

# 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 2019 FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 16 SEPTEMBER 2019

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ Domestic 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 \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us on my/our behalf at the 2019 first extraordinary general meeting ("EGM") of the Company to be held at Conference Room, 13th Floor, Building 2, No. 36, 58 Haiqu Road, Zhangjiang Hi-Tech Park, Shanghai, the People's Republic of China on Monday, 16 September 2019 at 10:30 a.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 EGM 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 EGM and/or at any adjournment thereof.

ORDINARY RESOLUTIONS		FOR <sup>(Notes 5 &amp; 6)</sup>	AGAINST <sup>(Notes 5 &amp; 6)</sup>	ABSTAIN <sup>(Notes 5 &amp; 6)</sup>
1.	To consider and approve each related party transaction of the Company in the reporting period (2016, 2017, 2018 and January-March 2019).			
	(i) Related party transactions for the purchase and sale of goods, provision and acceptance of labour services			
	(ii) Condition of related leases			
	(iii) Key management personnel compensation			
	(iv) Incidental related party transactions			
2.	To consider and approve the uncovered deficit of the Company amounts to one third of the total share capital.			
3.	To consider and approve the Company's external investment in respect of the subscription of registered capital of Shanghai Ruotuo Biotechnology Co., Ltd* (上海倬妥生物科技有限公司), agreement with Anwita Biosciences, Inc. and related party transaction.			
4.	To consider and approve the Drug Combination Clinical Research Cooperation Agreement (聯合用藥臨床研究合作協議) with an associate, Suzhou Sinovent Pharmaceuticals Co., Ltd.* (蘇州信諾維醫藥科技有限公司).			
5.	To consider, approve and ratify each related party transaction.			
	(i) Lending from a related party Shenzhen Qianhai Hehong Investment Co., Ltd* (深圳市前海和弘投資有限公司).			
	(ii) Enter into Cooperation Agreement on Combination of PD-1 Antibody JS001 with JAB-3068 (關於PD-1抗體JS001與JAB-3068聯合用藥的合作協議) with a related party Jacobio Pharmaceuticals Co., Ltd.* (北京加科思新藥研發有限公司).			
SPECIAL RESOLUTION		FOR <sup>(Notes 5 &amp; 6)</sup>	AGAINST <sup>(Notes 5 &amp; 6)</sup>	ABSTAIN <sup>(Notes 5 &amp; 6)</sup>
6.	To consider and approve the change of the PRC registered address and contact details of the Company and the ancillary amendments to the Company's Articles of Association.			

Date: \_\_\_\_\_ 2019

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

#### Notes:

- Please insert full name(s) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
- 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).
- Please delete as appropriate.
- 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.**
- 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.
- 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.
- 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.
- 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 54, 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 EGM or any adjournment thereof.
- 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.
- 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.
- Shareholders or their proxy(ies) attending this EGM should produce their identification documents.
- Reference to times and dates in this form of proxy are to Hong Kong local times and dates.

#### 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

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

\* For identification purposes only.