



GENOR BIOPHARMA HOLDINGS LIMITED

嘉和生物藥業(開曼)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6998)

Number of shares to which this form of proxy relates ^(Note 1)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING

TO BE HELD AT ROOM 401-17, BUILDING 6, 690 BIBO ROAD, PUDONG NEW DISTRICT, SHANGHAI, CHINA ON FRIDAY, 27 OCTOBER 2023 AT 10:00 A.M.

I/We ^(Note 2) _____ of _____ being the registered holder(s) of shares of US\$0.00002 each in the issued share capital of Genor Biopharma Holdings Limited (the “Company”) hereby appoint the chairman of the extraordinary general meeting of the Company (the “EGM”) ^(Note 3) or _____ of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the EGM to be held at Room 401-17, Building 6, 690 Bibo Road, Pudong New District, Shanghai, China on Friday, 27 October 2023 at 10:00 a.m. (and at any adjournment thereof). Please tick (“√”) the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4).

ORDINARY RESOLUTIONS ^(Note 5)		FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
1.	Subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the approval for the listing of, and permission to deal in, the shares in the capital of the Company (the “Shares”) which may fall to be issued and allotted pursuant to the exercise of any options that may be granted under the 2023 share option plan of the Company (the “2023 Share Option Plan”), to approve and adopt the 2023 Share Option Plan, and to authorise the directors (the “Directors”) and the compensation committee (the “Compensation Committee”) of the Company to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Option Plan.			
2.	To approve and adopt the plan mandate limit of the 2023 Share Option Plan (being 21,449,808 Shares).			
3.	Subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares which may fall to be issued and allotted in respect of the restricted share units (“RSUs”) to be granted under the 2023 restricted share unit plan (the “2023 RSU Plan”), to approve and adopt the 2023 RSU Plan, and to authorise the Directors and the Compensation Committee to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 RSU Plan.			
4.	To approve and adopt the plan mandate limit of the 2023 RSU Plan (being 5,964,556 Shares).			
5.	Conditional upon the 2023 Share Option Plan taking effect, to confirm and approve the grant of 5,579,054 options to Dr. Guo Feng (“Dr. Guo”), an executive director and chief executive officer of the Company, under the 2023 Share Option Plan to subscribe for 5,579,054 Shares at the exercise price of HK\$1.50 per Share and on the terms and conditions set out in the circular of the Company dated 12 October 2023 (the “Circular”), and to authorise any one Director to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.			
6.	Conditional upon the 2023 RSU Plan taking effect, to confirm and approve the grant of 4,210,000 RSUs to Dr. Guo under the 2023 RSU Plan to subscribe for 4,210,000 Shares on the terms and conditions set out in the Circular, and to authorise any one Director to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.			

Date: _____ 2023 Signature(s) ^(Note 6) _____

Notes:

- Please insert the number of shares 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 more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the chairman of the EGM is preferred, please strike out the words “the chairman of the extraordinary general meeting of the Company” 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 EGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “ABSTAIN”. If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.**
- The description of the resolutions is by way of summary only. The full text appears in the notice of the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In 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.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be 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, not later than 10:00 a.m. on Wednesday, 25 October 2023 (Hong Kong time) or not less than 48 hours before the time appointed for the EGM or any adjournment thereof (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

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 EGM 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 to Computershare Hong Kong Investor Services Limited at the aforesaid address.