



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)

FORM OF PROXY FOR THE 2024 FIRST CLASS MEETING OF DOMESTIC SHAREHOLDERS AND UNLISTED FOREIGN SHAREHOLDERS TO BE HELD ON MONDAY, 20 MAY 2024

Number of Shares Related to this Form of Proxy ^(Note 1)	domestic shares
	unlisted foreign shares

I/We^(Note 2) _____

of (address) _____

being the registered holder(s) of^(Note 3) _____

domestic shares of RMB1.00 each in the share capital of Shanghai Henlius Biotech, Inc. (the "Company") hereby appoint **the Chairman of the meeting or** _____^(Note 4)

of (address) _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 2024 first class meeting of the domestic shareholders and unlisted foreign shareholders of the Company (the "Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders") to be held after the conclusion of the 2023 annual general meeting of the Company, at Conference Room, 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC at 4:00 p.m. on Monday, 20 May 2024, (or at any adjournment thereof) in respect of the resolutions as set out in the notice of Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders dated 17 April 2024 as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated, capitalised terms used in the following resolutions shall have the same meanings as those defined in the circular of the Company dated 17 April 2024.

	Special Resolution	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve to grant the Board a general mandate to repurchase H shares of the Company in accordance with special resolution number 1 as set out in the notice of the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders.			
2.	To consider and approve the resolution in relation to the proposed amendments to the Articles of Association, which will take effect immediately upon approval at the AGM and the Class Meetings.			
3.	To consider and approve the resolution in relation to the proposed amendments to the Rules of Procedures for the General Meeting, which will take effect immediately upon approval at the AGM and the Class Meetings.			

Date: _____

Signature^(Note 6): _____

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and registered address as shown in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words "the Chairman of the meeting or" and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initiated by the person who signs it.
- Attention: If you wish to vote "For" the resolution, please indicate with a "✓" or fill in the number of shares you hold in the appropriate space under "For". If you wish to vote "Against" the resolution, please indicate with a "✓" or fill in the number of shares you hold in the appropriate space under "Against". If you wish to vote "Abstain" the resolution, please indicate with a "✓" or fill in the number of shares you hold in the appropriate space under "Abstain". Failure to tick a box will entitle your proxy to cast your vote or abstain at his/her discretion. The votes abstained will be counted in the calculation of the required majority.
- This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation, must be either executed under its common seal or under the hand of a director, an attorney or other person duly authorized. In the case of joint holders, any one of such holders may sign the form of proxy.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarized copy of that power of attorney or other authority must be delivered to the Company's Board secretary office, at 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC not less than 24 hours before the time for holding of the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders (i.e. before 4:00 p.m. on Sunday, 19 May 2024) or the adjournment meeting (as the case may be).
- Where there are joint holders of any share of the Company, any one of such persons may vote at the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders, either personally or by proxy, in respect of such share as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders, personally or by proxy, 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. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding of such shares.
- Please be advised that completion and delivery of this form of proxy will not preclude you from attending and voting at the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders or any of its adjournments in person should you so wish.

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 authorized 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 made in writing by mail to the Company's principal place of business in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.