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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) PROPOSED APPOINTMENT OF DIRECTORS OF THE
THIRD SESSION OF THE BOARD**

**(2) PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE
SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS
AND**

(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice convening the EGM of the Company to be held at Conference Room, 5th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, Shanghai, PRC at 11:00 a.m. on Thursday, 28 July 2022 is set out on pages 17 to 19 of this circular.

Whether or not you intend to attend the EGM, 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 of the Company), 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 EGM (i.e. not later than 11:00 a.m. on Wednesday, 27 July 2022) or the adjourned meeting (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 EGM or at any adjourned meetings if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.henlius.com>).

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

11 July 2022

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company currently in force, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“Company”	Shanghai Henlius Biotech, Inc., a joint stock company established in the People’s Republic of China with limited liability, the H Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 2696)
“Director(s)”	the director(s) of the Company
“EGM”	the 2022 first extraordinary general meeting of the Company to be held at Conference Room, 5th Floor, Innov Tower (Capitaland Building), Section A, 1801 Hongmei Road, Shanghai, PRC at 11:00 a.m. on Thursday, 28 July 2022, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 19 of this circular, or any adjournment thereof
“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 Stock Exchange and traded in HK dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and China Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	the domestic share(s), the unlisted foreign share(s) and/or H Share(s) with nominal value of RMB1.00 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“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 (*Chairman and
Chief Executive Officer*)

Non-executive Directors:

Mr. Qiyu CHEN

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

*Head office and Principal Place of Business
in the PRC:*

9F, Innov Tower (Capitaland Building)
1801 Hongmei Road
Xuhui District, Shanghai
PRC

Registered Office in the PRC:

Rooms 330, Complex Building
No. 222 Kangnan 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

11 July 2022

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED APPOINTMENT OF DIRECTORS OF THE
THIRD SESSION OF THE BOARD**

**(2) PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE
SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS
AND**

(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

We refer to the announcement of the Company dated 30 June 2022 in relation to, among others, (i) the proposed appointment of Directors of the third session of the Board; and (ii) the proposed appointment of shareholder representative Supervisors of the third session of the Board of Supervisors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding the resolutions in relation to the proposed appointment of Directors and proposed appointment of shareholder representative Supervisors at the EGM.

I. PROPOSED RE-APPOINTMENT AND APPOINTMENT OF DIRECTORS OF THE THIRD SESSION OF THE BOARD

The Board currently comprises of ten Directors, including one executive Director, five non-executive Directors, and four independent non-executive Directors. The term of the second session of the Board will expire in August 2022, and each Director shall continue to perform his/her duties as Director until the expiry of the term of the second session of the Board (or the term of office shall expire at the conclusion of the EGM at which the third session of the Board will be elected).

The Board proposes that the third session of the Board be comprised of ten Directors, including one executive Director, five non-executive Directors and four independent non-executive Directors. The Board has considered and approved the re-appointment and appointment of the following candidates for Directors of the third session of the Board:

(i) Proposed Re-appointment of Directors

The Board proposes (i) the re-appointment of Mr. Wenjie Zhang, being the current executive Director, as the executive Director of the third session of the Board; (ii) the re-appointment of Mr. Qiyu Chen, Mr. Yifang Wu, Ms. Xiaohui Guan and Mr. Zihou Yan, being the current non-executive Directors, as the non-executive Directors of the third session of the Board; and (iii) the re-appointment of Mr. Tak Young So, Dr. Lik Yuen Chan, Dr. Guoping Zhao and Dr. Ruilin Song, being the current independent non-executive Directors, as the independent non-executive Directors of the third session of the Board.

(ii) Retirement of Director and Proposed Appointment of Director

Dr. Aimin Hui has notified the Board that he will retire from his office as the non-executive Director and will not seek for re-election (“**Retirement**”). His Retirement will be effective from the date of the election of the third session of the Board at the EGM. Dr. Aimin Hui confirmed that he has no disagreement with the Board and the Company and there is no other matter in relation to his Retirement that needs to be brought to the attention of the Shareholders. The Board would like to take this opportunity to express their sincere gratitude to Dr. Aimin Hui for his contributions to the Company during his tenure.

The Board proposes the appointment of Mr. Deyong Wen as the non-executive Director of the third session of the Board.

The above candidates for Directors meet the qualification requirements to serve as Directors as stipulated in relevant PRC laws, regulations, the Articles of Association and the Listing Rules, and the Board agreed to submit the above list of candidates to be considered and approved at the EGM by way of ordinary resolutions. The EGM will elect one executive Director, five non-executive Directors, and four independent non-executive Directors, and these ten Directors will comprise the third session of the Board.

LETTER FROM THE BOARD

In accordance with the requirements of relevant PRC laws, regulations and the Articles of Association, the candidates for Directors of the third session of the Board are subject to the consideration and approval by the Shareholders at the EGM. The term of office of candidates for executive Director, non-executive Directors and independent non-executive Directors will take effect from the date of approval at the EGM and will end upon the expiry of the term of the third session of the Board (or the term of office shall expire at the conclusion of the forthcoming general meeting at which a new session of the Board will be elected).

The biographical details of the candidates for the Directors of the third session of the Board are set out in Appendix I to this circular.

II. PROPOSED RE-APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS

The Board of Supervisors currently comprises of three Supervisors including two shareholder representative Supervisors and one employee representative Supervisor. The term of the second session of the Board of Supervisors will expire in August 2022, and the Board of Supervisors proposes that the third session of the Board of Supervisors be comprised of three Supervisors, including two shareholder representative Supervisors elected by Shareholders and one employee representative Supervisor elected at the employee representative meeting of the Company.

The Board of Supervisors proposes the re-appointment of Ms. Rongli Feng and Mr. Deli Kong, being the current shareholder representative Supervisors, as the shareholder representative Supervisors of the third session of the Board of Supervisors. Ms. Rongli Feng and Mr. Deli Kong shall continue to perform their duties as shareholder representative Supervisor until the expiry of the term of the second session of the Board of Supervisors (or the term of office will expire at the conclusion of the EGM at which the third session of the Board of Supervisors will be elected).

The above candidates for shareholder representative Supervisors meet the qualification requirements to serve as Supervisors as stipulated in relevant PRC laws, regulations and the Articles of Association, and the Board of Supervisors agreed to submit the above candidates for shareholder representative Supervisors to be considered and approved at the EGM by way of ordinary resolutions.

The term of office of Ms. Rongli Feng and Mr. Deli Kong will take effect from the date of approval at the EGM and will end upon the expiry of the term of the third session of the Board of Supervisors (or the term of office shall expire at the conclusion of the forthcoming general meeting at which a new session of the Board of Supervisors will be elected).

The biographical details of the candidates for shareholder representative Supervisors of the third session of the Board of Supervisors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

In addition, Ms. Junhong Liu (“**Ms. Liu**”), the employee representative Supervisor of the current term, has been re-appointed as the employee representative Supervisor of the third session of the Board of Supervisors at the employee representative meeting of the Company held separately by the employees of the Company on 30 June 2022. Ms. Liu, together with the shareholder representative Supervisors to be elected at the EGM, will constitute the third session of the Board of Supervisors. For details, please refer to the announcement of the Company dated 30 June 2022.

III. EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages 17 to 19 of this circular.

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. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and 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, 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 EGM (i.e. not later than 11:00 a.m. on Wednesday, 27 July 2022) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM or at any adjourned meetings if you so wish.

IV. RECOMMENDATION

The Directors consider that the resolutions proposed at the EGM are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions proposed at the EGM.

Yours faithfully,
On behalf of the Board
Shanghai Henlius Biotech, Inc.
Wenjie Zhang
Chairman

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-APPOINTED AND APPOINTED AT THE EGM

The biographical details of the candidates for Directors are set out as below:

Mr. Wenjie Zhang, aged 55, has been the chief executive officer of the Company since September 2020, has been the executive director of the Company since November 2020, and has been the Chairman of the Board since November 2021.

Mr. Zhang served as the senior vice president, chief strategy officer and the chief commercial operation officer of the Company from March 2019 to February 2020, the president of the Company from February 2020 to November 2021. Mr. Zhang has been the president of Shanghai Henlius Biopharmaceutical Co., Ltd. (“Henlius Biopharmaceutical”) since February 2020, director and chief executive officer of Henlius Biopharmaceutical since September 2020, the president of Shanghai Henlius Biologics Co., Ltd. (“Henlius Pharmaceutical”) from February 2020 to March 2021, the chief executive officer of Henlius Pharmaceutical from September 2020 to March 2021 and chairman of the board of directors of Henlius Pharmaceutical since September 2020. Mr. Zhang has been the director of Henlix Biotech Co., Ltd. (“Taiwan Henlius”) since September 2020, the general manager of Taiwan Henlius since December 2020, the director, chief executive director and chief financial officer of Hengenix Biotech, Inc. and the managing director of Henlius Europe GmbH since September 2020. He has been the director of Henlius Industrial Co., Limited since February 2021, the director of Aton (Guangzhou) Biotech Co., Ltd. since November 2021, the director of Shanghai Jollin Tech Co., Ltd. since December 2021, the director of Aton (Shanghai) Biologics Co., Ltd. since January 2022 and the chairman of the board of directors of Aton (Shanghai) Biotech Co., Ltd. since March 2022.

Mr. Zhang has nearly 30 years of commercial operation and management experience in the pharmaceutical industry. Prior to joining the Group, Mr. Zhang previously served in various roles including the general manager at Amgen China, USA, the vice president of oncology business unit 2 of Shanghai Roche Pharmaceuticals, China, and the head of specialty therapeutics & oncology unit-Bayer Schering Pharma, Germany. Mr. Zhang obtained a bachelor’s degree in microbiology from Shandong University (山東大學), the PRC, in July 1990 and a master’s degree of business administration from Yale University, USA, in May 1998.

Mr. Zhang will not receive additional remuneration from the Company for acting as a Director.

Mr. Qiyu Chen (陳啟宇), aged 50, has been a non-executive director of the Company since January 2013 and served as the Chairman of the Board from December 2018 to November 2021. Mr. Chen joined Fosun Pharma Group (Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (“Fosun Pharma”) (Stock Exchange stock code: 02196, Shanghai Stock Exchange stock code: 600196) and its subsidiaries) in April 1994, who was appointed as a director in May 2005, and served as the chairman of Fosun Pharma from June 2010 to October 2020. Mr. Chen currently serves as the chairman of Shanghai Fosun High Technology (Group) Co., Ltd., an executive director and the co-chief executive officer of Fosun International Limited (“Fosun

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-APPOINTED AND APPOINTED AT THE EGM

International”) (Stock Exchange stock code: 00656), a non-executive director of Gland Pharma Limited (stock code of Bombay Stock Exchange Limited and National Stock Exchange of India: GLAND), a non-executive director and a vice chairman of Sinopharm Group Co. Ltd. (“Sinopharm”) (Stock Exchange stock code: 01099), a director of Beijing Sanyuan Foods Co., Ltd.* (北京三元食品股份有限公司) (Shanghai Stock Exchange stock code: 600429), and the co-chairman of Unicorn II Holdings Limited. Mr. Chen previously served as a director of Dian Diagnostics Group Co., Ltd.* (迪安診斷技術集團股份有限公司) (Shenzhen Stock Exchange stock code: 300244), a non-executive director of Babytree Group (Stock Exchange stock code: 01761), and a co-chairman of New Frontier Health Corporation (delisted from the New York Stock Exchange in January 2022 and merged with Unicorn II Holdings Limited by way of merger by absorption). In addition, Mr. Chen previously held directorships in various companies invested by Fosun International and its affiliated companies.

Mr. Chen has been the chairman of China Medical Pharmaceutical Material Association (中國醫藥物資協會), a vice president of China Pharmaceutical Innovation and Research Development Association (中國醫藥創新促進會), the honorary chairman and chief supervisor of Shanghai Biopharmaceutics Industry Association (上海市生物醫藥行業協會), and a member of the 13th Shanghai Standing Committee of the Chinese People’s Political Consultative Conference. Mr. Chen was awarded “Asia’s Best CEO” by Corporate Governance Asia, etc.. Mr. Chen obtained a bachelor’s degree in genetics from Fudan University (復旦大學) in the PRC in July 1993 and a master’s degree of business administration from China Europe International Business School (中歐國際工商學院) in the PRC in September 2005.

Mr. Chen will not receive any remuneration from the Company in relation to his appointment.

Mr. Yifang Wu (吳以芳), aged 53, has been a non-executive director of the Company since June 2015. Mr. Wu joined Fosun Pharma Group in April 2004, and was the senior vice president of Fosun Pharma from July 2014 to January 2016, the senior vice president and chief operating officer of Fosun Pharma from January 2016 to June 2016, the president of Fosun Pharma from June 2016 to October 2020, the chief executive officer of Fosun Pharma from June 2016 to June 2022, and has been an executive director of Fosun Pharma since August 2016, and he has been the chairman of Fosun Pharma since October 2020. Mr. Wu currently serves as a non-executive director of Sisram Medical Ltd. (復銳醫療科技有限公司) (Stock Exchange stock code: 01696), a non-executive director of Gland Pharma Limited (stock code of Bombay Stock Exchange Limited and National Stock Exchange of India: GLAND). Mr. Wu was the chairman of the board of supervisors of Sinopharm from September 2020 to June 2021.

Previously, Mr. Wu has been a technician, director, production officer, finance director, assistant to director of Xuzhou Biochemical Pharmaceutical Factory* (徐州生物化學製藥廠), a deputy director of Xuzhou (Wanbang) Biopharmaceuticals Manufactures Plant* (徐州(萬邦)生物化學製藥廠), the deputy general manager of Xuzhou Wanbang Biochemical Pharmaceutical Co., Ltd.* (徐州萬邦生化製藥有限公司), the deputy general manager and president of Jiangsu Wanbang Biopharmaceutical Co., Ltd.* (江蘇萬邦生化醫藥股份有限公司)

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-APPOINTED AND APPOINTED AT THE EGM

(where Xuzhou Biochemical Pharmaceutical Factory* (徐州生物化學製藥廠), Xuzhou (Wanbang) Biopharmaceuticals Manufactures Plant* (徐州(萬邦)生物化學製藥廠), Xuzhou Wanbang Biochemical Pharmaceutical Co., Ltd.* (徐州萬邦生化製藥有限公司) and Jiangsu Wanbang Biopharmaceutical Co., Ltd.* (江蘇萬邦生化醫藥股份有限公司) were predecessors of Jiangsu Wanbang (Group) Biopharmaceutical Co., Ltd.* (江蘇萬邦生化醫藥集團有限責任公司)), and the chairman of Jiangsu Wanbang (Group) Biopharmaceutical Co., Ltd.. Mr. Wu graduated from Nanjing University of Science and Technology (南京理工大學) majoring in international commerce in the PRC in 1996 and obtained a master's degree in business administration from Saint Joseph's University in the United States in 2005.

Mr. Wu will not receive any remuneration from the Company in relation to his appointment.

Ms. Xiaohui Guan (關曉暉), aged 51, has been a non-executive director of the Company since December 2018. Ms. Guan joined Fosun Pharma Group in May 2000, and had been the vice president, chief accountant and general manager of finance department of Fosun Pharma from December 2014 to June 2015, the senior vice president and chief financial officer of Fosun Pharma from June 2015 to October 2020, the executive president and chief financial officer of Fosun Pharma from October 2020 to January 2022, the executive director of Fosun Pharma since December 2021 and the vice chairman of Fosun Pharma since January 2022. Ms. Guan currently serves as a vice president of Fosun International, a non-executive director of Gland Pharma Limited (stock code of Bombay Stock Exchange Limited and National Stock Exchange of India: GLAND), and the chairman of the board of supervisors of Sinopharm. Ms. Guan served as a non-executive director of Sinopharm from March 2019 to March 2021. Prior to joining Fosun Pharma Group, Ms. Guan worked at Jiangxi Branch of Industrial and Commercial Bank of China. Ms. Guan obtained a bachelor's degree of economics from Jiangxi University of Finance and Economics (江西財經大學) in the PRC in June 2000 and acquired a master's degree of professional accountancy from Chinese University of Hong Kong in December 2007. Ms. Guan is qualified as Chinese Certified Public Accountant and a member of the Association of Chartered Certified Accountants.

Ms. Guan will not receive any remuneration from the Company in relation to her appointment.

Mr. Deyong Wen (文德鏞), aged 50, joined Fosun Pharma Group in May 2002 and served as vice president of Fosun Pharma from June 2016 to October 2020, senior vice president of Fosun Pharma from October 2020 to January 2022, co-president of Fosun Pharma from January 2022 to April 2022, president of Fosun Pharma from April 2022 to June 2022. Mr. Wen has been the chief executive officer of Fosun Pharma since June 2022. Mr. Wen currently serves as a non-executive director of Sinopharm, a director of China National Medicines Corporation Ltd.* (國藥集團藥業股份有限公司) (Shanghai Stock Exchange stock code: 600511), and the chairman of the board of supervisors of China National Accord Medicines Corporation Ltd.* (國藥集團一致藥業股份有限公司) (Shenzhen Stock Exchange stock code: 000028). Mr. Wen served as a director of C.Q. Pharmaceutical Holdings Co., Ltd.* (重藥控股股份有限公司)

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-APPOINTED AND APPOINTED AT THE EGM

(Shenzhen Stock Exchange stock code: 000950) and a director of Anhui Sunhere Pharmaceutical Excipients Co., Ltd.* (安徽山河藥用輔料股份有限公司) (Shenzhen Stock Exchange stock code: 300452). In addition, Mr. Wen serves as a director in certain subsidiaries of Fosun Pharma. Prior to joining Fosun Pharma Group, Mr. Wen worked at Chongqing No. 6 pharmaceutical factory* (重慶製藥六廠) (the predecessor of Chongqing Yaoyou Pharmaceutical Co., Ltd.* (重慶藥友製藥有限責任公司)). Mr. Wen obtained a bachelor's degree in pharmacy from West China University of Medical Sciences (華西醫科大學) (currently known as West China School of Medicine of Sichuan University (四川大學華西醫學中心)) in the PRC in June 1995, and a master's degree in business administration from Donghua University (東華大學) in the PRC in December 2007.

Mr. Wen will not receive any remuneration from the Company in relation to his appointment.

Mr. Zihou Yan (晏子厚), aged 58, has been a non-executive director of the Company since 19 February 2020. Mr. Yan has been the senior vice president of Shanghai Fosun Pharmaceutical Industrial Development Co., Ltd. since January 2019. Previously, from September 2010 to December 2018, Mr. Yan worked for Shanghai Institute of Biological Products Co., Ltd.* (上海生物製品研究所有限責任公司) as the general manager and deputy secretary of the CPC Committee. Mr. Yan served as a secretary of the CPC Committee and deputy head of Chengdu Institute of Biological Products Co., Ltd.* (成都生物製品研究所有限責任公司) (formerly known as Ministry of Health Chengdu Institute of Biological Products* (衛生部成都生物製品研究所) and Chengdu Institute of Biological Products* (成都生物製品研究所)) from January 2007 to September 2010. Mr. Yan obtained a bachelor's degree in science from Sichuan University (四川大學) in the PRC in December 1986, and a master's degree in business administration from the University of Electronic Science and Technology of China (電子科技大學) in the PRC in March 2004.

Mr. Yan will not receive any remuneration from the Company in relation to his appointment.

Mr. Tak Young So (蘇德揚), aged 51, has been an independent non-executive director of the Company since 2 September 2019.

Mr. So has been the founding and managing partner of FastLane Group since July 2012, an independent non-executive director of CARsgen Therapeutics Holdings Limited (Stock Exchange stock code: 02171) since June 2021 and an independent non-executive director of Goodbaby International Holdings Limited (Stock Exchange stock code: 01086) since May 2022.

Mr. So has more than 20 years of experience in finance, accounting, investment and private equity businesses with global financial institutions and asset management companies. Mr. So served as a partner of Prospere Capital Limited from January 2018 to May 2022, the chief financial officer of PAG Capital from November 2011 to April 2012, the chief financial

**APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-APPOINTED AND APPOINTED AT THE EGM**

officer of Asia Pacific of asset management division for Deutsche Bank, Hong Kong from August 2007 to November 2011, the chief financial officer of Hamon Investment Group, an affiliate of Bank of New York Mellon from February 2005 to August 2007, the head of finance and operations of consumer banking in Hong Kong, head of asset and liability management of Greater China/Asia Pacific and chief financial officer of consumer, commercial and private bank in Hong Kong of ABN AMRO Bank N.V., Hong Kong from March 2002 to January 2005, the vice president of global capital market/Asia treasury and vice president of financial controls of Bank of America, Hong Kong from January 1998 to March 2002, group audit and project manager of strategic and performance improvement group in the Sydney office of Commonwealth Bank of Australia from January 1995 to January 1998, and an auditor with Ernst & Young, Hong Kong from February 1993 to December 1994. Mr. So received his bachelor of business degree in accounting and finance and his master of business administration degree in banking from the University of Technology in Sydney, Australia in April 1994 and September 1998, respectively. He has been a fellow member of the Australian Society of Certified Practising Accounting Australia (FCPA) since August 2011.

Mr. So is entitled to a remuneration of HK\$300,000 per annum (after tax) which was determined with reference to his experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operations.

Dr. Lik Yuen Chan (陳力元), aged 53, has been an independent non-executive director of the Company since 2 September 2019. Dr. Chan is a world famous academic in liver diseases with extensive achievement and recognition in clinical practice and research teaching. Dr. Chan joined Union Hospital of Hong Kong in November 2020 and served as the vice president and manager of Internal Medicine Department. Dr. Chan served various positions in the Chinese University of Hong Kong from 2002 to 2021, including a director of the Centre of Liver Health, associate dean of external affairs of the Faculty of Medicine and a professor of the Internal Medicine Department and the Department of Medicine and Therapeutics.

He is a member of Royal College of Physicians of the United Kingdom since November 1995, a fellow of Hong Kong College of Physicians since May 2000, a fellow of Hong Kong Academy of Medicine since June 2000, a fellow of Royal College of Physicians of Edinburgh since July 2003, a fellow of Royal College of Physicians of London since May 2006 and a fellow of the American Association for the Study Liver Diseases since October 2016. Dr. Chan received a bachelor's degree of medicine and surgery from the Chinese University of Hong Kong in December 1992, a doctor's degree of medicine from the Chinese University of Hong Kong in November 2001 and a master's degree in business administration from the Chinese University of Hong Kong in November 2014.

Dr. Chan is entitled to a remuneration of HK\$300,000 per annum (after tax) which was determined with reference to his experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operations.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-APPOINTED AND APPOINTED AT THE EGM

Dr. Guoping Zhao (趙國屏), aged 73, has been an independent non-executive director of the Company since 2 September 2019. Dr. Zhao is a molecular microbiologist. Currently, he has been the chairman of the Advisory Committee of Key Laboratory of Synthetic Biology of the Center for Excellence in Molecular Plant Science of the Chinese Academy of Sciences (CAS) (中國科學院分子植物科學卓越创新中心合成生物學重點實驗室), the director of Department of Microbiology and Immunology at the School of Life Sciences of Fudan University (復旦大學生命科學學院微生物學與免疫學系) and the chief scientist of Biomedical Big Data Center at the Shanghai Institute of Nutrition and Health of CAS (中國科學院上海營養與健康研究所生物醫學大數據中心). Dr. Zhao was elected as a member of the Chinese Academy of Sciences (中國科學院院士) in 2005, a fellow of the World Academy of Sciences for the advancement of science in developing countries (發展中國家科學院院士) in 2011 and a member of the American Academy of Microbiology in February 2022.

Dr. Zhao served various positions related to life science research at the CAS, such as the vice president of SIBS, CAS from July 1999 to December 2001, the director of Shanghai Research Center of Biotechnology, Chinese Academy of Sciences (中國科學院上海生物工程研究中心) from December 1996 to July 1999, and the researcher, assistant to director and successively as the deputy director of the Microorganism Secondary Metabolism Regulation Laboratory of IPPE, SIBS, CAS (中國科學院上海生命科學研究院植物生理生態研究所次生代謝分子調控研究開放實驗室) from December 1994 to September 1997. Dr. Zhao obtained a bachelor of science degree in micro-biology from Fudan University (復旦大學) in Shanghai in the PRC in July 1982 and a Ph.D degree in biochemistry from the Purdue University in the United States in December 1990.

Dr. Zhao is entitled to a remuneration of HK\$300,000 per annum (after tax) which was determined with reference to his experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operations.

Dr. Ruilin Song (宋瑞霖), aged 59, has been an independent non-executive director of the Company since 2 September 2019. Dr. Song has been the non-executive director of Luye Pharma Group Ltd.* (綠葉製藥集團有限公司) (Stock Exchange stock code: 02186) since March 2017; the independent director of Shenzhen Chipscreen Biosciences Co., Ltd.* (深圳微芯生物有限公司) (Star Market of the Shanghai Stock Exchange stock code: 688321) since August 2018; the independent non-executive director of Simcere Pharmaceutical Group Limited* (先聲藥業集團有限公司) (Stock Exchange stock code: 02096) since November 2019; the independent non-executive director of Jacobio Pharmaceuticals Group Co., Ltd.* (加科思藥業集團有限公司) (Stock Exchange stock code: 01167) since December 2020; and the independent non-executive director of Mediwelcome Healthcare Management & Technology Inc.* (麥迪衛康健康醫療管理科技股份有限公司) (Stock Exchange stock code: 02159) since December 2020. Dr. Song served as the independent director of Jiangxi Boya Biopharmaceutical Co., Ltd.* (江西博雅生物製藥股份有限公司) (Shenzhen Stock Exchange stock code: 300294) from March 2017 to March 2021, the independent director of Shanxi Zhendong Pharmaceutical Co., Ltd.* (山西振東製藥股份有限公司) (Shenzhen Stock Exchange stock

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-APPOINTED AND APPOINTED AT THE EGM

code: 300158) from June 2015 to June 2021, and the independent director of Tibet Aim Pharm. Inc.* (西藏易明西雅醫藥科技股份有限公司) (Shenzhen Stock Exchange stock code: 002826) from August 2015 to August 2021.

During the time he worked in the Legislative Affairs Office of the State Council of China, Dr. Song was mainly engaged in the legislative review and research of health and medicine for over 20 years. He participated in China's health and drug legislation activities from 1987 to 2006, in charge of the drafting and review of laws and regulations of the current Drug Administration Law of the PRC, Law of the PRC on the Prevention and Treatment of Communicable Diseases, Law of the PRC on Medical Practitioners, Regulations on Medical Institutions, and Regulations for the Supervision and Administration of Medical Devices, etc. Since 2007, Dr. Song has been dedicated to the research of China's pharmaceutical policies, especially the policies for pharmaceutical innovation. Under his leadership, Research Center for Medicinal Policy of Chinese Pharmaceutical Association and PhIRDA (中國醫藥創新促進會) had finalised dozens of research projects. Dr. Song has been working as executive president of PhIRDA (formerly known as China Pharmaceutical Industry Research and Development Association (中國醫藥工業科研開發促進會) from November 2009 to September 2019, the president of PhIRDA from September 2019 to September 2020, and executive president of PhIRDA since September 2020. Dr. Song also works as specially-invited expert of Talent Pool Participating in and Discussing State Affairs of the CPPCC, consultant expert of Participating in and Discussing State Affairs of the Chinese Peasants and Workers Democratic Party, executive deputy director of National Drug Policy and Industrial Development Research Center of China Pharmaceutical University, visiting researcher of Shanghai Jiao Tong University, expert of the Price and Cost Investigation Center of the National Development and Reform Commission, vice chairman of China Alliance of Rare Diseases (CARD), honorary director of Chinese Pharmaceutical Association (CPA), honorary director of Chinese Pharmacist Association and a member of the Biotech Advisory Panel of the Stock Exchange among other important social positions. Dr. Song obtained a bachelor of laws degree from China University of Political Science and Law (中國政法大學) in June 1985, a master's degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in November 2004 and a doctoral degree in social and administrative pharmacy from China Pharmaceutical University (中國藥科大學) in December 2018.

Dr. Song is entitled to a remuneration of HK\$300,000 per annum (after tax) which was determined with reference to his experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operations.

If the above candidates are appointed as Directors, each of them will enter into a service contract with the Company and shall hold his/her office until the expiry of the term of the third session of the Board (or the term of office shall expire at the conclusion of the forthcoming general meeting at which a new session of the Board will be elected). The remuneration of the Directors of the third session of the Board is determined in accordance with the relevant regulations and mechanisms.

APPENDIX I	DETAILS OF THE DIRECTORS PROPOSED TO BE RE-APPOINTED AND APPOINTED AT THE EGM
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As of the date of this circular, save as disclosed above, the Director candidates had confirmed that they (i) had not held any directorships or supervisor positions in other publicly listed companies in the last three years nor take up any posts in any group members of the Company; (ii) did not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iii) did not have any interests in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of SFO.

Each of the candidates for independent non-executive Directors has met the independence requirements as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other matter relating to the proposed appointment of Directors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II DETAILS OF THE SHAREHOLDER REPRESENTATIVE SUPERVISORS PROPOSED TO BE RE-APPOINTED AT THE EGM

The biographical details of the candidates for shareholder representative Supervisors are set out as below:

Ms. Rongli Feng (馮蓉麗), aged 46, has been a shareholder representative supervisor of the Company and the chairman of the Board of Supervisors since May 2020. Ms. Feng served as the vice president of Fosun Pharma from April 2020 to March 2021, and has been the senior vice president of Fosun Pharma since March 2021. Ms. Feng is currently a non-executive director of Sinopharm and a non-executive director of Sisram Medical Ltd* (復銳醫療科技有限公司) (Stock Exchange stock code: 01696). In addition, Ms. Feng serves as a director and supervisor in certain subsidiaries of Fosun Pharma. Previously, Ms. Feng served as a human resources supervisor of Sealed Air Packaging (Shanghai) Co., Ltd.* (希悅爾包裝(上海)有限公司), a human resources manager of Grundfos Pumps (Shanghai) Co., Ltd.* (格蘭富水泵(上海)有限公司), the Asia-Pacific human resources manager of Emerson Electric (China) Investment Co., Ltd.* (艾默生電氣(中國)投資有限公司), the China human resources planning manager of Dow Chemical (China) Co., Ltd.* (陶氏化學(中國)有限公司), the director of human resources of Shanghai Roche Pharmaceutical Co., Ltd.* (上海羅氏製藥有限公司), the senior director of human resources at F. Hoffmann-La Roche AG, the deputy chief human resources officer of Shanghai Fosun High Technology (Group) Co., Ltd. (上海復星高科技(集團)有限公司), and the managing director of the human resources department of Shanghai Fosun Venture Capital Investment Management Co., Ltd.* (上海復星創業投資管理有限公司). Ms. Feng graduated from Shanghai University (上海大學) in the PRC with a major in microcomputer application in July 1996. In February 2002, she obtained a master's degree in business administration from Columbia Southern University in the United States through distance learning.

Ms. Feng will not receive any remuneration from the Company in relation to her appointment.

Mr. Deli Kong (孔德力), aged 48, has been a shareholder representative supervisor of the Company since August 2016. Mr. Kong worked at Fosun Pharma from June 2005 to December 2012, with his last position as a patent affairs senior officer. Mr. Kong has been working with Shanghai Fosun Pharmaceutical Industrial Development Company Limited since January 2013 and successively served as the senior researcher, deputy director, assistant to head of research institute and minister of policy and information research centre, deputy head of the research institute and minister of policy and information research centre and the vice president and the executive vice president of the global R&D centre. Prior to joining the Fosun Pharma Group, Mr. Kong also previously served as an assistant researcher at the Shanghai Institute of Biochemistry and Cell Biology of the Chinese Academy of Sciences* (中國科學院上海生物化學與細胞生物研究所). Mr. Kong obtained a master's degree in biochemical engineering from the School of Engineering of East China University of Science and Technology (華東理工大學) in the PRC in July 1999.

Mr. Kong will not receive any remuneration from the Company in relation to his appointment.

**APPENDIX II DETAILS OF THE SHAREHOLDER REPRESENTATIVE
SUPERVISORS PROPOSED TO BE RE-APPOINTED AT THE EGM**

If the above candidates are appointed as shareholder representative Supervisors, each of them will enter into a letter of appointment with the Company and shall hold their office until the expiry of the term of the third session of the Board of Supervisors (or the term of office shall expire at the conclusion of the forthcoming general meeting at which a new session of the Board of Supervisors will be elected).

As of the date of this circular, save as disclosed above, the shareholder representative Supervisor candidates had confirmed that they (i) had not held any directorships or supervisor positions in other publicly listed companies in the last three years nor take up any posts in any group members of the Company; (ii) did not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iii) did not have any interests in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of SFO.

Save as disclosed above, there is no other matter relating to the proposed appointment of shareholder representative Supervisors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) 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 at 11:00 a.m. on Thursday, 28 July 2022 for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolutions in relation to the re-appointment and appointment of directors of the third session of the board of directors of the Company:
 - 1.1 the re-appointment of Mr. Wenjie Zhang as an executive director of the Company;
 - 1.2 the re-appointment of Mr. Qiyu Chen as a non-executive director of the Company;
 - 1.3 the re-appointment of Mr. Yifang Wu as a non-executive director of the Company;
 - 1.4 the re-appointment of Ms. Xiaohui Guan as a non-executive director of the Company;
 - 1.5 the appointment of Mr. Deyong Wen as a non-executive director of the Company;
 - 1.6 the re-appointment of Mr. Zihou Yan as a non-executive director of the Company;
 - 1.7 the re-appointment of Mr. Tak Young So as an independent non-executive director of the Company;

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- 1.8 the re-appointment of Dr. Lik Yuen Chan as an independent non-executive director of the Company;
- 1.9 the re-appointment of Dr. Guoping Zhao as an independent non-executive director of the Company;
- 1.10 the re-appointment of Dr. Ruilin Song as an independent non-executive director of the Company;
- 2. To consider and approve the resolutions in relation to the re-appointment of shareholder representative supervisors of the third session of the board of supervisors of the Company:
 - 2.1 the re-appointment of Ms. Rongli Feng as a shareholder representative supervisor of the Company; and
 - 2.2 the re-appointment of Mr. Deli Kong as a shareholder representative supervisor of the Company.

On behalf of the Board
Shanghai Henlius Biotech, Inc.
Wenjie Zhang
Chairman

As at the date of this notice, the board of directors of the Company comprises Mr. Wenjie Zhang as the chairman and executive director, Mr. Qiyu Chen, 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.

Hong Kong, 11 July 2022

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Notes:

1. All resolutions at the Meeting 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.
2. Any shareholder of the Company entitled to attend and vote at the 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 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.
3. 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 Meeting (i.e. not later than 11:00 a.m. on Wednesday, 27 July 2022) 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.
4. In order to determine the list of Shareholders who will be entitled to attend and vote at the Meeting, the registers of members of the Company will be closed from Monday, 25 July 2022 to Thursday, 28 July 2022 (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 Thursday, 28 July 2022 shall be entitled to attend and vote at the Meeting. In order to qualify for attending and voting at the 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 Friday, 22 July 2022.
5. Shareholders who attend the Meeting in person or by proxy shall bear their own travelling and accommodation expenses.
6. References to time and dates in this notice are to Beijing time and dates.