



INNOCARE
诺诚健华
InnoCare Pharma Limited
諾誠健華醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9969)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We (Name) _____ (Block capitals, please) of
(Address) _____

being the holder(s) of _____ (see Note 1) shares of US\$0.000002 each in the capital of InnoCare Pharma 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 annual general meeting of the Company to be held at Building 8, No. 8 Life Science Park Road, Zhongguancun Life Science Park, Changping District, Beijing, People's Republic of China on Friday, 2 June 2023 at 3:00 p.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 undermentioned resolutions:

Ordinary Resolutions (see Note 3)		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the "Director(s)") and auditors of the Company for the year ended December 31, 2022.		
2.	To consider and approve the 2022 annual report.		
3.	(i) To re-elect Dr. Renbin Zhao as an executive Director;		
	(ii) To re-elect Mr. Ronggang Xie as a non-executive Director; and		
	(iii) To re-elect Dr. Kaixian Chen as an independent non-executive Director.		
4.	To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
5.	To re-appoint Ernst & Young and Ernst & Young Hua Ming LLP as auditors of the Company for the audits of the Company's financial statements to be filed with the Stock Exchange and the SSE, respectively, and authorise the Board to fix its remuneration.		
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of Hong Kong Shares and RMB Shares, respectively, in issue of the Company as at the date of passing of this resolution.		
7.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total issued Hong Kong Shares of the Company as at the date of passing of this resolution.		
8.	To extend, conditional upon the above resolutions 6 and 7 being duly passed, the general mandate to allot, issue and deal with additional shares by adding the aggregate amount of the repurchased Hong Kong Shares to the 20% general mandate.		
9.	To consider and approve the 2022 work report of the Board of Directors.		
10.	To consider and approve the proposed 2022 Profit Distribution Plan.		
11.	To consider and approve the amendment to rules of procedures for the Board of Directors.		
12.	To consider and approve the adoption of the 2023 STAR Market Restricted Share Incentive Scheme of the Company and the Scheme Mandate Limit.		
13.	To consider and approve the adoption of the Assessment Management Measures for the Implementation of the 2023 STAR Market Restricted Share Incentive Scheme of the Company.		
14.	To consider and approve the proposed issue and grant of new RMB Shares under the 2023 RMB Share Incentive Scheme pursuant to the Scheme Mandate Limit.		
15.	To consider and approve the proposed authorization to the board of directors of the Company to handle matters pertaining to the 2023 STAR Market Restricted Share Incentive Scheme of the Company.		
16.	To consider and approve the purchase of liabilities insurance for the Directors and senior management.		
Special Resolution (see Note 3)		For	Against
17.	To consider and approve the proposed amendments to the Articles of Association.		

Dated 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 member 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 initialled by the person who signs it.
- 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 meeting other than those referred to in the notice convening the meeting.
- 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 meeting, 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 meeting, 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 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 share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof), not less than 48 hours before the time for holding the meeting. 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 meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.