



邁博藥業  
**Mabpharm Limited**  
迈博药业有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 2181)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON FRIDAY, APRIL 30, 2021**

Number of shares to which this form of proxy relates <i>(Note 1)</i>	
--	--

I/We *(Note 2)* \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of shares in the issued share capital of Mabpharm Limited (the “**Company**”) hereby appoint the Chairman of the meeting *(Note 3)* or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “**EGM**”) of the Company to be held at No. 301 Libing Road, Zhangjiang, Pudong New District, Shanghai, PRC on Friday, April 30, 2021 at 2:00 p.m. (and at any adjournment thereof).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast *(Note 4)*.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	<p><b>THAT:</b></p> <p>(a) the entering into of the license agreement in respect of CMAB807 (the “<b>License Agreement</b>”) dated March 1, 2021 entered into between Taizhou Mabtech Pharmaceutical Limited* (泰州迈博太科药业有限公司) (“<b>Taizhou Pharmaceutical</b>”), an indirect wholly-owned subsidiary of Mabpharm Limited (the “<b>Company</b>”) and Shanghai Biomabs Pharmaceuticals Co., Ltd.* (上海百邁博製藥有限公司) (“<b>Biomabs</b>”) and the transaction contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(b) the director(s) of the Company be and are hereby authorized for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize 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 License Agreement.</p>		

ORDINARY RESOLUTIONS		FOR	AGAINST
2.	<p><b>THAT:</b></p> <p>(a) the entering into of the clinical trials agreement in respect of CMAB807 (the “<b>Clinical Trials Agreement</b>”) dated March 1, 2021 entered into between Taizhou Pharmaceutical, and Biomabs and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(b) the proposed annual cap amounts for the maximum aggregated agreed reimbursement payable under the Clinical Trials Agreement for the three years ending 31 December 2023 as set out in the Circular be and are hereby approved; and</p> <p>(c) the director(s) of the Company be and are hereby authorized for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize 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 Clinical Trials Agreement.</p>		
3.	<p><b>THAT:</b></p> <p>(a) the entering into of the contract development and manufacturing agreement in respect of CMAB807 (the “<b>CDMO Agreement</b>”) dated March 1, 2021 entered into between Taizhou Pharmaceutical and Biomabs and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(b) the proposed annual cap amounts for the fees payable under the CDMO Agreement for the three years ending 31 December 2023 as set out in the Circular be and are hereby approved; and</p> <p>(c) the director(s) of the Company be and are hereby authorized for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize 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 CDMO Agreement.</p>		

Date: \_\_\_\_\_ 2021

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

**Notes:**

- Please insert the number of shares to which this form of proxy relates. 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him. On a show of hands, every shareholder who is present in person shall have one vote.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(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 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 thereof, 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 appointed for the meeting (i.e. not later than 2:00 p.m. on Wednesday, April 28, 2021 (Hong Kong time)) or the adjourned meeting (as the case may be).
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish, and in such event, this form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

**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 EGM 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 authorised 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 in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.