May 2021 is set out on pages 16 to 23 of this circular. A form of proxy for the AGM, Class Meeting of Domestic Shareholders and Class Meeting of H Shareholders is enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and of the Company (<http://www.henlius.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's Board secretary office (for holders of domestic shares or unlisted foreign shares), at 9th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, 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,

LETTER FROM THE BOARD

Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the AGM and/or the Class Meetings (i.e. not later than 2:00 p.m. on Monday, 24 May 2021) or the adjourned meetings (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM and/or the Class Meetings or at any adjourned meetings if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Poll results will be announced by the Company by means set out in Rule 13.39(5) of the Listing Rules after the general meetings.

In order to determine the list of Shareholders who will be entitled to attend and vote at the AGM and the Class Meetings, the registers of members of the Company will be closed from Thursday, 20 May 2021 to Tuesday, 25 May 2021 (both dates inclusive), during which period no transfer of shares of the Company will be effected. Shareholders whose names appear on the registers of members of the Company on Tuesday, 25 May 2021 shall be entitled to attend the AGM and the Class Meetings. In order to qualify for attending and voting at the AGM and the Class Meetings, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Board secretary office (for holders of Domestic Shares and unlisted foreign shares), at 9th Floor, Innov Tower (Capitaland Building), Section A 1801 Hongmei Road, Shanghai, PRC or the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (for holders of H Shares), at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration by 4:30 p.m. on Tuesday, 18 May 2021.

4. RECOMMENDATION

The Directors consider that all resolutions set out in the Notice of AGM, the Notice of Class Meeting of Domestic Shareholders and the Notice of Class Meeting of H Shareholders are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions set out in the Notice of AGM, the Notice of Class Meeting of Domestic Shareholders and the Notice of Class Meeting of H Shareholders.

There is no assurance that the A Share Offering and Listing will proceed. Shareholders and investors are advised to exercise caution in dealings in the H Shares. The Company will comply with the disclosure requirements under the Listing Rules and make further announcements about the details of the A Share Offering and Listing.

Yours faithfully,
On behalf of the Board
Shanghai Henlius Biotech, Inc.
Qiyu CHEN
Chairman

Shanghai Henlius Biotech, Inc. (the “**Company**”) intends to apply for an initial public offering of RMB ordinary shares (A Shares) and listing on the Science and Technology Innovation Board of Shanghai Stock Exchange (the “**Offering and Listing**”). The Company has prepared the Special Report on the Use of Previously Raised Proceeds as follows:

I. PREVIOUSLY PROCEEDS RAISED

With the approval of China Security Regulatory Commission (Zheng Jian Xu Ke [2019] No. 1222), the Company issued 69,061,800 shares (including greenshoe offering) of overseas listed foreign ordinary shares (the “**H Shares Offering**”) in September 2019, with face value RMB1 per share. The issue price is HK\$49.6 per share, and the total proceeds is HK\$3,425,465,000; after deducting the overseas offering and listing expenses of HK\$278,369,000, the total net proceeds is HK\$3,147,096,000.

II. ACTUAL USE OF PREVIOUSLY PROCEEDS RAISED

According to the resolution approved by the Company’s general meeting on 27 November 2018, The net proceeds from the H Shares Offering are intended to pay for the ongoing clinical trials, regulatory filing and registration of core products; ongoing clinical trials, regulatory filing and registration of other biosimilar candidates (including HLX12, HLX11 and HLX14); ongoing clinical trials, regulatory filing and registration of bio-innovative drugs and the development of immuno-oncology combination therapies; and to be used as working capital and for general corporate purposes.

As of 31 December 2020, RMB2,028,910,000 of the net proceeds from the H Shares Offering had been used, and the use of proceeds were consistent with the purpose disclosed in the H Shares offering.

As of 31 December 2020, the use of proceeds of the commitment projects for H Shares Offering is as follows:

Total proceeds by additional H Shares (including greenshoe): HK\$3,425,465,000 Deducting overseas offering and listing expenses: HK\$278,369,000 Total net proceeds (including greenshoe): HK\$3,147,096,000 Total proceeds for change of use: N/A ^(Note 1) Proportion of total proceeds for change of use: N/A ^(Note 1)											
Investment project			Total investment of proceeds				Cumulative investment of proceeds by the deadline				Differences between the actual investment and the committed investment after fund-raising
No.	Committed investment project	Actual investment project	Committed investment before fund-raising (HK\$'000)	Committed investment after fund-raising – including greenshoe (HK\$'000)	Committed investment before fund-raising – including greenshoe (equivalent to RMB'000)	Actual investment (RMB'000)	Committed investment before fund-raising (HK\$'000)	Committed investment after fund-raising – including greenshoe (HK\$'000)	Committed investment after fund-raising – including greenshoe (equivalent to RMB'000)	Actual investment (RMB'000)	
1	Clinical trials, regulatory filing and registration of HLX02	Clinical trials, regulatory filing and registration of HLX02	185,800	188,826	168,055	167,289	185,800	188,826	168,055	167,289	766
2	Clinical trials, regulatory filing and registration for HLX04 for the mCRC indication	Clinical trials, regulatory filing and registration for HLX04 for the mCRC indication	247,700	251,768	224,073	158,602	247,700	251,768	224,073	158,602	65,471
3	Development of immuno-oncology combination therapy comprised of HLX04 and HLX10 for the treatment of advanced solid tumours	Development of immuno-oncology combination therapy comprised of HLX04 and HLX10 for the treatment of advanced solid tumours	805,000	818,245	728,238	263,031	805,000	818,245	728,238	263,031	465,207
4	Clinical trials, regulatory filing and registration for our biosimilar candidates, including HLX12, HLX11 and HLX14	Clinical trials, regulatory filing and registration for our biosimilar candidates, including HLX12, HLX11 and HLX14	464,500	472,064	420,137	222,020	464,500	472,064	420,137	222,020	198,117

Total proceeds by additional H Shares (including greenshoe): HK\$3,425,465,000 Deducting overseas offering and listing expenses: HK\$278,369,000 Total net proceeds (including greenshoe): HK\$3,147,096,000 Total proceeds for change of use: N/A ^(Note 1) Proportion of total proceeds for change of use: N/A ^(Note 1) Total investment of proceeds											
Investment project		Total investment of proceeds					Cumulative investment of proceeds by the deadline				Differences
No.	Committed investment project	Actual investment project	Committed investment before fund-raising (HK\$'000)	Committed investment after fund-raising – including greenshoe (HK\$'000)	Committed investment after fund-raising – including greenshoe (equivalent to RMB'000)	Actual investment (RMB'000)	Committed investment before fund-raising (HK\$'000)	Committed investment after fund-raising – including greenshoe (HK\$'000)	Committed investment after fund-raising – including greenshoe (equivalent to RMB'000)	Actual investment (RMB'000)	between the actual investment and the committed investment after fund-raising (RMB'000)
5	HLX06	HLX06	6,200	6,294	5,602	0	6,200	6,294	5,602	0	5,602
6	HLX07	HLX07	133,100	135,325	120,439	92,798	133,100	135,325	120,439	92,798	27,641
7	HLX20	HLX20	6,200	6,294	5,602	4,157	6,200	6,294	5,602	4,157	1,445
8	HLX10 and immuno-oncology combination therapies involving HLX10 (including HLX10+HLX07)	HLX10 and immuno-oncology combination therapies involving HLX10 (including HLX10+HLX07)	938,200	953,570	848,678	843,818	938,200	953,570	848,678	843,818	4,860
9	working capital and general corporate purposes	working capital and general corporate purposes	309,600	314,710	280,092	277,195	309,600	314,710	280,092	277,195	2,897
Total			3,096,300	3,147,096	2,800,916	2,028,910	3,096,300	3,147,096	2,800,916	2,028,910	772,006

Note 1: On 26 March 2021, the board of directors have resolved to change the proceeds raised in previous H Shares offering, details of which are set out in the Company's announcement dated 26 March 2021.

Comparison table of the benefits realized from projects invested with previously raised proceeds:

Not applicable.

III. SUMMARY

The board of directors believes that the Company used the proceeds raised in previous H Shares offering in accordance with the use of proceeds disclosed in the H Shares offering (as revised by the Company's announcement dated 26 March 2021) and the above "II. Actual Use of Previously Proceeds Raised".

NOTICE OF AGM



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Shanghai Henlius Biotech, Inc. (the “**Company**”) will be held at Conference Room, 5th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, Shanghai, PRC on Tuesday, 25 May 2021 at 2:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the annual report of the Company and its subsidiaries (the “**Group**”) for the year 2020.
2. To consider and approve the work report of the board of directors of the Company (the “**Board**”) for the year 2020.
3. To consider and approve the work report of the board of supervisors of the Company for the year 2020.
4. To consider and approve the final accounts report of the Group for the year 2020.
5. To consider and approve the profit distribution proposal of the Company for the year 2020.
6. To consider and approve the financial budget proposal of the Group for the year 2021.
7. To consider and approve the re-appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic auditors for the Company’s financial reports for the year 2021, the re-appointment of Ernst & Young as the international auditors for the Company’s financial reports for the year 2021 and the passing of remuneration package for the domestic and international auditors for the year of 2020.
8. To consider and approve the resolution in relation to the special report on the use of proceeds raised in previous offering.

NOTICE OF AGM

SPECIAL RESOLUTIONS

9. To consider and, if thought fit, approve the proposed grant of a general mandate in relation to the issue of any class of shares of the Company to the Board:
- (a) granting to the Board of an unconditional general mandate during the Mandate Period (as defined below) to, subject to market condition and the needs of the Company, separately or concurrently issue, allot and deal with additional shares of any class of the Company;
 - (b) making or granting of proposals, agreements, share options and/or conversion rights that will or may require the separate or concurrent issue of any class of shares or other convertible rights to subscribe for or purchase any class of shares (collectively, the “**Instruments**”), including, but is not limited to, the creation and issue of warrants, bonds, debentures, or other instruments that can be converted into any class of shares;
 - (c) issuing additional Instruments as a result of adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues;
 - (d) in terms of one specific class of shares, the total number of such class of shares approved to be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Board (whether they are allotted pursuant to the share options or otherwise), and the number of shares underlying the offers, agreements, share options and/or conversion rights made or granted (including warrants, convertible bonds and other securities carrying rights of subscription for or conversion into such class of shares, the number of which is based on the number of such class of shares converted to or allotted), shall not exceed 20% of the total number of the such class of shares in issue as at the date of passing this resolution at the general meeting of the Company;
 - (e) the Board and its authorised person shall be authorised to formulate and implement specific issuance plans when exercising the aforementioned general mandate, including but not limited to the class of new shares to be issued, the pricing methods and/or the issue price (including the price range), number of shares to be issued, issue target, use of proceeds, time of issuance, period of issuance, specific subscription methods, the pre-emptive subscription ratio of existing shareholders and other specific matters relating to the issuance;
 - (f) the Board and its authorised person shall be authorised to engage services of intermediary institutions for matters in relation to the issuance, and to approve and/or execute all the acts, deeds, documents and other matters which are necessary, appropriate, desirable or relevant to the issuance; to consider and approve and to execute, for and on behalf of the Company, agreements relating to the issuance, including but not limited to placement and underwriting agreement and engagement agreement of intermediary institutions;

NOTICE OF AGM

- (g) the Board and its authorised person shall be authorised to consider and approve and to execute on behalf of the Company the statutory documents relating to the issuance for submission to the relevant regulatory authorities; perform relevant approval procedures and complete all necessary recordation, registration and filing procedures pursuant to the requirements of the competent government departments and/or regulatory authorities and in the places where the shares of the Company are listed;
- (h) the Board and its authorised person shall be authorised to make applicable amendment to, as may be required by the competent government departments and/or regulatory authorities, the relevant agreements and statutory documents referred to in the clause 9(f) and clause 9(g) mentioned above;
- (i) the Board shall be authorised to approve the increase of registered capital of the Company after issuance of new shares and make amendments to the Articles of Association of Shanghai Henlius Biotech, Inc. relating to the registered capital, total share capital and shareholding structure, etc., and the executive directors, management and its authorised person shall be authorized to carry out the relevant procedures; and
- (j) the Board will only exercise the aforesaid general mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) or all applicable laws, rules and regulations of any other governmental or regulatory authorities and only with all necessary approvals from China Securities Regulatory Commission and/or relevant governmental authorities of PRC.

For the purpose of this resolution, “Mandate Period” refers to the period commencing from the date on which this resolution is considered and approved at the general meeting to the earlier of:

- 1. the date of the next annual general meeting of the Company; or
 - 2. the date on which the mandate granted under this resolution is revoked or varied by resolution at any general meeting of the Company.
- 10. To consider and approve the extension of resolutions in relation to the A Share Offering and Listing.^(Note 1)
 - 11. To consider and approve the extension of the validity period of the authorization to the Board to deal with matters relating to the A Share Offering and Listing.^(Note 2)
 - 12. To consider and approve the resolution in relation to the updated plan for use of proceeds raised from the A Share Offering.

On behalf of the Board
Shanghai Henlius Biotech, Inc.
Qiyu CHEN
Chairman

Hong Kong, 23 April 2021

As at the date of this notice, the board of directors of the Company comprises Mr. Wenjie Zhang as the executive director, Mr. Qiyu Chen as the chairman and non-executive director, Mr. Yifang Wu, Ms. Xiaohui Guan, Dr. Aimin Hui and Mr. Zihou Yan as the non-executive directors, and Mr. Tak Young So, Dr. Lik Yuen Chan, Dr. Guoping Zhao and Dr. Ruilin Song as the independent non-executive directors.

NOTICE OF AGM

Notes:

- (1) The resolutions include resolution nos. 8(1) to (11) passed at the 2020 second extraordinary general meeting of the Company, resolution nos. 2(1) to (11) passed at the 2020 first class meeting of domestic shareholders of the Company and resolution nos. 2(1) to (11) passed at the 2020 first class meeting of H shareholders of the Company held on 12 June 2020. Further details of the resolutions are set out in the circular of the Company dated 27 April 2020.

The Company intends to propose the extension of the validity period of the resolutions in relation to the A Share Offering and Listing for 12 months from the expiry date (i.e. 11 June 2021). In addition, other relevant contents of these resolutions considered and approved at the 2020 second extraordinary general meeting, the 2020 first class meeting of domestic shareholders and the 2020 first class meeting of H shareholders of the Company remain unchanged. In the event that the Company completed all matters relating to the A Share Offering and Listing prior to the date of the AGM, the 2021 first class meeting of domestic shareholders and the 2021 first class meeting of H shareholders, the validity period of the abovementioned resolutions in relation to the A Share Offering and Listing is no longer to be extended.

- (2) The Company intends to propose the extension of the validity period of the authorization to the Board to deal with matters relating to the A Share Offering and Listing for 12 months from the expiry date (i.e. 11 June 2021). In addition, other relevant contents of these resolutions considered and approved at the 2020 second extraordinary general meeting, the 2020 first class meeting of domestic shareholders and the 2020 first class meeting of H shareholders of the Company remain unchanged. In the event that the Company completed all matters relating to the A Share Offering and Listing prior to the date of the AGM, the 2021 first class meeting of domestic shareholders and the 2021 first class meeting of H shareholders, the validity period of the abovementioned resolutions in relation to the A Share Offering and Listing is no longer to be extended.
- (3) All resolutions at the AGM will be taken by a poll pursuant to the articles of association of the Company and the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (4) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy (or more than one proxy if he/she holds more than one share) to attend and on a poll, vote on his/her behalf. A proxy needs not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. In case of a poll every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- (5) 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 at the Company's Board secretary office (for holders of Domestic Shares or unlisted foreign shares), at 9th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, 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, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM (i.e. not later than 2:00 p.m. on Monday, 24 May 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (6) In order to determine the list of Shareholders who will be entitled to attend and vote at the AGM, the registers of members of the Company will be closed from Thursday, 20 May 2021 to Tuesday, 25 May 2021 (both dates inclusive), during which period no transfer of shares of the Company will be effected. Shareholders whose names appear on the registers of members of the Company on Tuesday, 25 May 2021 shall be entitled to attend and vote at the AGM. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H 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 for registration by 4:30 p.m. on Tuesday, 18 May 2021.
- (7) Shareholders who attend the AGM in person or by proxy shall bear their own travelling and accommodation expenses.
- (8) References to time and dates in this notice are to Beijing time and dates.

NOTICE OF CLASS MEETING OF DOMESTIC SHAREHOLDERS



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)

NOTICE OF THE 2021 FIRST CLASS MEETING OF DOMESTIC SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2021 first class meeting of domestic shareholders (the **“Domestic Shareholders’ Class Meeting”**) of Shanghai Henlius Biotech, Inc. (the **“Company”**) will be held after the conclusion of the 2021 annual general meeting of the Company, at Conference Room, 5th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, Shanghai, PRC at 2:00 p.m. on Tuesday, 25 May 2021 for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions and special resolutions (unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 23 April 2021):

SPECIAL RESOLUTIONS

1. To consider and approve the extension of resolutions in relation to the A Share Offering and Listing.^(Note 1)
2. To consider and approve the extension of the validity period of the authorization to the Board to deal with matters relating to the A Share Offering and Listing.^(Note 2)
3. To consider and approve the resolution in relation to the updated plan for use of proceeds raised from the A Share Offering.

On behalf of the Board
Shanghai Henlius Biotech, Inc.
Qiyu CHEN
Chairman

Hong Kong, 23 April 2021

As at the date of this notice, the board of directors of the Company comprises Mr. Wenjie Zhang as the executive director, Mr. Qiyu Chen as the chairman and non-executive director, Mr. Yifang Wu, Ms. Xiaohui Guan, Dr. Aimin Hui and Mr. Zihou Yan as the non-executive directors, and Mr. Tak Young So, Dr. Lik Yuen Chan, Dr. Guoping Zhao and Dr. Ruilin Song as the independent non-executive directors.

NOTICE OF CLASS MEETING OF DOMESTIC SHAREHOLDERS

Notes:

- (1) The resolutions include resolution nos. 8(1) to (11) passed at the 2020 second extraordinary general meeting of the Company, resolution nos. 2(1) to (11) passed at the 2020 first class meeting of domestic shareholders of the Company and resolution nos. 2(1) to (11) passed at the 2020 first class meeting of H shareholders of the Company held on 12 June 2020. Further details of the resolutions are set out in the circular of the Company dated 27 April 2020.

The Company intends to propose the extension of the validity period of the resolutions in relation to the A Share Offering and Listing for 12 months from the expiry date (i.e. 11 June 2021). In addition, other relevant contents of these resolutions considered and approved at the 2020 second extraordinary general meeting, the 2020 first class meeting of domestic shareholders and the 2020 first class meeting of H shareholders of the Company remain unchanged. In the event that the Company completed all matters relating to the A Share Offering and Listing prior to the date of the AGM, the 2021 first class meeting of domestic shareholders and the 2021 first class meeting of H shareholders, the validity period of the abovementioned resolutions in relation to the A Share Offering and Listing is no longer to be extended.

- (2) The Company intends to propose the extension of the validity period of the authorization to the Board to deal with matters relating to the A Share Offering and Listing for 12 months from the expiry date (i.e. 11 June 2021). In addition, other relevant contents of these resolutions considered and approved at the 2020 second extraordinary general meeting, the 2020 first class meeting of domestic shareholders and the 2020 first class meeting of H shareholders of the Company remain unchanged. In the event that the Company completed all matters relating to the A Share Offering and Listing prior to the date of the AGM, the 2021 first class meeting of domestic shareholders and the 2021 first class meeting of H shareholders, the validity period of the abovementioned resolutions in relation to the A Share Offering and Listing is no longer to be extended.
- (3) All resolutions at the Domestic Shareholders' Class Meeting will be taken by a poll pursuant to the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (4) A holder of Domestic Shares of the Company entitled to attend and vote at the Domestic Shareholders' Class Meeting is entitled to appoint a proxy (or more than one proxy if he/she holds more than one share) to attend and on a poll, vote on his/her behalf. A proxy need not be a Shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. In case of a poll every Shareholder present in person or by proxy shall be entitled to one vote for each Share held by him.
- (5) 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 deposited at the Company's Board secretary office, at 9th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, Shanghai, PRC, not less than 24 hours before the time appointed for the Domestic Shareholders' Class Meeting (i.e. not later than 2:00 p.m. on Monday, 24 May 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude any holder of Domestic Shares of the Company from attending and voting in person at the Domestic Shareholders' Class Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (6) In order to determine the list of Shareholders who will be entitled to attend and vote at the Domestic Shareholders' Class Meeting, the register of members of Domestic Shares of the Company will be closed from Thursday, 20 May 2021 to Tuesday, 25 May 2021 (both dates inclusive). Shareholders whose names appear on the register of members of Domestic Shares of the Company on Tuesday, 25 May 2021 shall be entitled to attend and vote at the Domestic Shareholders' Class Meeting. In order to qualify for attending and voting at the Domestic Shareholders' Class Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Board secretary office, at 9th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, Shanghai, PRC for registration by 4:30 p.m. on Tuesday, 18 May 2021.
- (7) Shareholders who attend the Domestic Shareholders' Class Meeting in person or by proxy shall bear their own travelling and accommodation expenses.
- (8) This notice of Domestic Shareholders' Class Meeting is despatched to the holders of Domestic Shares of the Company only.
- (9) References to time and dates in this notice are to Beijing time and date.

NOTICE OF CLASS MEETING OF H SHAREHOLDERS



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)

NOTICE OF THE 2021 FIRST CLASS MEETING OF H SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2021 first class meeting of H shareholders (the “**H Shareholders’ Class Meeting**”) of Shanghai Henlius Biotech, Inc. (the “**Company**”) will be held after the conclusion of the 2021 first class meeting of domestic shareholders of the Company, at Conference Room, 5th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, Shanghai, PRC at 2:00 p.m. on Tuesday, 25 May 2021 for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions and special resolutions (unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 23 April 2021):

SPECIAL RESOLUTIONS

1. To consider and approve the extension of resolutions in relation to the A Share Offering and Listing.^(Note 1)
2. To consider and approve the extension of the validity period of the authorization to the Board to deal with matters relating to the A Share Offering and Listing.^(Note 2)
3. To consider and approve the resolution in relation to the updated plan for use of proceeds raised from the A Share Offering.

On behalf of the Board
Shanghai Henlius Biotech, Inc.
Qiyu CHEN
Chairman

Hong Kong, 23 April 2021

As at the date of this notice, the board of directors of the Company comprises Mr. Wenjie Zhang as the executive director, Mr. Qiyu Chen as the chairman and non-executive director, Mr. Yifang Wu, Ms. Xiaohui Guan, Dr. Aimin Hui and Mr. Zihou Yan as the non-executive directors, and Mr. Tak Young So, Dr. Lik Yuen Chan, Dr. Guoping Zhao and Dr. Ruilin Song as the independent non-executive directors.

NOTICE OF CLASS MEETING OF H SHAREHOLDERS

Notes:

- (1) The resolutions include resolution nos. 8(1) to (11) passed at the 2020 second extraordinary general meeting of the Company, resolution nos. 2(1) to (11) passed at the 2020 first class meeting of domestic shareholders of the Company and resolution nos. 2(1) to (11) passed at the 2020 first class meeting of H shareholders of the Company held on 12 June 2020. Further details of the resolutions are set out in the circular of the Company dated 27 April 2020.

The Company intends to propose the extension of the validity period of the resolutions in relation to the A Share Offering and Listing for 12 months from the expiry date (i.e. 11 June 2021). In addition, other relevant contents of these resolutions considered and approved at the 2020 second extraordinary general meeting, the 2020 first class meeting of domestic shareholders and the 2020 first class meeting of H shareholders of the Company remain unchanged. In the event that the Company completed all matters relating to the A Share Offering and Listing prior to the date of the AGM, the 2021 first class meeting of domestic shareholders and the 2021 first class meeting of H shareholders, the validity period of the abovementioned resolutions in relation to the A Share Offering and Listing is no longer to be extended.

- (2) The Company intends to propose the extension of the validity period of the authorization to the Board to deal with matters relating to the A Share Offering and Listing for 12 months from the expiry date (i.e. 11 June 2021). In addition, other relevant contents of these resolutions considered and approved at the 2020 second extraordinary general meeting, the 2020 first class meeting of domestic shareholders and the 2020 first class meeting of H shareholders of the Company remain unchanged. In the event that the Company completed all matters relating to the A Share Offering and Listing prior to the date of the AGM, the 2021 first class meeting of domestic shareholders and the 2021 first class meeting of H shareholders, the validity period of the abovementioned resolutions in relation to the A Share Offering and Listing is no longer to be extended.
- (3) All resolutions at the H Shareholders' Class Meeting will be taken by a poll pursuant to the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (4) A holder of H Shares of the Company entitled to attend and vote at the H Shareholders' Class Meeting is entitled to appoint a proxy (or more than one proxy if he/she holds more than one share) to attend and on a poll, vote on his/her behalf. A proxy need not be a Shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. In case of a poll every Shareholder present in person or by proxy shall be entitled to one vote for each Share held by him.
- (5) 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 deposited at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the H Shareholders' Class Meeting (i.e. not later than 2:00 p.m. on Monday, 24 May 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude any holder of H Shares of the Company from attending and voting in person at the H Shareholders' Class Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (6) In order to determine the list of Shareholders who will be entitled to attend and vote at the H Shareholders' Class Meeting, the register of members of H Shares of the Company will be closed from Thursday, 20 May 2021 to Tuesday, 25 May 2021 (both dates inclusive). Shareholders whose names appear on the register of members of H Shares of the Company on Tuesday, 25 May 2021 shall be entitled to attend and vote at the H Shareholders' Class Meeting. In order to qualify for attending and voting at the H Shareholders' Class Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H 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 for registration by 4:30 p.m. on Tuesday, 18 May 2021.
- (7) Shareholders who attend the H Shareholders' Class Meeting in person or by proxy shall bear their own travelling and accommodation expenses.
- (8) This notice of H Shareholders' Class Meeting is despatched to the holders of H Shares of the Company only.
- (9) References to time and dates in this notice are to Beijing time and dates.