



**维亚生物科技控股集团**  
**VIVA BIOTECH HOLDINGS**

(Incorporated in the Cayman Islands as an exempted company with limited liability)

(Stock code: 1873)

**FORM OF PROXY FOR USE AT THE EGM**

I/We (Name) (Block Capital, please) \_\_\_\_\_

of (Address) \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ (see Note 1) shares of US\$0.000025 each in the

capital of **VIVA BIOTECH HOLDINGS** (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 EGM to be held at Meeting Room A615, 735 Ziping Road, Zhoupu Town, Pudong New District, Shanghai, PRC on Thursday, January 18, 2024 at 10 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. Unless otherwise defined, capitalized terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated December 28, 2023. My/Our proxy is authorized and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolution:

	<b>Ordinary Resolution</b> (see Note 3)	<b>For</b> (see Note 3)	<b>Against</b> (see Note 3)
1.	<p>The rules of the new phase I share option scheme of Viva Shanghai, a non-wholly owned subsidiary of the Company (the “<b>Viva Shanghai Phase I Share Option Scheme</b>”, the rules of which are summarized in the Circular) be and are hereby approved and adopted and that the board of directors of Viva Shanghai or a committee thereof be and are hereby authorized to:</p> <p>(a) administer the Viva Shanghai Phase I Share Option Scheme under which options will be granted to eligible Incentive Participants to subscribe for Viva Shanghai Shares;</p> <p>(b) modify and/or amend the rules of the Viva Shanghai Phase I Share Option Scheme from time to time subject to the provisions of such rules; and</p> <p>(c) grant options under the Viva Shanghai Phase I Share Option Scheme and issue from time to time such number of Viva Shanghai Shares as may be required to be issued pursuant to the exercise of the options under the Viva Shanghai Phase I Share Option Scheme, subject to the Viva Shanghai Phase I Share Option Scheme Mandate Limit.</p>		
2.	<p>The rules of the new phase II share option scheme of Viva Shanghai, a non-wholly owned subsidiary of the Company (the “<b>Viva Shanghai Phase II Share Option Scheme</b>”, the rules of which are summarized in the Circular) be and are hereby approved and adopted and that the board of directors of Viva Shanghai or a committee thereof be and are hereby authorized to:</p> <p>(a) administer the Viva Shanghai Phase II Share Option Scheme under which options will be granted to eligible Incentive Participants to subscribe for Viva Shanghai Shares;</p> <p>(b) modify and/or amend the rules of the Viva Shanghai Phase II Share Option Scheme from time to time subject to the provisions of such rules; and</p> <p>(c) grant options under the Viva Shanghai Phase II Share Option Scheme and issue from time to time such number of Viva Shanghai Shares as may be required to be issued pursuant to the exercise of the options under the Viva Shanghai Phase II Share Option Scheme, subject to the Viva Shanghai Phase II Share Option Scheme Mandate Limit.</p>		
3.	<p>The appointment of Mr. WANG Stephen Hui as a non-executive Director of the Company for a term of three years commencing the date upon which the Shareholders of his appointment at the EGM, and he shall not be entitled to receive any remuneration for his position as a non-executive Director.</p>		

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

Signature(s) (see Note 4 & 5): \_\_\_\_\_

Notes:

1. 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).
2. A shareholder 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 initiated by the person who signs it.
3. **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.
4. This form of proxy must be signed by you or your attorney duly authorized in writing or, if the appointor is a corporation, this form of proxy must be executed under common seal or under the hand of an officer, director, attorney, or other person duly authorized on that behalf.
5. 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 are 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 of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially 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.
7. A proxy need not be a shareholder of the Company.

**PERSONAL INFORMATION COLLECTION STATEMENT**

"Personal Data" in this form of proxy has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which includes your and your proxy's name and address.

You and your proxy's Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the EGM. The supply of your and your proxy's Personal Data is on a voluntary basis. However, the Company may not be able to process your request unless you provide us with your and your proxy's Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Company's share registrar and its Hong Kong branch share registrar and transfer office and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for our verification and record purpose.

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 purpose 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 in writing by either of the following means:

By mail to: The Hong Kong Branch Share Registrar  
Tricor Investor Services Limited  
17/F, Far East Finance Centre,  
16 Harcourt Road, Hong Kong  
By email to: is-enquiries@hk.tricorglobal.com