

VISEN PHARMACEUTICALS
维昇药业

(Incorporated in Cayman Islands with limited liability)
(Stock code: 2561)

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

SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON FRIDAY, 27 JUNE 2025 AT 3:00 P.M.

If the shareholder(s) of the VISEN Pharmaceuticals (the “Company”) have/has not yet lodged the first proxy form (the “First Proxy Form”) for the annual general meeting (the “AGM”) (issued by the Company along with, among other things, the notice of the AGM on 30 April 2025) with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, shareholders are requested to lodge only this proxy form (the “Second Proxy Form”), and if the First Proxy Form has already been lodged, then please note that:

(i)

The Second Proxy Form lodged with the Company’s branch share registrar by the shareholder not less than 48 hours before the time appointed for the holding of the AGM 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 if correctly completed.

(ii)

If no Second Proxy Form is lodged with the Company’s branch share registrar by the shareholder, the lodged First Proxy Form will remain valid and effective to the fullest extent applicable if correctly completed. The authorized proxy of the shareholder holding the First Proxy Form will be entitled to vote at his/her discretion (if no such instructions are given) on the additional resolutions No. 7 to 8 which were not set out in the First Proxy Form.

I/We^(Note 2) _____ of _____ being the registered holder(s) of shares in the issued share capital of 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 AGM of the Company for the year 2025 to be held at Room 2605, 1788 Square, No. 1788 West Nanjing Road, Jing’an District, Shanghai, China on Friday, 27 June 2025 at 3:00 p.m. (and at any adjournment thereof). Please tick (“√”) the appropriate boxes to indicate how you wish your vote(s) to be cast^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2024.		
2(a).	To re-elect Mr. LU An-Bang as an executive director of the Company (“Director”);		
2(b).	To re-elect Mr. FU Shan as a non-executive Director of the Company;		
2(c).	To re-elect Mr. Michael J. CHANG as a non-executive Director of the Company;		
2(d).	To re-elect Mr. CAO Yibo as a non-executive Director of the Company;		
2(e).	To re-elect Dr. YAO Zhengbin (Bing) as an independent non-executive Director of the Company;		
2(f).	To re-elect Mr. CHAN Peng Kuan as an independent non-executive Director of the Company;		
2(g).	To re-elect Ms. NI Hong as an independent non-executive Director of the Company;		
2(h).	To authorize the board of directors to fix the respective director’s remuneration.		
3.	To re-appoint Ernst & Young as auditor of the Company and to authorize the board of directors 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 (excluding any treasury Shares) 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 (excluding any treasury Shares) as at the date of passing of this resolution.		
6.	To extend, conditional upon the passing of resolutions no. 4 and 5, 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 share repurchased by the Company.		
7.	To generally and unconditionally approve, confirm and ratify the commercial supply framework agreement dated 12 June 2025 entered into between VISEN Pharmaceuticals HK Limited and Ascendis Pharma Europe A/S (the “Commercial Supply Framework Agreement”), transaction contemplated thereunder, and the proposed annual caps in relation thereto and to authorize the Directors acting together or by committee, or any Director acting individually, to do all such further acts and things and execute such further documents and take all such steps which in his/her opinion may be necessary, desirable, or expedient to implement and/or give effect to or otherwise in connection with the terms of the Commercial Supply Framework Agreement or the continuing connected transactions contemplated thereby and thereunder.		
8.	To approve, confirm and ratify the grant of 435,000 Award Shares (as defined in the circular of the Company dated 12 June 2025), to Mr. LU An-Bang (盧安邦) and to authorize any Directors acting together or by committee, or any Director acting individually to do all such further acts and things and execute such further documents and take all such steps which in his/her opinion may be necessary, desirable, or expedient to implement and/or give effect to or otherwise in connection with the Grant or the transactions contemplated thereby and thereunder.		

Date: _____ day of _____, 2025
Signature(s) _____ ^(Note 5)

- Notes:
- 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.
 - Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
 - 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 more than one proxy to attend and on a poll, 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.
 - 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.
 - 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.**
 - In 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.
 - 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 branch share registrar, 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 appointed for the meeting (i.e. not later than 3:00 p.m. on Wednesday, 25 June 2025 (Hong Kong time)) or the adjourned meeting (as the case may be).
 - Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
 - References to time and dates in this form of proxy are to Hong Kong time and dates.
 - The translation into Chinese language of this form of proxy for reference only. In case of any inconsistency, the English version shall prevail.

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 and sent to the Hong Kong Privacy Officer of Computershare Hong Kong Investor Services Limited at the above address.