

Innovent

信達生物製藥

INNOVENT BIOLOGICS, INC.

(Incorporated in the Cayman Islands with Limited Liability)

(Stock Code: 1801)

Form of Proxy for use at the Annual General Meeting to be held on Wednesday, June 21, 2023

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ shares^(Note 2) of US\$0.0001
each in the share capital of Innovent Biologics, Inc. (the “Company”) HEREBY APPOINT^(Note 3) THE CHAIRMAN OF THE MEETING
or _____ (name)
of _____ (address),
as my/our proxy to attend the annual general meeting (and at any adjournment thereof) of the Company (the “Annual General Meeting”) to be held on
Wednesday, June 21, 2023 at 9:00 a.m. at Yale meeting room, 5F, Administration Building, Innovent Biologics, 168 Dongping Street, Suzhou Industrial Park,
China for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting (and
at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions as indicated below:–

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of directors and the auditor of the Company for the year ended 31 December 2022		
2.	(i) To re-elect Mr. Ronald Hao Xi Ede as an executive director of the Company		
	(ii) To re-elect Dr. Charles Leland Cooney as an independent non-executive director of the Company		
3.	To authorise the board of directors (the “Directors”) of the Company (the “Board”) to fix the remuneration of the Directors		
4.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix their remuneration		
5.	To grant a general mandate to the Directors to buy back shares of the Company		
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company		
7.	To extend the general mandate granted to the Directors to issue shares of the Company by adding thereto the total number of the shares to be bought back by the Company		
8(i)	To approve and confirm the conditional grant of restricted shares to Dr. De-Chao Michael Yu (“Dr. Yu”) on March 30, 2023 in accordance with the terms of the restricted share plan adopted by the Company on June 12, 2020 (the “2020 RS Plan”), subject to all applicable laws, rules, regulations and the applicable award agreement (the “2023 Proposed Grant to Dr. Yu”)		
8(ii)	To authorize any one or more of the directors of the Company, with the exception of Dr. Yu, to exercise the powers of the Company to allot, issue and deal with the ordinary shares of the Company (the “Shares”) pursuant to the 2023 Proposed Grant to Dr. Yu under the specific mandate granted to the Directors by the shareholders of the Company at the extraordinary general meeting of the Company held on June 20, 2020 in accordance with the terms of the 2020 RS Plan (the “2022 RS Plan Specific Mandate”), such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (8i) above		
9(i)	To approve and confirm the conditional grant of restricted shares to Mr. Ronald Hao Xi Ede (“Mr. Ede”) on March 30, 2023 in accordance with the terms of the 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “2023 Proposed Grant to Mr. Ede”)		
9(ii)	To authorize any one or more of the directors of the Company, with the exception of Mr. Ede, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the 2023 Proposed Grant to Mr. Ede under the 2022 RS Plan Specific Mandate, such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (9i) above		
10(i)	To approve and confirm the conditional grant of restricted shares to Ms. Joyce I-Yin Hsu (“Ms. Hsu”) on March 30, 2023 in accordance with the terms of the 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “2023 Proposed Grant to Ms. Hsu”)		
10(ii)	To authorize any one or more of the directors of the Company, with the exception of Ms. Hsu, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the 2023 Proposed Grant to Ms. Hsu under the 2022 RS Plan Specific Mandate, such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (10i) above		
11(i)	To approve and confirm the conditional grant of restricted shares to Dr. Charles Leland Cooney (“Dr. Cooney”) on March 30, 2023 in accordance with the terms of the 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “2023 Proposed Grant to Dr. Cooney”)		

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
11(ii)	To authorize any one or more of the directors of the Company, with the exception of Dr. Cooney, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the 2023 Proposed Grant to Dr. Cooney under the 2022 RS Plan Specific Mandate, such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (11i) above		
12(i)	To approve and confirm the conditional grant of restricted shares to Dr. Kaixian Chen (“ Dr. Chen ”) on March 30, 2023 in accordance with the terms of the 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “ 2023 Proposed Grant to Dr. Chen ”)		
12(ii)	To authorize any one or more of the directors of the Company, with the exception of Dr. Chen, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the 2023 Proposed Grant to Dr. Chen under the 2022 RS Plan Specific Mandate, such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (12i) above		
13(i)	To approve and confirm the conditional grant of restricted shares to Mr. Gary Zieziula (“ Mr. Zieziula ”) on March 30, 2023 in accordance with the terms of the 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “ 2023 Proposed Grant to Mr. Zieziula ”)		
13(ii)	To authorize any one or more of the directors of the Company, with the exception of Mr. Zieziula, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the 2023 Proposed Grant to Mr. Zieziula under the 2022 RS Plan Specific Mandate, such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (13i) above		
14(i)	To approve and confirm the conditional grant of restricted shares to Mr. Zieziula on June 1, 2022 in accordance with the terms of the 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “ 2022 Proposed Grant to Mr. Zieziula ”)		
14(ii)	To authorize any one or more of the directors of the Company, with the exception of Mr. Zieziula, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the 2022 Proposed Grant to Mr. Zieziula under the 2022 RS Plan Specific Mandate, such that the restricted shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (14i) above		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
15.	To approve and adopt the fourteenth amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing thirteenth amended and restated memorandum and articles of association of the Company with immediate effect after the closing of the Annual General Meeting, and to authorise any one of the Directors to do all things necessary or expedient to implement the adoption of the fourteenth amended and restated memorandum and articles of association of the Company		

Dated this _____ day of _____ 2023

Signature^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). 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 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 meeting is entitled to appoint one or more (if he/she/it holds more than one share) proxies to attend and vote instead of him/her/it. 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. A proxy need not be a shareholder of the Company. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW 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 Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Every shareholder of the Company present in person or by proxy or, being a corporation, is present by its duly authorised representative, shall have one vote for every fully paid share of which he/she/it is the holder.
- In the 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.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notorially certified copy thereof, must be delivered to 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 fixed for holding the Annual General Meeting (i.e. no later than 9:00 a.m. on Monday, June 19, 2023) or any adjournment thereof.
- The proxy need not be a shareholder of the Company, but must attend the Annual General Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish and, in such event, the form of proxy shall be deemed to be revoked.
- Shareholders or their proxies attending the meeting shall produce their identity documents.
- Reference to dates and time in this form of proxy are to Hong Kong dates and time.

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 annual general meeting 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 the Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.