

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **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 THE 2024 FIRST CLASS MEETING OF H SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the 2024 first class meeting of H shareholders (the “**Class Meeting of H Shareholders**”) of Shanghai Henlius Biotech, Inc. (the “**Company**”) will be held after the conclusion of the 2024 first class meeting of domestic shareholders and unlisted foreign shareholders of the Company, at Conference Room, 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC at 4:00 p.m. on Monday, 20 May 2024 for the purposes of considering and, if thought fit, passing the following resolutions as 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):

#### **SPECIAL RESOLUTIONS**

1. 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 1(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. 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 1(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
- (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 authorized 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; 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.
2. 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.

3. 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.

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 Class Meeting of H Shareholders will be taken by a poll pursuant to the Articles of Association and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 holders of H Shares (including preference shareholders whose voting rights have been restored) are entitled to attend the Class Meeting of H Shareholders. Any holder of H Shares of the Company entitled to attend and vote at the Class Meeting of H Shareholders 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 deposited at the Company’s H 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 24 hours before the time appointed for the Class Meeting of H Shareholders (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 any holder of H Shares of the Company from attending and voting in person at the Class Meeting of H Shareholders 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 Class Meeting of H Shareholders, the register of members of H Shares of the Company will be closed from Tuesday, 14 May 2024 to Monday, 20 May 2024 (both dates inclusive). Shareholders whose names appear on the register of members of H Shares of the Company on Monday, 20 May 2024 shall be entitled to attend and vote at the Class Meeting of H Shareholders. In order to qualify for attending and voting at the Class Meeting of H Shareholders, 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 Class Meeting of H Shareholders in person or by proxy shall bear their own travelling and accommodation expenses.
- (6) This notice of Class Meeting of H Shareholders is applicable to the holders of H Shares of the Company only.
- (7) References to time and dates in this notice are to Beijing time and dates.