



**Pharmaron Beijing Co., Ltd.\***  
**康龍化成(北京)新藥技術股份有限公司**

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 3759)

**Proxy Form for the Solicitation of Voting Rights by Independent Non-Executive Director**  
**(“Independent Director’s Proxy Form”) for the Annual General Meeting of 2022**

Number of H shares to which this form of proxy relates <sup>(Note 1)</sup>	
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I/We<sup>(Note 2)</sup> (name) \_\_\_\_\_

of (address) \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_<sup>(Note 3)</sup> H Shares of RMB1.00 each in the share capital of Pharmaron Beijing Co., Ltd.\* (康龍化成(北京)新藥技術股份有限公司) (the “Company”) hereby confirm as the appointing party that I/we have, prior to signing this Independent Director’s Proxy Form, read carefully the full text of the report on the public solicitation of voting rights by the independent non-executive Director of the Company prepared by the soliciting party for the current solicitation of voting rights published on May 25, 2023, the notice convening the Annual General Meeting of 2022 of the Company (the “AGM”) or at any adjournment thereof to be held on Wednesday, June 21, 2023 at 1:30 p.m. at Juyuan Hall, 5/F, Block A, Zhaolin Plaza, No. 19 Ronghua Middle Road, Beijing Economic and Technological Development Area, Daxing District, Beijing, the PRC and other relevant documents, and have been sufficiently informed about details relating to the current solicitation of voting rights. I/we have the right to, at any time prior to on-site registration at the meeting, revoke my/our appointment of the soliciting party as proxy under this Independent Director’s Proxy Form or to amend the contents of this Independent Director’s Proxy Form in accordance with procedures specified in the report on the public solicitation of voting rights by the independent non-executive Director.

Unless otherwise stated, capitalized terms used herein shall have the same meanings as defined in the Notice of the Annual General Meeting of 2022 dated May 25, 2023.

As the appointing party, I/we hereby appoint Ms. Li Lihua, the independent non-executive Director, as my/our proxy to attend the AGM (and any adjournment thereof) and to exercise voting rights in respect of the following matters to be considered at the AGM in accordance with instructions stipulated in this Independent Director’s Proxy Form.

My/our voting directions for the matters in respect of which voting rights are being solicited are as follows, please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast<sup>(Note 4)</sup>:

	<b>ORDINARY RESOLUTIONS (Non-cumulative voting)</b> <sup>(Note A)</sup>	<b>FOR</b> <sup>(Note 4)</sup>	<b>AGAINST</b> <sup>(Note 4)</sup>	<b>ABSTAIN</b> <sup>(Note 4)</sup>
1.	Work Report of the Board of Directors for the year 2022.			
2.	Work Report of the Supervisory Committee for the year 2022.			
3.	Financial Statements for the year 2022.			
4.	2022 Annual Report’s full text and report summary and 2022 Annual Results Announcement.			
5.	Remuneration of the Directors for the year 2023.			
6.	Remuneration of the Supervisors for the year 2023.			
7.	Engagement of Domestic Financial and Internal Control Auditors for the year 2023.			
8.	Engagement of International Auditor for the year 2023.			
9.	Foreign Exchange Hedging Quota for the year 2023.			
10.	Amendments to the Independent Non-Executive Directors Working Policy.			
11.	Amendments to the Related Party Transactions Management Policy.			
12.	Amendments to the External Guarantee Management Policy.			
13.	Amendments to the Special Storage and Use of Proceeds Management Policy.			
14.	Amendments to the Procedure for a Shareholder to Nominate a Person for Election as a Director.			
15.	(Subject to the passing of resolutions no. 23, 24, 25, 26 and 27 below) Proposed Authorization for Registration of the Changes of Registered Capital and Amendments to the Articles of Association.			

\* For identification purposes only

<b>ORDINARY RESOLUTIONS (Cumulative voting)</b> <i>(Note A)</i>		<b>Cumulative Votes (Please fill in the number of votes cast)</b> <i>(Note 6)</i>		
30.	Appointment of executive directors of the third session of the Board:			
	30.1 Appointment of Dr. LOU Boliang as an executive director of the Company;			
	30.2 Appointment of Mr. LOU Xiaoqiang as an executive director of the Company; and			
	30.3 Appointment of Ms. Zheng Bei as an executive director of the Company;			
31.	Appointment of non-executive directors (other than the independent non-executive directors) of the third session of the Board:			
	31.1 Appointment of Mr. HU Baifeng as a non-executive director of the Company; and			
	31.2 Appointment of Mr. LI Jiaqing as a non-executive director of the Company;			
32.	Appointment of independent non-executive directors of the third session of the Board:			
	32.1 Appointment of Mr. ZHOU Qilin as an independent non-executive director of the Company;			
	32.2 Appointment of Mr. TSANG Kwan Hung Benson as an independent non-executive director of the Company;			
	32.3 Appointment of Mr. YU Jian as an independent non-executive director of the Company; and			
	32.4 Appointment of Ms. LI Lihua as an independent non-executive director of the Company;			
33.	Appointment of Supervisors of the third session of the Supervisory Committee:			
	33.1 Appointment of Dr. YANG Kexin as a Shareholder representative Supervisor of the Supervisory Committee; and			
	33.2 Appointment of Ms. FENG Shu as a Shareholder representative Supervisor of the Supervisory Committee.			
<b>SPECIAL RESOLUTIONS (Non-cumulative voting)</b> <i>(Note A)</i>		<b>FOR</b> <i>(Note 4)</i>	<b>AGAINST</b> <i>(Note 4)</i>	<b>ABSTAIN</b> <i>(Note 4)</i>
16.	(Subject to the passing of resolution no. 18 below) 2022 Profit Distribution Plan.			
17.	Guarantees Quota for the year 2023.			
18.	(Subject to the passing of resolution no. 16 above) Proposed Grant of the 2022 Convertible Bonds-Related Specific Mandate to Issue Additional Conversion Shares.			
19.	Grant of General Mandate to Issue H Shares.			
20.	2023 A Share Incentive Scheme (Draft) and its summary.			
21.	Assessment Management Measures for the Implementation of the 2023 A Share Incentive Scheme.			
22.	Authorization to the Board to handle matters pertaining to the 2023 A Share Incentive Scheme.			
23.	Increase in Registered Capital.			
24.	(Subject to the passing of resolution no. 23 above) Amendments to the Articles of Association by virtue of the Increase in Registered Capital.			
25.	Repurchase and Cancellation of Part of the Restricted A Shares granted under the 2019 A Share Incentive Scheme.			
26.	(Subject to the passing of resolution no. 25 above) Reduction of Registered Capital.			
27.	(Subject to the passing of resolutions no. 25 and 26 above) Amendments to the Articles by virtue of the Reduction of Registered Capital and the Change in Board Composition.			
28.	Amendments to the Rules of Procedure for the General Meetings.			
29.	Amendments to the Rules of Procedure for the Supervisory Committee.			

Note A: Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the circular dated May 25, 2023.

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

Signature of Shareholder(s) *(Note 7)*: \_\_\_\_\_

Notes:

1. Please insert the number of shares registered in your name(s) to which this proxy form relates. If a number is inserted, this Independent Director's Proxy Form will be deemed to relate only to those shares. If no number is inserted, the Independent Director's Proxy Form will be deemed to relate to all shares registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) and address(es) as registered in the register of members for H Shares of the company in **BLOCK LETTERS**. The name of all joint registered holders should be stated.
3. Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
4. Important: If you wish to vote for any resolution, please put a tick in the box marked "FOR". If you wish to vote against any resolution, please put a tick in the box marked "AGAINST". If you wish to vote abstention on any resolution, please put a tick in the box marked "ABSTAIN". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the independent director is entitled to vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the independent director is entitled, in relation to that particular proposed resolution, to vote or abstain at his/her discretion. An independent director will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those set out in the notice convening the AGM.
5. Application of cumulative voting method in the election of directors and supervisors

Resolutions Nos. 30.1 to 30.3 are the sub-resolutions under resolution No. 30 ("Resolution on the election of executive directors of the third session of the Board"), resolutions Nos. 31.1 to 31.2 are the sub-resolutions under resolution No. 31 ("Resolution on the election of non-executive directors of the third session of the Board"), resolutions Nos. 32.1 to 32.4 are the sub-resolutions under resolution No. 32 ("Resolution on the election of independent non-executive directors of the third session of the Board") and resolutions Nos. 33.1 to 33.2 are the sub-resolutions under resolution No. 33 ("Resolution on the election of the third session of the Supervisory Committee"). In relation to both the election of directors and supervisors, the Company adopts a way of election under which the number of candidates is equal to the seats available and, in accordance with the articles of association of the Company, adopts cumulative poll in counting the votes and determining the poll results.

In respect of sub-resolutions Nos.30.1 to 30.3, each share held by you shall have the number of votes equal to the number of the executive directors to be elected (i.e. 3). In respect of sub-resolutions Nos. 31.1 to 31.2, each share held by you shall have the number of votes equal to the number of the non-executive directors to be elected (i.e. 2). In respect of sub-resolutions Nos. 32.1 to 32.4, each share held by you shall have the number of votes equal to the number of the independent non-executive directors to be elected (i.e. 4). In respect of sub-resolutions Nos. 33.1 to 33.2, each share held by you shall have the number of votes equal to the number of the Shareholder representative Supervisor to be elected (i.e. 2). For instance, if you hold 100 shares of the Company and the number of the executive directors to be elected is 3, the total number of voting shares held by you in respect of sub-resolutions Nos. 30.1 to 30.3 is 300 shares (i.e. 100 shares x 3 = 300 shares), and the total number of voting shares in respect of sub-resolutions Nos. 31.1 to 31.2 is 200 shares (i.e. 100 shares x 2 = 200 shares), the total number of voting shares in respect of sub-resolutions Nos. 32.1 to 32.4 is 400 shares (i.e. 100 shares x 4 = 400 shares), the total number of voting shares in respect of sub-resolutions Nos. 33.1 to 33.2 is 200 shares (i.e. 100 shares x 2 = 200 shares).

Please note that you may cast the number of votes which equals to the number of shares held by you for each candidate for executive directors; you may also cast the total number of votes represented by each share held by you which equals to the number of candidates to be elected for one candidate; or you may cast some of the votes represented by each share held by you which equals to the number of directors to be elected for certain candidates (but not all), respectively. The above explanation applies to the election of non-executive directors, independent non-executive directors and the election of supervisors. After you have cast the total number of votes represented by each share held by you on one or more candidates, you shall no longer have any voting rights.

Please pay particular attention to the following:

- (a) if the total number of votes that you cast equals to, or less than, the voting rights represented by all the shares held by you, the relevant voting is valid;
  - (b) if total number of votes that you cast is less than the voting rights represented by all the shares held by you, then in respect of the difference in the number of votes that you are entitled to cast and the number of votes cast, you will be deemed to have abstained from voting. The shares which have been abstained will be counted in the calculation of the majority required for the passing of a sub-resolution; and
  - (c) if the total number of votes that you cast on one or more candidate(s) is more than the voting rights represented by all the shares held by you, the relevant voting is invalid and you will be deemed to have abstained from voting in respect of all your shares and such shares will not be counted in the calculation of the majority required. The voting method adopted for electing executive directors under resolution No. 30 shall also apply to the election of non-executive directors under resolution No. 31, the election of independent non-executive directors under resolution No. 32 and the election of supervisors under resolution No. 33. In respect of the election of each of the executive directors, non-executive directors, the independent non-executive directors and supervisors, a sub-resolution is passed if the votes cast "FOR" the relevant sub-resolution exceeded half of the number of shares (on the basis of non-cumulative number of shares) held by the shareholders (including their proxies) attending the AGM.
6. If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect of a resolution, the Share(s) represented by that shareholder or proxy will be regarded as valid votes when the Company counts the votes with respect to that resolution.
  7. This Independent Director's Proxy Form must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its legal representative or attorney or other officer duly authorized.
  8. To be valid, this Independent Director's Proxy Form and, if such proxy form is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notorially certified copy of that power of attorney or other authority must be delivered to the Company's H Shares Registrar in Hong Kong, Tricor Investor Services Limited at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding of the AGM (i.e. before 1:30 p.m. on Tuesday, June 20, 2023) or not less than 24 hours before the holding of any adjournment thereof.
  9. Completion and delivery of this Independent Director's Proxy Form will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
  10. Shareholders or his/her proxy(ies) shall produce their identification documents when attending the AGM in person or by proxy.