



Genscript Biotech Corporation
金斯瑞生物科技股份有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1548)

**SECOND FORM OF PROXY FOR THE POSTPONED 2024
ANNUAL GENERAL MEETING TO BE HELD ON 21 JUNE 2024
(OR AT ANY ADJOURNMENT THEREOF)**

I/We (Name) _____ (In block capitals) of
(Address) _____

being the holder(s) of _____ (Note 1) shares of US\$0.001 each in the capital of Genscript Biotech Corporation (the

“Company”) hereby appoint (Name) _____

of (Address) _____ or

failing him/her (Name) _____

of (Address) _____

or failing him/her, the chairman of the meeting (Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the postponed annual general meeting of the Company to be held at 8:30 a.m. (U.S. Eastern Time) at Conference Room, 860 Centennial Avenue, Piscataway, New Jersey, United States of America (the “Postponed AGM”) and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorized and instructed to vote as indicated (Note 4) in respect of the undermentioned resolutions:

Ordinary Resolutions (Note 3)		For (Note 4)	Against (Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Director(s)”) and auditors of the Company for the year ended 31 December 2023.		
2.	(A) To re-elect the following persons as Directors:		
	(i) Dr. Zhang Fangliang as executive Director.		
	(ii) Mr. Meng Jiange as executive Director.		
	(iii) Dr. Zhu Li as executive Director.		
	(iv) Mr. Cheung Yiu Leung Andy as independent non-executive Director.		
	(v) Dr. Shi Chenyang as independent non-executive Director.		
	(vi) Dr. Wang Luquan as non-executive Director.		
	(B) To authorize the board of Directors (the “Board”) to fix remuneration of the Directors.		
3.	To re-appoint Ernst & Young, Certified Public Accountants, as the auditor of the Company and authorize the Board to fix remuneration of auditor.		
4.	(A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the number of the issued shares of the Company.		
	(B) To give a general and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the number of the issued shares of the Company.		
	(C) To extend the authority given to the Directors pursuant to the ordinary resolution No. 4(A) to issue shares by adding the number of shares repurchased under the ordinary resolution No. 4(B).		
5.	(i) To approve the proposed amendments to the existing share option scheme of the Company adopted on 7 December 2015.		
	(ii) To approve the proposed amendments to the existing restricted share award scheme of the Company adopted on 22 March 2019.		
	(iii) To approve the proposed amendments to the restricted share award scheme of the Company adopted on 23 August 2021 (as amended on 26 May 2022).		
	(iv) To approve the proposed refreshment of the Scheme Mandate Limit (as defined in the circular of the Company dated 22 April 2024).		
	(v) To approve the adoption of the Service Provider Sublimit (as defined in the circular of the Company dated 22 April 2024).		
Special Resolution (Note 3)		For (Note 4)	Against (Note 4)
6.	To approve the proposed amendments to the existing third amended and restated memorandum of association and the third amended and restated articles of association of the Company currently in force and to adopt the fourth amended and restated memorandum of association and the fourth amended and restated articles of association of the Company.		

Dated this _____ day of _____, 2024

Signature(s) _____ (Note 6)

* For identification purposes only

Notes:

1. Please insert the number of shares registered in your name(s); if no number is inserted, this second form of proxy (the “**Second Proxy Form**”) will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. A member may appoint more than one proxy of his/her own choice. If such an appointment is made, please strike out the words “or failing him/her, the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this Second Proxy Form must be initiated by the person who signs it.
3. The full texts of the resolutions are set out in the notice of the meeting incorporated in the circular of the Company dated 22 April 2024 and the supplemental circular of the company dated 30 May 2024.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote 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 those referred to in the notice and supplemental notice convening the meeting.
5. If the appointor is a corporation, this Second Form of Proxy must be under common seal or under the hand of an officer, attorney, or other person duly authorized on that behalf.
6. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.

Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the meeting, whether in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. In order to be valid, this Second Proxy Form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (the “**Branch Share Registrar**”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the meeting (i.e. no later than 8:30 p.m. on Wednesday, 19 June 2024 (Hong Kong Time)). The completion and return of the Second Proxy Form shall not preclude you from attending and voting in person at the meeting (or any adjourned meeting thereof) if you so wish.
8. A proxy needs not be a shareholder (the “**Shareholder**”) of the Company.

IMPORTANT: A SHAREHOLDER WHO HAS NOT LODGED THE FIRST PROXY FORM TO THE ACCOMPANIES CIRCULAR OF THE COMPANY DATED 22 APRIL 2024 (THE “FIRST PROXY FORM”) WITH THE BRANCH SHARE REGISTRAR SHOULD NOTE THAT: he/she is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the Postponed AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Branch Share Registrar.

IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FIRST PROXY FORM WITH THE BRANCH SHARE REGISTRAR SHOULD NOTE THAT:

- (i) **If no Second Proxy Form is lodged with the Branch Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her.** The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Postponed AGM (including, if properly put, a resolution for the re-election of Dr. Wang Luquan as a non-executive Director as set out in the supplemental circular to the Shareholders dated 30 May 2024) except for the resolution to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) **If the Second Proxy Form is lodged with the Branch Share Registrar not less than 48 hours before the time appointed for the holding of the Postponed AGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.**
- (iii) **If the Second Proxy Form is lodged with the Branch Share Registrar less than 48 hours before the time appointed for the holding of the Postponed AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of the Postponed AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Branch Share Registrar.** Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Branch Share Registrar by not less than 48 hours before the time appointed for the holding of the Postponed AGM or any adjourned meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- (ii) Your and your proxy’s Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Postponed AGM. Your supply of your and your proxy’s Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.
- (iii) Your and your proxy’s Personal Data may be disclosed or transferred by the Company to its branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request, and retained for such period as may be necessary for our verification and record purposes.
- (iv) By providing your proxy’s Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her personal data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.
- (v) You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing to the Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.