



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 ANNUAL GENERAL MEETING TO BE HELD AT ROOM 401-17, 4F, BUILDING 6, 690 BIBO ROAD, PUDONG NEW DISTRICT, SHANGHAI, CHINA ON THURSDAY, 27 JUNE 2024 AT 10:00 A.M.

I/We^(Note 2) _____

of _____
being the registered holder(s) of shares of US\$0.0002 each in the issued share capital of Genor Biopharma Holdings Limited (the "Company") hereby appoint the chairman of the annual general meeting of the Company (the "AGM")^(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 AGM to be held at Room 401-17, 4F, Building 6, 690 Bibo Road, Pudong New District, Shanghai, China on Thursday, 27 June 2024 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		FOR	AGAINST
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and auditor (the "Auditor") of the Company for the year ended 31 December 2023.		
2.	(a) To re-elect Mr. Yu Tieming as a non-executive Director.		
	(b) To re-elect Mr. Fung Edwin as an independent non-executive Director.		
	(c) To re-elect Mr. Chen Wen as an independent non-executive Director.		
	(d) To authorize the board of Directors (the "Board") to fix the respective Directors' remuneration.		
3.	To re-appoint PricewaterhouseCoopers as the Auditor for the year ending 31 December 2024 and to authorize the Board to fix their remuneration.		
4.	To grant a general and unconditional mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
5.	To grant a general and unconditional mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
6.	Conditional upon resolutions numbered 4 and 5 being passed, to extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of shares repurchased by the Company.		
SPECIAL RESOLUTION		FOR	AGAINST
7.	To approve the proposed amendments to the seventh amended and restated memorandum and articles of association of the Company and the adoption of the eighth amended and restated memorandum and articles of association of the Company.		

Date: _____ 2024

Signature(s)^(Note 5) _____

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 AGM is preferred, please strike out the words "the chairman of the annual 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 AGM 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 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 AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorized 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 authorized. **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 Tuesday, 25 June 2024 (Hong Kong time) or not less than 48 hours before the time appointed for the AGM 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 AGM 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 AGM 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.