



EVEREST MEDICINES

云 頂 新 耀

Everest Medicines Limited

雲 頂 新 耀 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1952)

Number of shares to which this form of proxy relates ^(Note 1)	
--	--

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON Wednesday, 29 June 2022**

I/We^(Note 2) _____
of _____
being the registered holder(s) of _____ Share(s)^(Note 1) in the issued share capital of Everest Medicines Limited (the “Company”) hereby appoint the Chairman of the meeting^(Note 3) or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “AGM”) of the Company to be held at 16th Floor, CITIC Pacific Plaza, 1168 West Nanjing Road, Jing An District, Shanghai, China on Wednesday, 29 June 2022 at 9:30 a.m. (and at any adjournment thereof). Unless otherwise defined, capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 24 May 2022.

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast^(Note 4).

ORDINARY RESOLUTIONS ^(Note 5)		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2021 and the reports of the directors of the Company (the “Directors”) and independent auditor of the Company (the “Auditor”) thereon.		
2(a).	To re-elect Dr. Kerry Levan Blanchard as an executive Director.		
2(b).	To re-elect Mr. Yubo Gong as a non-executive Director.		
2(c).	To re-elect Mr. Shidong Jiang as an independent non-executive Director.		
2(d).	To authorize the board of directors (the “Board”) to fix the remuneration of the Directors.		
3.	To re-appoint PricewaterhouseCoopers as the Auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration.		
4.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.		

ORDINARY RESOLUTIONS ^(Note 5)		FOR	AGAINST
7(a).	To approve and confirm the grant of share awards (the “ 2021 Awards ”) to Dr. Kerry Levan Blanchard in accordance with the terms of the post-IPO share award scheme adopted by the Shareholders on 21 September 2020 (the “ Post-IPO Share Award Scheme ”).		
7(b).	To approve and confirm the grant of 2021 Awards to Mr. Ian Ying Woo in accordance with the terms of the Post-IPO Share Award Scheme.		
7(c).	To approve and confirm the grant of 2021 Awards to Mr. Xiaofan Zhang in accordance with the terms of the Post-IPO Share Award Scheme.		
7(d).	To approve and confirm the grant of 2021 Awards to Ms. Xu Zhu in accordance with the terms of the Post-IPO Share Award Scheme and the pre-IPO employee equity plan adopted on 25 December 2018, amended and restated on 17 February 2020 (the “ Pre-IPO ESOP ”).		
7(e).	To approve and confirm the grant of 2021 Awards to Ms. Yang Shi in accordance with the terms of the Post-IPO Share Award Scheme and the Pre-IPO ESOP.		
7(f).	To approve and confirm the grant of 2021 Awards to Dr. Zhengying Zhu in accordance with the terms of the Post-IPO Share Award Scheme and the Pre-IPO ESOP.		
7(g).	To approve and confirm the grant of 2021 Awards to Mr. Yuan Gao in accordance with the terms of the Post-IPO Share Award Scheme and the Pre-IPO ESOP.		
7(h).	To approve and confirm the grant of 2021 Awards to Ms. Min Yu in accordance with the terms of the Post-IPO Share Award Scheme.		
7(i).	To approve and confirm the grant of 2021 Awards to Mr. Zixin Qiao in accordance with the terms of the Post-IPO Share Award Scheme.		
7(j).	To authorise any one or more of the directors of the Company, with the exception of Dr. Kerry Levan Blanchard, Mr. Ian Ying Woo and Mr. Xiaofan Zhang in respect to the proposed grant of 2021 Awards to each of them, respectively, to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the proposed grant of 2021 Awards (the “ 2021 Award Shares ”) in accordance with the terms of the Post-IPO Share Award Scheme and the Pre-IPO ESOP, such that the 2021 Award Shares shall rank pari passu in all respects among themselves and with the existing ordinary shares in issue at the date of the allotment and issuance of the 2021 Award Shares, and to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in 7(a) to (i) above.		
8(a).	To approve and confirm the grant of share awards (the “ 2022 Awards ”) to Ms. Min Yu in accordance with the terms of the Post-IPO Share Award Scheme.		
8(b).	To approve and confirm the grant of 2022 Awards to Mr. Zixin Qiao in accordance with the terms of the Post-IPO Share Award Scheme.		
8(c).	To approve and confirm the grant of 2022 Awards to Dr. Heasun Park in accordance with the terms of the Post-IPO Share Award Scheme.		
8(d).	To approve and confirm the grant of 2022 Awards to Mr. Ng Kah San in accordance with the terms of the Post-IPO Share Award Scheme.		
8(e).	To approve and confirm the grant of 2022 Awards to Mr. Yuan Gao in accordance with the terms of the Post-IPO Share Award Scheme.		
8(f).	To authorise any one or more of the directors of the Company, to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the proposed grant of 2022 Awards (the “ 2022 Award Shares ”) in accordance with the terms of the Post-IPO Share Award Scheme, such that the 2022 Award Shares shall rank pari passu in all respects among themselves and with the existing ordinary shares in issue at the date of the allotment and issuance of the 2022 Award Shares, and to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in 8(a) to (e) above.		

ORDINARY RESOLUTIONS ^(Note 5)		FOR	AGAINST
9(a).	To approve and confirm the grant of performance target awards (the “ Performance Target Awards ”) to Dr. Kerry Levan Blanchard in accordance with the terms of the Post-IPO Share Award Scheme.		
9(b).	To approve and confirm the grant of Performance Target Awards to Mr. Ian Ying Woo in accordance with the terms of the Post-IPO Share Award Scheme.		
9(c).	To approve and confirm the grant of Performance Target Awards to Mr. Xiaofan Zhang in accordance with the terms of the Post-IPO Share Award Scheme.		
9(d).	To authorise any one or more of the directors of the Company, with the exception of Dr. Kerry Levan Blanchard, Mr. Ian Ying Woo and Mr. Xiaofan Zhang in respect to the proposed grant of Performance Target Awards to each of them, respectively, to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the proposed grant of Performance Target Awards (the “ Performance Target Awards Shares ”) in accordance with the terms of the Post-IPO Share Award Scheme, such that the Performance Target Awards Shares shall rank pari passu in all respects among themselves and with the existing ordinary shares in issue at the date of the allotment and issuance of the Performance Target Award Shares, and to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in 9(a) to (c) above.		
10.	To approve the Increase in Scheme Limit to increase the existing scheme limit of the Post-IPO Share Award Scheme by 4,500,000 Shares to the new scheme limit of 18,684,519 Shares, by way of amending paragraph 15.1 of the Scheme Rules of the Post-IPO Share Award Scheme.		
SPECIAL RESOLUTION ^(Note 5)		FOR	AGAINST
11.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company and to adopt the amended and restated memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company.		

Date: _____, 2022

Signature(s) ^(Note 6) _____

Notes:

1. Please insert the number of shares to which this form of proxy relates. 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 more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. 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 AGM is entitled to appoint any number of proxies (who must be an individual) to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. The full text of the proposed resolutions is set out in the notice of annual general meeting of the Company dated 24 May 2022.
6. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
7. In case of joint registered holders, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.

8. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be).
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

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 AGM 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 Computershare Hong Kong Investor Services Limited at the above address.