



INNOCARE

诺诚健华

InnoCare Pharma Limited

諾誠健華醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9969)

SECOND PROXY FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We (Name) _____ (Block capitals, please) of _____

(Address) _____

being the holder(s) of _____ (see Note 1) shares of US\$0.000002 each in the capital of InnoCare Pharma Limited (the "Company") hereby appoint

(Name) _____ of _____

(Address) _____ or _____

failing him/her (Name) _____ of _____

(Address) _____

or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Building No. 8, No. 8 Life Science Park Road, Zhongguancun Life Science Park, Changping District, Beijing, PRC on Tuesday, 21 June 2022 at 3:00 p.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 (see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 3)		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the "Director(s)") and auditor of the Company for the year ended 31 December 2021.		
2.	(i) To re-elect Dr. Jisong Cui as an executive Director;		
	(ii) To re-elect Mr. Shan Fu as a non-executive Director;		
	(iii) To re-elect Mr. Ming Jin as a non-executive Director; and		
	(iv) To re-elect Ms. Lan Hu as an independent non-executive Director.		
3.	To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
4.	To re-appoint Ernst & Young as auditor of the Company and authorise the Board to fix its remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution.		
7.	To extend, conditional upon the above resolutions 5 and 6 being duly passed, the general mandate to allot, issue and deal with additional shares by adding the aggregate amount of the repurchased shares to the 20% general mandate.		
8.	To consider and approve the authorisation to the Board and its authorized person to exercise full powers to deal with matters relating to the RMB Share Issue.		
8(a).	To consider and approve the proposed extension of the validity period of the Specific Mandate by 12 months to 20 June 2023.		
Special Resolutions (see Note 3)			
9.*	To approve the Proposed Amendments to the Current M&A and the adoption of the version of the Second Amended and Restated Memorandum and Articles of Association which contains all the Proposed Amendments to the Current M&A.		
10.*	To approve the Proposed Amendments to the RMB Shares Issue M&A and the adoption of the version of the Second Amended and Restated Memorandum and Articles of Association which contains all the Proposed Amendments to the RMB Share Issue M&A.		

Dated this _____ day of _____ 2022

Signature(s) _____ (see Note 5)

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 member 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 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 be 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 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 Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 (the "Closing Time"). Please note that 19 June 2022 is not a working day in Hong Kong and Computershare Hong Kong Investor Services Limited's offices will not be open on this day for physical delivery of the form of proxy. For the voting instructions to be effective, all proxy appointments must be lodged with Computershare Hong Kong Investor Services Limited before the deadline. 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.
- If you have not yet lodged the form of proxy sent together with the circular of the Company dated 18 May 2022 (the "First Proxy Form") with the Company's Hong Kong branch share registrar, you are requested to lodge this proxy form if you wish to appoint proxy(ies) to attend and vote at the annual general meeting on your behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong branch share registrar.
- If you have already lodged the First Proxy Form with the Company's Hong Kong branch share registrar, you should take note of the following:
 - subject to (c) below, if this proxy form is not lodged with the Company's Hong Kong branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by you if correctly completed and signed. The proxy so appointed by you shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution numbered 8(a) as set out in this proxy form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
 - if this proxy form is lodged with the Company's Hong Kong branch share registrar before the Closing Time, this proxy form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by you. This proxy form will be treated as a valid form of proxy lodged by you;
 - if this proxy form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this proxy form will be invalid. The proxy so appointed by you under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if this proxy form was not lodged with the Company's Hong Kong branch share registrar
- A proxy need not be a shareholder of the Company.
- In light of the continuing risks posed by the COVID-19, the Company encourages the shareholders of the Company to consider appointing the chairman of the meeting as their proxy to vote on the relevant resolutions at the meeting as an alternative to attending the meeting in person.
- If you are a non-registered Shareholder, i.e., your Shares are held through an intermediary (for example, a bank, a custodian or a securities broker) or registered in the name of your nominee, you have to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend, speak and vote at the AGM, you shall seek an authorisation from your intermediary/nominee directly.

* For the avoidance of doubt, given that the RMB Share Issue (as defined in the circular of the Company dated 3 June 2021) is conditional upon, among other things, necessary regulatory approvals, there is no assurance that it will proceed as planned or at all. Therefore, despite that the Shareholders will consider, approve and adopt both versions of the Second Amended and Restated Memorandum and Articles of Association, only one version of it will have become effective at the time immediately following this AGM. The effect of Shareholders approving both versions of the Second Amended and Restated Memorandum and Articles of Association is that, before and until the RMB Shares has been successfully listed on the STAR Market, the version of the Second Amended and Restated Memorandum and Articles of Association incorporating and consolidating all the Proposed Amendments to the Current M&A will have remained effective and, vice versa. Accordingly, the version of the Second Amended and Restated Memorandum and Articles of Association that takes effect immediately after this annual general meeting will be referred to as the official Second Amended and Restated Memorandum and Articles of Association whereas, the version of the Second Amended and Restated Memorandum and Articles of Association that takes effect thereafter (if applicable) will be referred to as the third amended and restated memorandum and articles of association. The Company will publish the official Second Amended and Restated Memorandum and Articles of Association on the websites of the Stock Exchange and the Company, respectively, as soon as practicable after the annual general meeting.