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Shanghai Henlius Biotech, Inc.

上海復宏漢霖生物技術股份有限公司

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

(Stock Code: 2696)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Shanghai Henlius Biotech, Inc. (the “**Company**”) will be held at Conference Room, 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC on Monday, 20 May 2024 at 4:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions and special resolutions (unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 17 April 2024):

ORDINARY RESOLUTIONS

1. To consider and approve the annual report of the Company and its subsidiaries (the “**Group**”) for the year 2023.
2. To consider and approve the work report of the board of directors of the Company (the “**Board**”) for the year 2023.
3. To consider and approve the work report of the board of supervisors of the Company for the year 2023.
4. To consider and approve the final accounts report of the Group for the year 2023.
5. To consider and approve the profit distribution proposal of the Company for the year 2023.
6. To consider and approve the financial budget proposal of the Group for the year 2024.

7. To consider and approve the re-appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic auditors for the Company's financial reports for the year 2024, the re-appointment of Ernst & Young as the international auditors for the Company's financial reports for the year 2024 and the passing of remuneration package for the domestic and international auditors for the year of 2023.
8. To consider and approve the remunerations for the year 2023 of the full-time executive director of the Company.
9. To consider and approve the remunerations proposal for the year 2024 of the full-time executive Director of the Company.
10. To consider and approve the adjustment to allowance of independent non-executive directors of the Company.
11. To consider and approve the resolution in relation to the proposed amendments to the Rules of Procedures for the General Meeting, which will take effect immediately upon approval at the AGM and the Class Meetings.
12. To consider and approve the resolution in relation to the proposed amendments to the Rules of Procedures for the Board of Director, which will take effect immediately upon approval at the AGM.
13. To consider and approve the resolution in relation to the proposed amendments to the Rules of Procedures for the Board of Supervisor, which will take effect immediately upon approval at the AGM.
14. To consider and approve the resolution in relation to the proposed amendments to the Management Rules for the External Guarantee, which will take effect immediately upon approval at the AGM.
15. To consider and approve the resolution in relation to the proposed amendments to the Rules of Independent Non-Executive Directors, which will take effect immediately upon approval at the AGM.

SPECIAL RESOLUTIONS

16. To consider and, if thought fit, approve the proposed grant of a general mandate in relation to the issue of any class of shares of the Company to the Board:
- (a) granting to the Board of an unconditional general mandate during the Issuance Mandate Period (as defined below) to, subject to market condition and the needs of the Company, separately or concurrently issue, allot and deal with additional shares of any class of the Company;
 - (b) making or granting of proposals, agreements, share options and/or conversion rights that will or may require the separate or concurrent issue of any class of shares or other convertible rights to subscribe for or purchase any class of shares (collectively, the “**Instruments**”), including, but is not limited to, the creation and issue of warrants, bonds, debentures, or other instruments that can be converted into any class of shares;
 - (c) issuing additional Instruments as a result of adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues;
 - (d) in terms of one specific class of shares, the total number of such class of shares approved to be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Board (whether they are allotted pursuant to the share options or otherwise), and the number of shares underlying the offers, agreements, share options and/or conversion rights made or granted (including warrants, convertible bonds and other securities carrying rights of subscription for or conversion into such class of shares, the number of which is based on the number of such class of shares converted to or allotted), shall not exceed 20% of the total number of the such class of shares in issue (excluding treasury shares) as at the date of passing this resolution at the general meeting of the Company;
 - (e) the Board and its authorised person shall be authorised to formulate and implement specific issuance plans when exercising the aforementioned general mandate, including but not limited to the class of new shares to be issued, the pricing methods and/or the issue price (including the price range), number of shares to be issued, issue target, use of proceeds, time of issuance, period of issuance, specific subscription methods, the pre-emptive subscription ratio of existing shareholders and other specific matters relating to the issuance;

- (f) the Board and its authorised person shall be authorised to engage services of intermediary institutions for matters in relation to the issuance, and to approve and/or execute all the acts, deeds, documents and other matters which are necessary, appropriate, desirable or relevant to the issuance; to consider and approve and to execute, for and on behalf of the Company, agreements relating to the issuance, including but not limited to placement and underwriting agreement and engagement agreement of intermediary institutions;
- (g) the Board and its authorised person shall be authorised to consider and approve and to execute on behalf of the Company the statutory documents relating to the issuance for submission to the relevant regulatory authorities; to perform relevant approval procedures and complete all necessary recordation, registration and filing procedures pursuant to the requirements of the competent government departments and/or regulatory authorities and in the places where the shares of the Company are listed;
- (h) the Board and its authorised person shall be authorised to make applicable amendment to, as may be required by the competent government departments and/or regulatory authorities, the relevant agreements and statutory documents referred to in the clause 16(f) and clause 16(g) mentioned above;
- (i) the Board shall be authorised to approve the increase of registered capital of the Company after issuance of new shares and make amendments to the Articles of Association of Shanghai Henlius Biotech, Inc. relating to the registered capital, total share capital and shareholding structure, etc., and the executive directors, management and its authorised person shall be authorized to carry out the relevant procedures; and
- (j) the Board will only exercise the aforesaid general mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) or all applicable laws, rules and regulations of any other governmental or regulatory authorities and with all necessary approvals from China Securities Regulatory Commission and/or relevant governmental authorities of PRC (if applicable).

For the purpose of this resolution, “Issuance Mandate Period” refers to the period commencing from the date on which this resolution is considered and approved at the general meeting to the earlier of:

- (1) the date of the next annual general meeting of the Company; or
- (2) the date on which the mandate granted under this resolution is revoked or varied by resolution at any general meeting of the Company.

For the purpose of this resolution, any reference to an allotment, issue, grant, offer, placing, subscription or disposal of Shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and applicable laws and regulations.

17. To consider and, if thought fit, approve the proposed grant of a general mandate to repurchase H shares of the Company (“**H Shares**”) to the Board:
 - (a) subject to resolution number 17(b), granting to the Board a general mandate during the Repurchase Mandate Period (as defined below) to, in accordance with all applicable laws and regulations of the PRC government or securities regulators, the Hong Kong Stock Exchange, the Hong Kong Securities and Futures Commission or any other government or regulatory agency, in order to safeguard the Company’s value and Shareholders’ interests, and on such terms as they deem fit, exercise all the power of the Company to repurchase part of the issued H Shares on the Hong Kong Stock Exchange and handle related matters, including but not limited to the specific plan for the repurchase of relevant H Shares (including but not limited to repurchase price, number of H Shares to be repurchased, time of repurchase, etc.) as formulated, adjusted or terminated by the Board in accordance with relevant laws and regulations, and full authority to handle repurchase, cancellation of relevant H Shares or hold the repurchased H Shares as treasury shares to the extent permitted under the Listing Rules and applicable laws and regulations. The Board is entitled to authorize its authorized persons to handle relevant matters in full according to the specific plan for the repurchase of relevant H Shares reviewed and approved by the Board;
 - (b) the total number of H Shares which may be repurchased by the Company within the Repurchase Mandate Period pursuant to the approval in resolution number 17(a) above shall not exceed 10% of the total number of H Shares in issue (excluding treasury shares) on the date of passing of this resolution;
 - (c) based on the Company’s actual operation and stock price performance, the Board has the power to decide on the implementation or termination of specific plans in relation to the repurchase of H Shares (if any);

- (d) based on the actual situation of repurchase of H Shares, cancel the repurchased H Shares, reduce registered capital of the Company, make corresponding amendments to the articles of association of the Company (the “**Articles of Association**”), notify the creditors of the Company, publish announcements and convene bondholders’ meetings (if applicable) in accordance with relevant laws and regulations and the Articles of Association, and carry out relevant statutory registrations and filings, or hold the repurchased H Shares as treasury shares to the extent permitted under the Listing Rules and applicable laws and regulations; and
- (e) other matters related to the repurchase of H Shares, except those which are expressly stipulated by relevant laws and regulations to be exercised by the Shareholders in general meetings and which are not authorised to the Board.

For the purpose of this resolution, “Repurchase Mandate Period” refers to the period commencing from the date on which this resolution is considered and approved at the general meeting to the earlier of:

- (1) the conclusion of the next annual general meeting of the Company; and
 - (2) the date on which the mandate granted under this resolution is revoked or varied by resolution at any general meeting of the Company.
18. To consider and approve the resolution in relation to the proposed amendments to the Articles of Association, which will take effect immediately upon approval at the AGM and the Class Meetings.

On behalf of the Board
Shanghai Henlius Biotech, Inc.
Wenjie Zhang
Chairman

Hong Kong, 17 April 2024

As at the date of this notice, the board of directors of the Company comprises Mr. Wenjie Zhang as the chairman and executive director, Mr. Jun Zhu as the executive director, Mr. Qiyu Chen, Mr. Yifang Wu, Ms. Xiaohui Guan, Mr. Deyong Wen and Dr. Xingli Wang as the non-executive directors, and Mr. Tak Young So, Dr. Lik Yuen Chan, Dr. Guoping Zhao and Dr. Ruilin Song as the independent non-executive directors.

Notes:

- (1) All resolutions at the AGM will be taken by a poll pursuant to the Articles of Association and the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) All shareholders of the Company (including preference shareholders whose voting rights have been restored) are entitled to attend the AGM. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy (or more than one proxy if he/she holds more than one share) in writing to attend and on a poll, vote on his/her behalf. A proxy needs not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. In case of a poll every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be delivered to at the Company's Board secretary office (for holders of Domestic Shares or Unlisted Foreign Shares), at 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC or the Company's H share registrar in Hong Kong (for holders of H shares), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM (i.e. not later than 4:00 p.m. on Sunday, 19 May 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) In order to determine the list of Shareholders who will be entitled to attend and vote at the AGM, the registers of members of the Company will be closed from Tuesday, 14 May 2024 to Monday, 20 May 2024 (both dates inclusive), during which period no transfer of shares of the Company will be effected. Shareholders whose names appear on the registers of members of the Company on Monday, 20 May 2024 shall be entitled to attend and vote at the AGM. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on Monday, 13 May 2024.
- (5) Shareholders who attend the AGM in person or by proxy shall bear their own travelling and accommodation expenses.
- (6) References to time and dates in this notice are to Beijing time and dates.