

Innovent

信達生物製藥

INNOVENT BIOLOGICS, INC.

(Incorporated in the Cayman Islands with Limited Liability)

(Stock Code: 1801)

Form of Proxy for use at the Extraordinary General Meeting to be held on Friday, June 12, 2020

I/We^(Note 1) _____ of _____ being the registered holder(s) of _____ shares^(Note 2) of US\$0.00001 each in the share capital of Innovent Biologics, Inc. (the “Company”) HEREBY APPOINT^(Note 3) THE JOINT COMPANY SECRETARY, MS. YANJU WANG or _____ (name) of _____ (address), as my/our proxy to attend the extraordinary general meeting (and at any adjournment thereof) of the Company to be held on Friday, June 12, 2020 at 10:00 a.m. (or immediately after the conclusion of the annual general meeting of the Company on the same day) at Yale meeting room, 5F, Administration Building, Innovent Biologics, 168 Dongping Street, Suzhou Industrial Park, China for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions as indicated below:—

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1(a).	To approve and confirm the conditional grant of restricted shares to Dr. De-Chao Michael Yu (“ Dr. Yu ”) in accordance with the terms of the restricted share plan adopted by the Company on October 15, 2018 (the “ RS Plan ”), subject to all applicable laws, rules, regulations and the applicable award agreement (the “ Proposed Grant to Dr. Yu ”);		
1(b).	To authorize any one or more of the directors of the Company, with the exception of Dr. Yu, to exercise the powers of the Company to allot, issue and deal with the ordinary shares of the Company (the “ Shares ”) pursuant to the Proposed Grant to Dr. Yu under the specific mandate granted to the Directors by the shareholders of the Company (the “ Shareholders ”) at the extraordinary general meeting of the Company held on October 15, 2018 in accordance with the terms of the RS Plan (the “ 2018 RS Plan Specific Mandate ”), such that the restricted shares shall rank <i>pari passu</i> in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in 1(a) above;		
2(a).	To approve and confirm the conditional grant of restricted shares to Mr. Ronald Hao Xi Ede (“ Mr. Ede ”) in accordance with the terms of RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “ Proposed Grant to Mr. Ede ”);		
2(b).	To authorize any one or more of the directors of the Company, with the exception of Mr. Ede, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Mr. Ede under the 2018 RS Plan Specific Mandate, such that the restricted shares shall rank <i>pari passu</i> in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in 2(a) above;		
3(a).	To approve and confirm the conditional grant of restricted shares to Dr. Charles Leland Cooney (“ Dr. Cooney ”) in accordance with the terms of RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “ Proposed Grant to Dr. Cooney ”);		
3(b).	To authorize any one or more of the directors of the Company, with the exception of Dr. Cooney, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Dr. Cooney under the 2018 RS Plan Specific Mandate, such that the restricted shares shall rank <i>pari passu</i> in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in 3(a) above;		
4(a).	To approve and confirm the conditional grant of restricted shares to Ms. Joyce I-Yin Hsu (“ Ms. Hsu ”) in accordance with the terms of RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “ Proposed Grant to Ms. Hsu ”);		
4(b).	To authorize any one or more of the directors of the Company, with the exception of Ms. Hsu, to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Ms. Hsu under the 2018 RS Plan Specific Mandate, such that the restricted shares shall rank <i>pari passu</i> in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in 4(a) above;		
5(a).	To approve and confirm the conditional grant of restricted shares to Dr. Kaixian Chen (“ Dr. Chen ”) in accordance with the terms of RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “ Proposed Grant to Dr. Chen ”);		
5(b).	To authorize any one or more of the directors of the Company, with the exception of Dr. Chen to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Dr. Chen under the 2018 RS Plan Specific Mandate, such that the restricted shares shall rank <i>pari passu</i> in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in 5(a) above;		

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
6(a).	To approve and adopt, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the number of shares representing 5% of the total number of the issued share capital of the Company as at June 12, 2020, being the date of adoption of the 2020 RS Plan (as defined below) (the “ 2020 RS Plan Limit ”) of the Company, to be issued pursuant to the vesting of restricted shares granted under the 2020 RS Plan (as defined below) (the “ 2020 RS Plan Listing Approval ”), the rules of the new restricted share plan (“ 2020 RS Plan ”) of the Company (a copy of which has been submitted to the meeting and signed by the Chairman of the meeting for the purpose of identification) as a restricted share scheme of the Company; and to authorize the directors of the Company, at their absolute discretion, to grant restricted shares thereunder and to allot and issue shares of the Company pursuant to the vesting of restricted shares; and		
6(b).	To grant, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the 2020 RS Plan Listing Approval and the passing of resolution 6(a), the directors of the Company a specific mandate to allot and issue up to such number of Shares represented by the 2020 RS Plan Limit pursuant to the 2020 RS Plan and the articles of association of the Company and for the purpose of distribution of Shares pursuant to the 2020 RS Plan, provided that this specific mandate shall be in addition to, and shall not prejudice or revoke any existing or such other general or special mandates which may from time to time be granted to the directors of the Company prior to the passing of this resolution.		

Dated this _____ day of _____, 2020

Signature^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in 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 in your name(s).
3. If any proxy other than the joint company secretary, Ms. Yanju Wang is preferred, please strike out the words “THE JOINT COMPANY SECRETARY, MS. YANJU WANG,” 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 meeting is entitled to appoint one or more (if he/she/it holds more than one share) proxies to attend and vote instead of him/her/it. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy (or proxies) is so appointed. A proxy need not be a shareholder of the Company. **IF NO NAME IS INSERTED, THE JOINT COMPANY SECRETARY, MS. YANJU WANG, WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy (or proxies) to cast your vote at his/her discretion. Your proxy (or proxies) 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.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. Every shareholder of the Company present in person or by proxy or, being a corporation, is present by its duly authorised representative, shall have one vote for every fully paid share of which he/she/it is the holder.
7. In the 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.
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 notarially certified copy thereof, must be delivered to the Company’s branch 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 48 hours before the time fixed for holding the extraordinary general meeting (i.e. not later than 10:00 a.m. on Wednesday, June 10, 2020) or any adjournment thereof.
9. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
11. Shareholders or their proxies attending the extraordinary general meeting shall produce their identity documents.
12. Reference to dates and time in this form of proxy are to Hong Kong dates and time.

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 extraordinary general meeting 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 by mail to the Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.