



Henlius

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)
(於中華人民共和國註冊成立的股份有限公司)

GLOBAL OFFERING

全球發售

Number of Offer Shares under the Global Offering	:	64,695,400 H Shares (subject to the Over-allotment Option)
全球發售的發售股份數目	:	64,695,400 股 H 股(視乎超額配股權行使與否而定)
Number of Hong Kong Offer Shares	:	6,469,600 H Shares (subject to reallocation)
香港發售股份數目	:	6,469,600 股 H 股(可予重新分配)
Number of International Offer Shares	:	58,225,800 H Shares (subject to reallocation and the Over-allotment Option)
國際發售股份數目	:	58,225,800 股 H 股(可予重新分配及視乎超額配股權行使與否而定)
Maximum Offer Price	:	HK\$57.80 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
最高發售價	:	每股發售股份 57.80 港元，另加 1% 經紀佣金、0.0027% 證監會交易徵費及 0.005% 聯交所交易費(須於申請時以港元繳足，多繳款項可予退還)
Nominal value	:	RMB1.00 per H Share
面值	:	每股 H 股人民幣 1.00 元
Stock code	:	2696
股份代號	:	2696

Please read carefully the prospectus of Shanghai Henlius Biotech, Inc. (the “**Company**”) dated 12 September 2019 (the “**Prospectus**”) (in particular, the section on “How to Apply for Hong Kong Offer Shares and Reserved Shares” in the Prospectus) and the guide on the back of this Application Form before completing this Application Form. Terms defined in the Prospectus have the same meaning when used in this Application Form unless defined herein.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), Hong Kong Securities Clearing Company Limited (“**HKSCC**”), the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Registrar of Companies of Hong Kong take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of this Application Form.

A copy of this Application Form, together with a copy of each of the **WHITE, YELLOW, ORANGE** and **BLUE** Application Forms, the Prospectus and the other documents specified in the section headed “Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection – Documents Delivered to the Registrar of Companies” in Appendix VII to the Prospectus have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The SFC and the Registrar of Companies of Hong Kong take no responsibility as to the contents of any of these documents.

Your attention is drawn to the paragraph headed “Personal Data” in the section “How to Apply for Hong Kong Offer Shares and Reserved Shares” in the Prospectus which sets out the policies and practices of the Company and its H Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Hong Kong Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. The information contained in this Application Form is not for distribution, directly or indirectly, in or into the United States (including its territories and dependencies, any State of the United States and the District of Columbia). These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares mentioned herein have not been, and will not be, registered under the U.S. Securities Act and applicable U.S. state securities laws.

The Shares may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. No public offering of the securities will be made in the United States.

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. This Application Form and the Prospectus are addressed to you personally. Any forwarding or distribution or reproduction of this Application Form or the Prospectus in whole or in part is unauthorized. Failure to comply with this directive may result in a violation of the U.S. Securities Act or the applicable laws of other jurisdictions.

To: Shanghai Henlius Biotech, Inc.
Joint Sponsors
Joint Global Coordinators
Joint Representatives
Joint Bookrunners
Hong Kong Underwriters

We confirm that we have (i) complied with the Guidelines for Electronic Public Offerings and the Operational Procedures for **White Form eIPO** applications submitted via Banks/Stockbrokers and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our **White Form eIPO** services in connection with the Hong Kong Public Offering; and (ii) read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them. Applying on behalf of each of the underlying applicants to whom this application relates, we:

- apply** for the number of Hong Kong Offer Shares set out below, on the terms and conditions of the Prospectus and this Application Form, and subject to the Articles of Association of the Company;
- enclose** payment in full for the Hong Kong Offer Shares applied for, including 1% brokerage fee, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee;
- confirm** that the underlying applicants have undertaken and agreed to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to such underlying applicants on this application;
- undertake and confirm** that the underlying applicant(s) and the person for whose benefit the underlying applicant(s) is/are applying has/have not applied for or taken up, or indicated an interest for, or received or been placed or allocated (including conditionally and/or provisionally), and will not apply for or take up, or indicate an interest for, any Offer Shares under the International Offering nor otherwise participate in the International Offering (except in respect of Reserved Shares pursuant to the Preferential Offering);
- understand** that these declarations and representations will be relied upon by the Company, the Joint Sponsors and the Joint Representatives deciding whether or not to make any allotment of Hong Kong Offer Shares in response to this application, and that the underlying applicants may be prosecuted if they made a false declaration;
- authorize** the Company to place the name(s) of the underlying applicant(s) on the H Share register of members of the Company as the holder(s) of any Hong Kong Offer Shares to be allotted to them, and the Company and/or its agents to send any Share certificate(s) (where applicable) by ordinary post at that underlying applicant's own risk to the address specified in the application instruction of that underlying applicant in accordance with the procedures prescribed in this Application Form and in the Prospectus;
- request** that any e-Refund payment instructions be despatched to the application payment account where the applicants had paid the application monies from a single bank account;
- request** that any refund cheque(s) be made payable to the underlying applicant(s) who had used multiple bank accounts to pay the application monies and to send any such refund cheque(s) by ordinary post at that underlying applicant's own risk to the address stated on the application in accordance with the procedures prescribed in this Application Form and in the Prospectus;
- confirm** that each underlying applicant has read the terms and conditions and application procedures set out in this Application Form and in the Prospectus and in the designated website at www.eipo.com.hk, and agree to be bound by them;
- represent, warrant and undertake** (a) that the underlying applicant(s) and any persons for whose benefit the underlying applicant(s) is/are applying is not restricted by any applicable laws of Hong Kong or elsewhere from making this application, paying any application monies for, or being allocated or taking up, any Hong Kong Offer Shares and the underlying applicant(s) and any persons for whose benefit the underlying applicant(s) is/are applying is/are outside the United States when completing and submitting the application and is/are a person described in paragraph (h)(3) of Rule 902 of Regulation S) and the underlying applicant(s) and any persons for whose benefit and the underlying applicant(s) is/are applying will acquire the Hong Kong Offer Shares in an offshore transaction (within the meaning of Regulation S); and (b) that the allocation of or application for the Hong Kong Offer Shares to the underlying applicant or by underlying applicant or for whose benefit this application is made would not require the Company, the Joint Sponsors, Joint Global Coordinators, Joint Representatives, Joint Bookrunners and the Hong Kong Underwriters or their respective officers or advisers to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong; and
- agree** that this application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.

致：上海復宏漢霖生物技術股份有限公司
聯席保薦人
聯席全球協調人
聯席代表
聯席賬簿管理人
香港包銷商

吾等確認，吾等已(i)遵守《電子公開發售指引》及香港銀行／股票經總交白表eIPO申請的運作程序以及與吾等就香港公開發售提供白表eIPO服務有關的所有適用法例及規則(不論法定或其他)；及(ii)閱讀招股章程及本申請表格所載條款及條件以及申請手續，並同意受其約束。為了代表與本申請有關的每名相關申請人作出申請，吾等：

- 按照招股章程及本申請表格的條款及條件，並在貴公司章程細則規限下，申請以下數目的香港發售股份；
- 夾附申請認購香港發售股份所需的全數款項(包括1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)；
- 確認相關申請人已承諾及同意接納所申請認購的香港發售股份，或該等相關申請人根據本申請獲分配的任何較少數目的香港發售股份；
- 承諾及確認相關申請人及相關申請人為其利益而提出申請的人士並無申請或承購或表示有意認購或收取或獲配售或分配(包括有條件及／或暫定)，並將不會申請或承購或表示有意認購國際發售的任何發售股份，亦不會以其他方式參與國際發售(惟根據優先發售申請預留股份除外)；
- 明白貴公司、聯席保薦人及聯席代表將依賴此等聲明及陳述，以決定是否就本申請配發任何香港發售股份，及相關申請人如作出虛假聲明，可能會遭受檢控；
- 授權貴公司將相關申請人的姓名／名稱列入貴公司H股股東名冊內，作為任何將配發予相關申請人的香港發售股份的持有人，且貴公司及／或其代理可根據本申請表格及招股章程所載程序按相關申請人的申請指示所指定地址以普通郵遞方式寄發任何股票(如適用)，郵誤風險概由該相關申請人承擔；
- 倘申請人使用單一銀行賬戶支付申請股款，要求任何電子退款指示將發送至申請付款賬戶內；
- 要求任何退款支票以使用多個銀行賬戶支付申請股款的相關申請人為抬頭人，並根據本申請表格及招股章程所述程序將任何有關退款支票以普通郵遞方式寄發到申請所列的地址，郵誤風險概由該相關申請人承擔；
- 確認各相關申請人已閱讀本申請表格及招股章程以及指定網站www.eipo.com.hk所載條款及條件以及申請手續，並同意受其約束；
- 聲明、保證及承諾(a)相關申請人及相關申請人為其利益提出申請的人士並不受香港或其他地方之任何適用法律限制提出本申請、支付任何申請股款或獲配發或接納任何香港發售股份及相關申請人及相關申請人為其利益提出申請的人士在填寫及提交申請時身處美國境外及屬S規例第902條第(h)(3)段所述的人士且相關申請人及相關申請人為其利益提出申請的人士會於離岸交易(定義見S規例)中認購香港發售股份；及(b)向相關申請人或由相關申請人或為其利益而提出本申請的人士配發或申請認購香港發售股份，不會引致貴公司、聯席保薦人、聯席全球協調人、聯席代表、聯席賬簿管理人及香港包銷商或彼等各自的任何高級職員或顧問須遵從香港以外任何地區的法律或規例(不論是否具有法律效力)的任何規定；及
- 同意本申請、任何對本申請的接納以及因而訂立的合約，將受香港法律管轄及按其詮釋。

Signature
簽名

Date
日期

Name of signatory
簽署人姓名

Capacity
身份

We, on behalf of the underlying applicants, offer to purchase 吾等(代表相關申請人)要約購買

Total number of Shares
股份總數

Hong Kong Offer Shares on behalf of the underlying applicants whose details are contained in the read only CD-ROM submitted with this application form.
代表相關申請人提出認購的香港發售股份(申請人的詳細資料載於連同本申請表格遞交的唯讀光碟)。

Total of 現夾附合共		cheques 張支票	Cheque number(s) 支票號碼
are enclosed for a total sum of 總金額為	HK\$	港元	

Please use BLOCK letters 請用正楷填寫				
Name of White Form eIPO Service Provider 白表eIPO服務供應商名稱				
Chinese Name 中文名稱	White Form eIPO Service Provider ID 白表eIPO服務供應商身份證明號碼			
Name of contact person 聯絡人姓名	Contact number 聯絡電話號碼	Fax number 傳真號碼		
Address 地址	For Broker use 此欄供經紀填寫 Lodged by 申請由以下經紀遞交			
	Broker No. 經紀號碼			
	Broker's Chop 經紀印章			

For bank use 此欄供銀行填寫

