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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 H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that an H shareholders' class meeting (the "**H Shareholders' Class Meeting**") of Shanghai Henlius Biotech, Inc. (the "**Company**") will be held at 2:30 p.m. on 22 January 2025, or immediately following the conclusion of the EGM or any adjournment thereof 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 other 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 (a) the special resolution in the H Shareholders' Class Meeting approving the Merger as contemplated under the Merger Agreement is approved by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy; and (b) the number of votes cast against such resolution is not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders.
- (B) All resolutions at the H Shareholders' Class Meeting 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 holders of H Shares, except the Offeror and those who are "acting in concert" with the Offeror (within the meaning of the Takeovers Code), are entitled to attend and vote at the H Shareholders' Class Meeting. Any holder of H Shares of the Company entitled to attend and vote at the H Shareholders' Class Meeting 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 deposited at the Company's H share registrar in Hong Kong, 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 H Shareholders' Class Meeting (i.e. not later than 2:30 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 any holder of H Shares of the Company from attending and voting in person at the H Shareholders' Class 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 H Shareholders' Class Meeting, the register of members of H Shares of the Company will be closed from 17 January 2025 to 22 January 2025 (both dates inclusive). Shareholders whose names appear on the register of members of H Shares of the Company on 22 January 2025 shall be entitled to attend and vote at the H Shareholders' Class Meeting. In order to qualify for attending and voting at the H Shareholders' Class Meeting, 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 H Shareholders' Class Meeting in person or by proxy shall bear their own travelling and accommodation expenses.
- (F) This notice of H Shareholders' Class Meeting is applicable to the holders of H Shares of the Company only.
- (G) References to time and dates in this notice are to Beijing time and dates.