



中国泰凌医药集团

CHINA NT PHARMA GROUP

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1011)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We (Name) _____
 (Block capitals, please) of _____
 being the holder(s) of _____
 (see Note 1) shares of US\$0.00000008 each in the share capital of China NT Pharma Group Company Limited (the "Company") hereby
 appoint (Name) _____
 of (Address) _____
 or failing him/her (Name) _____
 of (Address) _____
 or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (the "EGM") to be held at No. 1 HuaLing Road, SuZhou Industrial Park, SuZhou, the PRC on Tuesday, 13 September 2022 at 10:00 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the resolutions set out in the notice convening the EGM (the "Notice") as hereunder indicated:

	ORDINARY RESOLUTION	FOR (see Note 3)	AGAINST (see Note 3)
(a)	<p>the following transaction documents (the "Transaction Documents"):</p> <p>(i) the licensing and collaboration agreement dated 21 June 2022 entered into between Green-Life Technology (Hong Kong) Company Limited, a wholly-owned subsidiary of the Company, as licensee (the "Licensee") and Abcentra LLC as licensor (the "Licensor") (a copy of which has been produced to the EGM and marked "A" and initialled by the chairman of the EGM for the purpose of identification) in relation to commercialization of a monoclonal antibody (i.e. Oricumab) (the "Technology") developed by the Licensor for the treatment of atherosclerotic cardiovascular diseases, psoriasis, rheumatoid arthritis, systemic lupus erythematosus and calcified aortic valve diseases;</p> <p>(ii) the licensing agreement to be entered into between the Licensee and the Licensor (a copy of which has been produced to the EGM and marked "B" and initialled by the chairman of the EGM for the purpose of identification) in relation to the grant of the exclusive and perpetual license of the exclusive and perpetual rights to commercialise the Technology in the People's Republic of China ("PRC"), Hong Kong, Macau, Taiwan, Singapore, Malaysia and Thailand;</p> <p>(iii) the consultancy agreement to be entered into among the Company, the Licensee and Mr. Wang Minzhi (a copy of which has been produced to the EGM and marked "C" and initialled by the chairman of the EGM for the purpose of identification) in relation to the provision of consultancy services on research and development of the Technology and registration of the product(s) to be developed from the Technology with the relevant regulatory authorities in the PRC to the Company; and</p> <p>(iv) the consultancy agreement to be entered into among the Company, the Licensee and Dr. Gao Gui (together with Mr. Wang Minzhi, as "Consultants") (a copy of which has been produced to the EGM and marked "D" and initialled by the chairman of the EGM for the purpose of identification) in relation to the provision of consultancy services on research and development of the Technology and registration of the product(s) to be developed from the Technology with the relevant regulatory authorities in the PRC to the Company (the Transaction Documents referred to in (iii) and (iv) collectively as "Consultancy Agreements");</p> <p>and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p>		
(b)	<p>subject to the fulfilment of the conditions precedent of the issuance of Consideration Shares (as defined below), the directors of the Company (each a "Director") be and are hereby granted a specific mandate to allot and issue 473,186,591 new ordinary shares in the share capital of the Company (each a "Consideration Share") at the issue price of HK\$0.20 per Consideration Share to the Consultants as consideration for the consultancy services pursuant to the terms and conditions of the Consultancy Agreements;</p>		
(c)	<p>any one or more Directors be and is/are hereby authorised for and on behalf of the Company to execute all such documents (including under seal, where applicable), to do all other acts and things deemed by him/them to be incidental to, ancillary to or in connection with the matter contemplated in and completion of the Transaction Documents, and take such action as may in the opinion of the Director(s) be necessary, desirable or expedient to implement and give effect to or in connection with the Transaction Documents and any other transactions contemplated under Transaction Documents, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof) as is/are, in the opinion of such Director(s) or the duly authorised committee of the board of Directors, in the interest of the Company and its shareholders as a whole.</p>		

Date this day _____ of _____, 2022 Signature(s) _____ (see Note 5)

Notes:

- 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).
- A shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initiated by the person who signs it. If no name is inserted, the chairman of the meeting will act as your proxy.
- 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 to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- 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 authorised on that behalf.
- 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 EGM, either in person or by proxy, in respect of such share as if he/ she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as 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.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the EGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above EGM (or any adjourned meeting) if they so wish.
- A proxy need not be a shareholder of the Company.