



和 鉑 醫 藥 控 股 有 限 公 司

**HBM Holdings Limited**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 02142)

**FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING**

I/We (Name) \_\_\_\_\_ (Block Capital, please)

of \_\_\_\_\_ (Address)

being the holder(s) of \_\_\_\_\_ (see Note 1) shares of US\$0.000025 each in the capital of HBM Holdings Limited (the "Company") hereby appoint

(Name) \_\_\_\_\_

of (Address) \_\_\_\_\_

or failing him/her (Name) \_\_\_\_\_

of (Address) \_\_\_\_\_

or failing him/her, the chairman of the meeting<sup>(see Note 2)</sup> as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the "Annual General Meeting") of the Company to be held at 12th Floor, Tower A, 420 Fenglin Road, Xuhui District, Shanghai, China on Wednesday, 8 June 2022 at 10 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated<sup>(see Note 3)</sup> in respect of the undermentioned resolutions:

Ordinary Resolutions <sup>#</sup>		For <sup>(see Note 3)</sup>	Against <sup>(see Note 3)</sup>
1	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2021.		
2	To re-elect Dr. Yiping Rong as an executive director of the Company.		
3	To re-elect Dr. Robert Irwin Kamen as an independent non-executive director of the Company.		
4	To re-elect Dr. Xiaoping Ye as an independent non-executive director of the Company.		
5	To re-elect Mr. Ka Chi Yau as an independent non-executive director of the Company.		
6	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
7	To re-appoint Ernst & Young as auditor of the Company and authorise the board of directors of the Company to fix its remuneration.		
8	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the number of issued shares of the Company.		
9	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the number of issued shares of the Company.		
10	To extend the authority given to the directors of the Company pursuant to ordinary resolution no.8 to issue shares by adding the number of shares repurchased under ordinary resolution no. 9.		
Special Resolution		For <sup>(see Note 3)</sup>	Against <sup>(see Note 3)</sup>
11	To approve the adoption of the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company in the manner as set out in Appendix III of the circular of the Company dated 11 May 2022.		

# The full text of the resolutions is set out in the notice of the Annual General Meeting. Capitalised terms used herein are defined in the notice of the Annual General Meeting, unless otherwise defined or the context requires.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2022 Signature(s)<sup>(see Notes 4 & 5)</sup> \_\_\_\_\_

**Notes:**

- Please insert the number of shares registered in your name(s); 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).
- A shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be executed under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the meeting (i.e. no later than 10 a.m. on Monday, 6 June 2022 (Hong Kong time)). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.
- References to time and dates in this form of proxy are to Hong Kong 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 AGM of the Company (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 authorised 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 in writing by mail to Tricor Investor Services Limited at the above address.