



# SHANGHAI JUNSHI BIOSCIENCES CO., LTD.\*

## 上海君實生物醫藥科技股份有限公司

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

(Stock code: 1877)

### FORM OF PROXY FOR THE 2023 ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 21 JUNE 2024

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ A Shares/H Shares <sup>(Note 3)</sup>  
of Shanghai Junshi Biosciences Co., Ltd.\* (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note 4)</sup>  
or \_\_\_\_\_  
as my/our proxy to attend and vote for me/us on my/our behalf at the 2023 annual general meeting ("AGM") of the Company to be held at 15th Floor, Building 7, No. 6, Lane 100, Pingjiaqiao Road, Pudong New Area, Shanghai, the People's Republic of China on Friday, 21 June 2024 at 2:00 p.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the AGM and/or at any adjournment thereof.  
Unless otherwise stated, capitalized terms used herein shall have the same meanings as that defined in the circular of the Company dated 30 May 2024.

ORDINARY RESOLUTIONS		FOR (Notes 5 & 6)	AGAINST (Notes 5 & 6)	ABSTAIN (Notes 5 & 6)
1.	The proposal in relation to the 2023 Report of the Board of Directors			
2.	The proposal in relation to the 2023 Report of the Board of Supervisors			
3.	The proposal in relation to the 2023 Annual Report and its summary			
4.	The proposal in relation to the 2023 Financial Accounts Report			
5.	The proposal in relation to the 2023 Profit Distribution Plan			
6.	The proposal in relation to the application for financing and credit lines from financial institution(s) for 2024			
7.	The proposal in relation to the remuneration of Directors for 2024			
8.	The proposal in relation to the remuneration of Supervisors for 2024			
9.	The proposal in relation to the appointment of the PRC and overseas auditors for 2024			
10.	The proposal in relation to adjustments to the changes in and adjustment of amounts of certain investment sub-projects of the 2022 Issuance of A Shares			
11.	The proposal in relation to amendments to Certain Internal Management Policies			
SPECIAL RESOLUTIONS		FOR (Notes 5 & 6)	AGAINST (Notes 5 & 6)	ABSTAIN (Notes 5 & 6)
12.	The proposal in relation to the estimated external guarantee quota for 2024			
13.	The proposal in relation to the grant of the general mandate to issue domestic and/or overseas debt financing instruments			
14.	The proposal in relation to the grant of general mandate to issue additional A Shares and/or H Shares			
15.	The proposal in relation to the grant of the general mandate to repurchase H Shares			
16.	The proposal in relation to the amendments to the Articles of Association and the Relevant Rules of Procedures			
ORDINARY RESOLUTIONS (through cumulative voting)		Please fill in the number of votes (Notes 13)		
17.	The proposal in relation to the re-election and election of executive directors and a non-executive director of the fourth session of the Board of Directors			
(i)	The proposal in relation to the election of Mr. Xiong Jun as an executive director of the fourth session of the Board of Directors			
(ii)	The proposal in relation to the election of Dr. Li Ning as an executive director of the fourth session of the Board of Directors			
(iii)	The proposal in relation to the election of Dr. Zou Jianjun as an executive director of the fourth session of the Board of Directors			
(iv)	The proposal in relation to the election of Mr. Li Cong as an executive director of the fourth session of the Board of Directors			
(v)	The proposal in relation to the election of Mr. Zhang Zhuobing as an executive director of the fourth session of the Board of Directors			
(vi)	The proposal in relation to the election of Dr. Yao Sheng as an executive director of the fourth session of the Board of Directors			
(vii)	The proposal in relation to the election of Dr. Wang Gang as an executive director of the fourth session of the Board of Directors			
(viii)	The proposal in relation to the election of Dr. Li Xin as an executive director of the fourth session of the Board of Directors			
(ix)	The proposal in relation to the election of Mr. Tang Yi as a non-executive director of the fourth session of the Board of Directors			
18.	The proposal in relation to the re-election and election of independent non-executive directors of the fourth session of the Board of Directors			
(i)	The proposal in relation to the election of Mr. Zhang Chun as an independent non-executive director of the fourth session of the Board of Directors			
(ii)	The proposal in relation to the election of Dr. Feng Xiaoyuan as an independent non-executive director of the fourth session of the Board of Directors			
(iii)	The proposal in relation to the election of Dr. Meng Anming as an independent non-executive director of the fourth session of the Board of Directors			
(iv)	The proposal in relation to the election of Dr. Shen Jinggang as an independent non-executive director of the fourth session of the Board of Directors			
(v)	The proposal in relation to the election of Dr. Yang Yue as an independent non-executive director of the fourth session of the Board of Directors			
19.	The proposal in relation to the re-election and election of non-employee representative supervisors of the fourth session of the Board of Supervisors			
(i)	The proposal in relation to the election of Ms. Kuang Hongyan as a non-employee representative supervisor of the fourth session of the Board of Supervisors			
(ii)	The proposal in relation to the election of Ms. Wang Pingping as a non-employee representative supervisor of the fourth session of the Board of Supervisors			

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

Signature <sup>(Note 7)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert full name(s) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered under your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered under your name(s).
3. Please delete as appropriate.
4. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more persons as his/her proxy(ies) to attend and vote on his/her behalf. A proxy need not be a member of the Company but must attend the meeting in person to represent the member. If a proxy/proxies other than the Chairman is preferred, strike out the words **"THE CHAIRMAN OF THE MEETING"** and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS THIS FORM.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK ("✓") THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK ("✓") THE APPROPRIATE BOXES MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK ("✓") THE APPROPRIATE BOXES MARKED "ABSTAIN"**. Failure to complete any or all the boxes will entitle your proxy to cast his/her votes 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 that referred to in the notice convening the meeting.
6. The resolution will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person authorized to sign the same.
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) not later than 24 hours before the time appointed for this AGM or any adjournment thereof.
9. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such share and be deemed solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
10. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person or any adjournment thereof and, in such event, the form of proxy shall be deemed invalid.
11. Shareholders or their proxy(ies) attending this AGM should produce their identification documents.
12. Reference to times and dates in this form of proxy are to Hong Kong local times and dates.
13. Please note that:

According to Article 99 of the Articles of Association of the Company, the cumulative voting system may be implemented when Shareholders vote on the election of Directors and Supervisors at the general meeting. Shareholders are free to distribute their voting rights among candidates for Directors or Supervisors, either in a decentralized manner on multiple candidates or in a centralized manner on a single candidate. If the total amount of voting rights casted by a Shareholder is more than all voting rights held by the Shareholder, the vote casted will be invalid; if the total amount of voting rights casted by a Shareholders is less than all voting rights held by the Shareholder, the vote casted shall be valid and the difference shall be deemed as abstain from voting. If the last two or more candidates have received the same number of votes and if all the candidates are elected, resulting in the number of elected Directors or Supervisors exceeding the number of candidates to be elected, the candidates shall be re-elected according to the procedures stipulated in the Articles of Association. If the number of elected Directors or Supervisors is less than the number specified in the Articles of Association, the Company shall restart the cumulative voting procedure for the missing number. When filling in the "Cumulative Voting Method", please fill in your voting wishes according to the following requirements:

- (i) the election of candidates for executive directors and a non-executive director (Resolution No. 17), the election of candidates for independent non-executive directors (Resolution No. 18), and the election of candidates for non-employee representative Supervisors (Resolution No. 19) at the general meeting are numbered separately as a resolution group. Investors should vote for each candidate under each resolution group.
- (ii) the number of declared shares represents the number of votes in the election. For each resolution group, each share held by a Shareholder means the total number of votes equal to the number of Directors or Supervisors to be elected under the resolution group. With regard to No. 17, No. 18 and No. 19 resolutions, each share you hold has the same voting rights as the number of candidates for executive directors and a non-executive director (9), independent non-executive directors (5), and non-employee representative supervisors (2). For example: if a shareholder holds 100 shares of a listed company, 10 directors should be elected at the general meeting with 12 director candidates, then such shareholder has 1,000 votes for the election resolution group of the board of directors.
- (iii) Shareholders shall vote within the limit of the number of votes for each resolution group. Shareholders can vote according to their own wishes. They can vote for a certain candidate in a centralized manner, or they can vote for different candidates in a decentralized manner. After the voting is over, the votes will be accumulated for each resolution.
- (iv) a director or supervisor candidate shall be considered as elected when the number of votes he/she gets exceeds one half than the number of voting shares held by Shareholders attending the general meeting (based on the number of shares before cumulative voting is carried out).

#### **PERSONAL INFORMATION COLLECTION STATEMENT**

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance (Chapter 486 of the laws of Hong Kong) (the "**PDPO**"), which may include but not limited to your name, contact telephone number, email address and mailing address. Your supply of Personal Data is on a voluntary basis for the purpose of receiving Corporate Communications in the manner chosen. Your Personal Data will be retained for such period as may be necessary for our verification and record purposes.

You have the right to request access to and/or correction of the respective Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of the Personal Data should be in writing by either of the following means:

By mail to: Privacy Compliance Officer  
Tricor Investor Services Limited  
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

By email to: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)

\* *For identification purpose only.*