



Clover Biopharmaceuticals, Ltd.

三葉草生物製藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2197)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) (Block Capital, please) _____
of (Address) _____
being the holder(s) of _____ (see Note 1) shares of US\$0.0001 each in the capital of Clover Biopharmaceuticals, Ltd. (the "Company") hereby appoint (Name) _____ of (Address) _____ or failing him/her (Name) _____ of (Address) _____ or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at 49F, Park Place, No. 1598-1601 West Nanjing Road, Jing'an District, Shanghai, PRC on Tuesday, May 30, 2023 at 10 a.m. (the "Meeting"), and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 2)		For (see Note 3)	Against (see Note 3)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2022.		
2.	To re-elect the following persons:		
	(a) Mr. LIANG Joshua G, executive director		
	(b) Dr. WANG Xiaodong, non-executive director		
	(c) Dr. Donna Marie AMBROSINO, non-executive director		
	(d) Dr. Ralf Leo CLEMENS, non-executive director		
	(e) Mr. LIAO Xiang, independent non-executive director		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors.		
4.	To re-appoint Ernst & Young as auditor of the Company and authorise the board of directors of the Company to fix their remuneration.		
5.	(A) To give a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of this resolution.		
	(B) To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of this resolution.		
	(C) To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 5(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under ordinary resolution no. 5(B).		
6.	"THAT the grant of share options (the "Share Options") to Mr. LIANG Joshua G ("Mr. LIANG"), an executive director and a substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules")) of the Company, to subscribe for 10,080,500 ordinary shares of US\$0.0001 each in the share capital of the Company (the "Shares") at an exercise price of HK\$1.82 per Share under the post-IPO share option plan of the Company adopted by the Company on September 26, 2021 (the "Post-IPO Share Option Plan") and otherwise on such terms as stipulated in the offer letter to be issued by the Company pursuant to the Post-IPO Share Option Plan be and is hereby approved and THAT the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Share Options to Mr. LIANG and the issue of the Shares upon the exercise of the Share Options by Mr. LIANG."		
7.	"THAT the proposed grant of 1,752,000 restricted share units ("RSU(s)") to Mr. LIANG in accordance with the terms of the restricted share units scheme adopted by the Company on April 15, 2021 and amended from time to time (the "RSU Scheme"), and subject to all applicable laws, rules, regulations and the other applicable documents, be and is hereby approved and confirmed and THAT any director of the Company be and is hereby authorised to do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant."		
8.	"THAT the grant of the Share Options to Dr. LIANG Peng ("Dr. LIANG"), an executive director and a substantial shareholder of the Company, to subscribe for 1,716,500 ordinary Shares at an exercise price of HK\$1.82 per Share under the Post-IPO Share Option Plan and otherwise on such term as stipulated in the offer letter to be issued by the Company pursuant to the Post-IPO Share Option Plan be and is hereby approved and THAT the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Share Options to Dr. LIANG and the issue of the Shares upon the exercise of the Share Options by Dr. LIANG."		
9.	"THAT the proposed grant of 286,500 RSUs to Dr. LIANG in accordance with the terms of the RSU Scheme, and subject to all applicable laws, rules, regulations and the other applicable documents, be and is hereby approved and confirmed and THAT any director of the Company be and is hereby authorised to do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant."		

Date: _____

Signature(s) (see Note 4 & 5): _____

Notes:

1. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. A shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "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 form of proxy must be initialed by the person who signs it. The Company strongly recommends you to monitor the development of the situation with the COVID-19 and to assess, based on the social distancing policies, the necessity for attending the Meeting in person, and the board of directors of the Company respectfully requests that, for the same reason, the shareholders to appoint the chairman of the Meeting as their proxy rather than a third party to attend and vote on their behalf at the Meeting (or any adjournment thereof).
3. **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 convening the meeting.
4. If the appointor is a corporation, this form must be executed under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
5. 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 were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the meeting (i.e. before 10 a.m. on May 28, 2023). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
7. A proxy need not be a shareholder of the Company.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this form of proxy has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which includes your and your proxy's name and address.

You 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 Meeting. The supply of your and your proxy's Personal Data is on a voluntary basis. However, the Company may not be able to process your request unless you provide us with your and your proxy's Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Company's share registrar and its Hong Kong branch share registrar and transfer office and/or other companies or bodies for the purpose stated above, 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 will be retained for such period as may be necessary for our verification and record purpose.

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 Personal Data may be used.

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 by either of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
By email to: PrivacyOfficer@computershare.com.hk

* For identification purposes only