



# Genscript Biotech Corporation

金斯瑞生物科技股份有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1548)

## FORM OF PROXY FOR 2018 ANNUAL GENERAL MEETING

I/We (Name) \_\_\_\_\_ (In block capitals)

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

being the registered holder(s) of \_\_\_\_\_ (Note 1) shares of US\$0.001 each in the capital of Genscript Biotech Corporation (the “Company”) hereby appoint (Name) \_\_\_\_\_

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

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

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

or failing him/her, the chairman of the Annual General Meeting (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 9:00 a.m. on Friday, 1 June 2018 at Conference Room, No. 28, Yongxi Road, Jiangning Science Park, Nanjing, Jiangsu Province, the People’s Republic of China and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorized and instructed to vote as indicated (Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (Note 3)		For (Note 3)	Against (Note 3)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and auditors of the Company for the year ended 31 December 2017.		
2.	(A) To re-elect the following persons as Directors:		
	(i) Mr. Meng Jiange as executive Director.		
	(ii) Dr. Wang Luquan as non-executive Director.		
	(iii) Mr. Pan Yuexin as non-executive Director.		
	(B) To authorize the board of Directors (the “Board”) to fix remuneration of the Directors.		
3.	To re-appoint Ernst & Young, Certified Public Accountants, as the auditors of the Company and authorize the Board to fix remuneration of auditors.		
4.	(A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of the issued shares of the Company.		
	(B) To give a general and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the total number of the issued shares of the Company.		
	(C) To extend the authority given to the Directors pursuant to the ordinary resolution No. 4(A) to issue shares by adding the number of shares repurchased under the ordinary resolution No. 4(B).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Signature(s) \_\_\_\_\_ (Note 5)

\* For identification purposes only

*Notes:*

1. 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).
2. A member may appoint more than one proxy of his/her own choice, and should complete a separate form of proxy for each proxy. If such an appointment is made, please strike out the words “or failing him/her, the chairman of the meeting”, insert the name(s) and address(es) of the person(s) appointed as proxy (or proxies) in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
3. **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 (or proxies) to cast your vote at his/her discretion. Your proxy (or proxies) 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.
4. 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 authorized on that behalf.
5. 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 was solely entitled thereto, but if more than one of such joint holders be present at the meeting, whether in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
6. 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 notarially certified copy of such power of attorney authority, must be deposited 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 for holding the meeting. The completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting (or any adjourned meeting thereof) if you so wish.
7. A proxy (or proxies) needs not be a shareholder of the Company, but the proxy (or proxies) must attend the Annual General Meeting or any adjustment thereof in person to represent you. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy (or proxies) is so appointed.

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**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your and your proxy’s (or proxies’) Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Annual General Meeting. Your supply of your and your proxy’s (or proxies’) Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.
- (iii) Your and your proxy’s (or proxies’) Personal Data may be disclosed or transferred by the Company to its branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request, and retained for such period as may be necessary for our verification and record purposes.
- (iv) By providing your proxy’s (or proxies’) Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy (or proxies’) in using his/her personal data provided in this form of proxy and that you have informed your proxy (or proxies’) of the purpose for and the manner in which his/her data may be used.
- (v) You/your proxy (or proxies’) have/has the right to request access to and/or correction of your/your proxy’s (or proxies’) Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s (or proxies’) Personal Data should be in writing to the Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.