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Shanghai Henlius Biotech, Inc.

上海復宏漢霖生物技術股份有限公司

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

(Stock Code: 2696)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Shanghai Henlius Biotech, Inc. (the “**Company**”) will be held at 2:00 p.m. on 22 January 2025, at Conference Room, 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC for the purpose of considering and, if thought fit, passing the following resolution:

(Save as defined otherwise, capitalised terms defined in the composite document (the “**Composite Document**”) dated 23 December 2024 jointly issued by Shanghai Fosun New Medicine Research Company Limited (the “**Offeror**”), Shanghai Fosun Pharmaceutical (Group) Co., Ltd. and the Company shall have the same meanings when used herein.)

SPECIAL RESOLUTION

1. “**THAT:**

- (a) the merger by way of absorption of the Company by the Offeror in accordance with the Company Law and other applicable laws and regulations of the People's Republic of China and the transactions as contemplated under the merger agreement dated 24 June 2024 as supplemented by a supplemental merger agreement dated 23 August 2024 entered into between the Company and the Offeror (together, the “**Merger Agreement**”) be and is hereby approved, confirmed and ratified; and
- (b) any one executive director of the Company and their delegated persons be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he/she may consider necessary or expedient to give effect to and in connection with any transactions contemplated under the Merger Agreement.”

On behalf of the Board
Shanghai Henlius Biotech, Inc.
Zhang Wenjie
Chairman

Hong Kong, 23 December 2024

As at the date of this notice, the Board comprises 11 Directors, namely Mr. Zhang Wenjie as the chairman and executive director, Dr. Zhu Jun as the executive director, Mr. Chen Qiyu, Mr. Wu Yifang, Ms. Guan Xiaohui, Mr. Wen Deyong and Dr. Wang Xingli as the non-executive directors, and Mr. So Tak Young, Dr. Chan Lik Yuen, Dr. Zhao Guoping and Dr. Song Ruilin as the independent non-executive directors.

Notes:

- (A) As set out in the Composite Document, it is one of the conditions to the effectiveness of the Merger Agreement that the special resolution in the EGM approving the Merger as contemplated under the Merger Agreement is passed by a majority of not less than two-thirds of the votes cast by way of poll by the Shareholders present and voting in person or by proxy at the EGM.
- (B) All resolutions at the EGM will be taken by way of poll pursuant to the articles of association of the Company, the Listing Rules and the Takeovers Code. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules. All shareholders of the Company are entitled to attend and vote at the EGM. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy (or more than one proxy if he/she holds more than one share) in writing to attend and on a poll, vote on his/her behalf. A proxy needs not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. In case of a poll every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- (C) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be delivered to the Company's Board secretary office (for holders of Unlisted Shares), at 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC or the Company's H share registrar in Hong Kong (for holders of H Shares), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on 21 January 2025) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (D) In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from 17 January 2025 to 22 January 2025 (both dates inclusive), during which period no transfer of shares of the Company will be effected. Shareholders whose names appear on the registers of members of the Company on 22 January 2025 shall be entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on 16 January 2025.
- (E) Shareholders who attend the EGM in person or by proxy shall bear their own travelling and accommodation expenses.
- (F) References to time and dates in this notice are to Beijing time and dates.