

Shanghai Henlius Biotech, Inc.

11F, Building B8
188 Yizhou Road
Xuhui District
Shanghai, PRC

Attention: The Board of Directors

23 December 2024

Dear Sirs,

**(1) PROPOSED PRIVATISATION OF HENLIUS BY FOSUN NEW MEDICINE
BY WAY OF MERGER BY ABSORPTION OF HENLIUS
AND
(2) PROPOSED WITHDRAWAL OF LISTING OF THE H SHARES OF
HENLIUS**

We refer to the composite document jointly issued by the Offeror, Fosun Pharma and the Company dated 23 December 2024 (the “**Composite Document**”) in relation to, amongst others, the captioned matters. Unless otherwise specified, capitalised terms used in this letter shall have the same meanings as defined in the Composite Document.

We, Rainbow Capital (HK) Limited, as the Independent Financial Adviser to the Independent Board Committee, hereby confirm that we have given and have not withdrawn our written consent to the issue of the Composite Document with the inclusion of our letter dated 23 December 2024 to the Independent Board Committee (the “**IFA Letter**”) and the references to our name, opinions, logo and qualifications in the form and context in which they respectively appear in the Composite Document.

We hereby further confirm that, as at the Latest Practicable Date, we (i) had no shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and (ii) was not interested, directly or indirectly, in any assets which have been or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2023, being the date to which the latest published audited accounts of the Company were made up.

We hereby further consent to, and confirm that we have given and have not withdrawn our consent to, the IFA Letter and this letter being made available for public inspection as described in the section headed “*Documents on display*” in Appendix III to the Composite Document.

Yours faithfully,
For and on behalf of
Rainbow Capital (HK) Limited


Name: Danny Leung
Title: Managing Director