



Fusen Pharmaceutical Company Limited

福森藥業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1652)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 22 JANUARY 2024 (or at any adjournment thereof)

I/We ^(Note 1) _____ of _____
 being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the share capital of
 Fusen Pharmaceutical Company Limited (the “Company”), HEREBY APPOINT ^(Note 3) _____
 of _____ or failing him, the Chairman of the meeting (the “EGM”),
 as my/our proxy to act for me/us at the EGM (or at any adjournment thereof) of the Company to be held at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 22 January 2024 at 11:00 a.m. and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll, to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS ^(Note 4)	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	<p>“THAT:</p> <p>(a) (i) the Renewed Master Chinese Medicine Purchase Agreement (as defined in the circular of the Company dated 5 January 2024) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose), the terms of the transactions contemplated under the Renewed Master Chinese Medicine Purchase Agreement and the implementation thereof be and are hereby approved, confirmed and ratified;</p> <p>(ii) the proposed annual caps in relation to the transactions contemplated under the Renewed Master Chinese Medicine Purchase Agreement for the three years ending 31 December 2026 be and are hereby approved; and</p> <p>(b) the director(s) of the Company be and are hereby authorised for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and to do all such things as they may in their absolute discretion consider necessary, expedient or desirable to implement and/or to give effect to or otherwise in connection with the Renewed Master Chinese Medicine Purchase Agreement, the proposed annual caps and the transactions contemplated thereunder and to be in the interests of the Company.”</p>		
2.	<p>“THAT:</p> <p>(a) (i) the Renewed Master Packaging Materials Purchase Agreement (as defined in the Circular) (a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose), the terms of the transactions contemplated under the Renewed Master Packaging Materials Purchase Agreement and the implementation thereof be and are hereby approved, confirmed and ratified;</p> <p>(ii) the proposed annual caps in relation to the transactions contemplated under the Renewed Master Packaging Materials Purchase Agreement for the three years ending 31 December 2026 be and are hereby approved; and</p> <p>(b) the director(s) of the Company be and are hereby authorised for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and to do all such things as they may in their absolute discretion consider necessary, expedient or desirable to implement and/or to give effect to or otherwise in connection with the Renewed Master Packaging Materials Purchase Agreement, the proposed annual caps and the transactions contemplated thereunder and to be in the interests of the Company.”</p>		

Date: _____

Signature ^(Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any shareholder of the Company is entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. Any alterations made to this form of proxy should be initiated by the person who signs it.
- For details, please refer to the circular of the Company dated 5 January 2024 (the “Circular”). Capitalised terms used herein shall have the same meaning ascribed to them in the Circular.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed and dated by you or your attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of its legal representative(s) or its director(s) or (a) person(s) authorised to sign on its behalf. In case of joint holders, only the person whose name stands first on the register of members may attend and vote at the EGM, either in person or by proxy. A shareholder of the Company entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
- Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- In order to be valid, this 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 or authority, must be delivered at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the any adjournment therefor (as the case may be). Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been removed.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”). Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions. Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes. You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited.