



INNOVAX HOLDINGS LIMITED

創陞控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2680)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 18 AUGUST 2023 AND AT ANY ADJOURNMENT THEREOF

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary share(s)
of Innovax Holdings Limited (the "Company"), HEREBY APPOINT the chairman of the meeting or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for and on my/our behalf at the Annual General Meeting (the "AGM") of the Company and at any adjournment thereof to be held at Unit A to C, 20/F, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong on Friday, 18 AUGUST 2023 at 2:00 p.m. for the purposes of considering and, if thought fit, passing, the following resolutions set out in the notice convening the AGM, and to vote for me/us at the AGM and at any adjournment thereof as indicated below, and if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the AGM and/or at any adjournment thereof.

Ordinary resolutions		For ^(Note 4)	Against ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors of the Company and the independent auditor for the year ended 28 February 2023.		
2.	(i) (a) To re-elect Mr. Poon Siu Kuen, Calvin as an executive Director.		
	(b) To re-elect Dr. Wu Kwun Hing as an independent non-executive Director.		
	(ii) To authorise the Board of Directors to fix the remuneration of the Directors.		
3.	To re-appoint BDO Limited as the auditor of the Company and to authorise the Board of Directors to fix its remuneration.		
4.	To grant a general mandate to the Board of Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued share of the Company as at the date of passing this resolution. ^(Note 10)		
5.	To grant a general mandate to the Board of Directors to buy back shares of the Company not exceeding 10% of the issued share of the Company as at the date of passing this resolution. ^(Note 10)		
6.	Conditional on the passing of resolutions numbered 4 and 5, to extend the general mandate granted by Resolution 4 by adding thereto of the total number of shares of the Company bought back under the general mandate granted pursuant to Resolution 6. ^(Note 10)		
7.	To terminate the existing share option scheme.		
8.	To adopt a new share option scheme.		
9.	To approve and adopt the scheme mandate limit under the new share option scheme.		
10.	To approve and adopt the service provider sub-limit under the new share option scheme.		
Special resolution			
11.	To approve the proposed amendments to the memorandum and articles of association of the Company and the adoption of third amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.		

Date: _____

Signature ^(Note 5): _____

Notes:

- Please insert full name(s) and address(es) as registered in the register of members of the Company in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) 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 a proxy other than the chairman of the meeting is preferred, please cross out the words "the chairman of the meeting or" and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the chairman of the meeting will act as your proxy. A member having more than one share of the Company is entitled to appoint more than one proxy to attend and on a poll, vote in his stead. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. A proxy need not be a member of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("X") IN THE RELEVANT BOX MARKED "AGAINST". Failure to complete either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy (or proxies) will also be entitled to vote his/her discretion on any resolution properly put to the meeting other than those referred to in the notice of AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either given under its common seal, or signed on its behalf by an attorney or a duly authorised officer of the corporation. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- In the case of joint registered holders of any shares in the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, that one so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy, together with the power of attorney or in Hong Kong other authority (if any), under which it is signed or a notarially certified copy of that power of attorney or other authority, shall be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours (i.e. Wednesday, 16 August 2023 at 2:00 p.m.) before the time appointed for the holding of the meeting or adjourned meeting at which it is to be used.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- Completion and delivery of this form will not preclude you from attending and voting at the AGM and any adjournment thereof if you so wish, and if such event, this form of proxy will be deemed to be revoked.
- The full text of resolutions 4, 5 and 6 are set out in the notice of AGM dated 14 July 2023.
- The Company reserves its right to treat any form of proxy which have been incorrectly completed in some planner as valid of such incorrectness is considered by the Company, as its absolute discretion, not material.
- You or your proxy should produce proof of identity when attending the AGM. If you as a corporate Shareholder appoints a representative to attend the AGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of your corporation appointing such representative to attend the AGM.

This Form of Proxy is made in English and Chinese. In case of inconsistency, the English version shall prevail.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this form of proxy has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong, "PDPO").
- The supply of your/your proxy's Personal Data is on a voluntary basis. Failure to provide sufficient/accurate information, however, may render the Company not able to process your instructions and/or requests as stated in this form of proxy.
- Your/your proxy's Personal Data may be disclosed or transferred to entities and/or bodies other than the Company or its share registrar for the stated purposes, or when it is required by law, and will be retained for such period as may be necessary for verification and record purposes.
- By providing your proxy's Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purposes for and the manner in which his/her Personal Data may be used.
- You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be made in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.