

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 H SHAREHOLDERS FOR THE 2019 FIRST CLASS MEETING OF H SHAREHOLDERS TO BE HELD ON MONDAY, 17 JUNE 2019

I/We, ^(Note 1) _____

of ^(Note 1) _____

being the registered holder(s) of ^(Note 2) _____ H Shares
of Shanghai Junshi Biosciences Co., Ltd.* (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3)
or _____

of _____
as my/our proxy to attend and vote for me/us on my/our behalf at the 2019 first class meeting of H Shareholders ("Class Meeting of H Shareholders") to be held immediately after the conclusion of the 2019 first class meeting of domestic shareholders of the Company (or any adjournment thereof) at Jumeirah Himalayas Hotel, Shanghai, No. 1108 Mei Hua Road, Pudong, Shanghai, the People's Republic of China on Monday, 17 June 2019 for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Class Meeting of H Shareholders 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 Class Meeting of H Shareholders and/or at any adjournment thereof.

Unless otherwise indicated, capitalized terms used in this form of proxy and the following resolutions shall have the same meanings as those defined in the announcement of the Company dated 30 April 2019 in respect of the proposed Issue of A Shares.

SPECIAL RESOLUTIONS		FOR ^(Notes 4 & 5)	AGAINST ^(Notes 4 & 5)
1.	To consider and approve the fulfilment by the Company of the requirements for initial public offering of A Shares and listing on the Sci-Tech Innovation Board.		
2.	To consider and approve the proposed Issue of A Shares.		
	(i) Class of new shares		
	(ii) Nominal value of new shares		
	(iii) Issue size		
	(iv) Method of issuance		
	(v) Target subscribers		
	(vi) Pricing methodology		
	(vii) Use of proceeds		
	(viii) Method of underwriting		
	(ix) Place of listing		
	(x) Validity period of resolutions		
3.	To consider and approve the investment projects to be funded by the proceeds raised from the Issue of A Shares and the feasibility analysis.		
4.	To consider and approve the authorization to the Board of Directors to fully handle matters in connection with the proposed Issue of A Shares and the listing on the Sci-Tech Innovation Board.		
5.	To consider and approve the proposal for accumulated profit distribution and the plan for undertaking unrecovered loss prior to the Issue of A Shares.		
6.	To consider and approve the three-year dividend distribution plan for Shareholders after the Issue of A Shares.		
7.	To consider and approve the share price stabilization plan and restraint measures within three years after the Issue of A Shares.		
8.	To consider and approve the undertakings in relation to the Issue of A Shares and restraint measures.		
9.	To consider and approve the adoption of recovery measures in relation to the impact of dilution of immediate return by the Issue of A Shares and the corresponding undertakings given by related entities.		
10.	To consider and approve the proposed amendments to the Articles in respect of the Issue of A Shares.		
11.	To consider and approve the proposed amendments to the Company's internal management policies.		
12.	To consider and approve the engagement of intermediaries for the Issue of A Shares and listing on the Sci-Tech Innovation Board.		
13.	To consider and approve the confirmation of the Company's related party transactions for the reporting period of three years ended 31 December 2016, 2017 and 2018 and three months ended 31 March 2019.		
14.	To consider and approve the report of the use of proceeds raised in previous offering.		
15.	To consider and approve the proposed amendments to the Share Incentive Scheme.		
16.	To consider and approve the authorization to the Board of Directors or its authorized person(s) to fully handle all matters in relation to the share incentives.		

Date: _____ 2019

Signature ^(Note 6): _____

Notes:

1. Please insert full name(s) and address(es) (as shown in the register of members of H shares) in **BLOCK CAPITALS**.
2. Please insert the number of H 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 H shares of the Company registered under your name(s).
3. 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.**
4. **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".** 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.
5. 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/her 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.
6. 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 under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
7. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) not later than 24 hours before the time appointed for this Class Meeting of H Shareholders or any adjournment thereof.
8. 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.
9. 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.
10. Shareholders or their proxy(ies) attending this Class Meeting of H Shareholders should produce their identification documents.
11. Reference to times and dates in this form of proxy are to Hong Kong local times and dates.
12. Further details of the resolutions are set out in the notice to Class Meeting of H Shareholder. Details of the Issue of A Shares will also be set out in the circular to be dispatched by the Company in due course.

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
Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong

By email to: is-enquiries@hk.tricorglobal.com