

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 14, 2019**

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 CHAIRMAN OF THE MEETING
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 14, 2019 at 10:00
a.m. at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong 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)
(a)	To approve and confirm the conditional grant of options to Dr. De-Chao Michael Yu (“Dr. Yu”) (the “Proposed Option Grant”) in accordance with the terms of the post-IPO share option scheme adopted by the Company on June 12, 2018 (the “Post-IPO ESOP”)		
(b)	To authorise any one or more of the directors of the Company, with the exception of Dr. Yu (the “Authorised Directors”), to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the Proposed Option Grant under the specific mandate granted to the Directors by the shareholders of the Company pursuant to the unanimous written resolutions of all the shareholders dated June 12, 2018 in accordance with the terms of the Post-IPO ESOP		
(c)	To approve and confirm the conditional grant of restricted shares to Dr. Yu (the “Proposed RS Grant”) in accordance with the terms of the restricted share plan adopted by the Company on October 15, 2018 (the “RS Plan”)		
(d)	To authorise any one or more of the Authorised Directors to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the Proposed RS Grant under the specific mandate granted to the Directors by the shareholders of the Company at the extraordinary general meeting of the Company held on October 15, 2018 in accordance with the terms of the RS Plan		

Dated this _____ day of _____ 2019 Signature^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “THE CHAIRMAN OF THE MEETING” 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 CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- 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.
- 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.
- 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.
- 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.
- 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 12, 2019) or any adjournment thereof.
- The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- Shareholders or their proxies attending the extraordinary general meeting shall produce their identity documents.
- 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.