

APTORUM GROUP LIMITED
 17 HANOVER SQUARE
 LONDON W1S 1BN
 UNITED KINGDOM



**SCAN TO
 VIEW MATERIALS & VOTE**



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on December 20, 2022. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on December 20, 2022. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D92451-P81846

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

APTORUM GROUP LIMITED

The Board of Directors recommends you vote FOR the following proposals:

- To re-elect all seven directors named in the Proxy Statement to hold office until the next annual meeting of shareholders and until his respective successor is elected and duly qualified.

Nominees:

- | | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 1a. To re-elect Mr. Darren Lui as a director of the Company to hold office until the next annual general meeting; | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1b. To re-elect Dr. Clark Cheng as a director of the Company to hold office until the next annual general meeting; | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1c. To re-elect Mr. Ian Huen as a director of the Company to hold office until the next annual general meeting; | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1d. To re-elect Mr. Charles Bathurst as a director of the Company to hold office until the next annual general meeting; | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1e. To re-elect Dr. Mirko Scherer as a director of the Company to hold office until the next annual general meeting; | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1f. To re-elect Professor Justin Wu as a director of the Company to hold office until the next annual general meeting; | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1g. To re-elect Professor Douglas Arner as a director of the Company to hold office until the next annual general meeting; | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 2. To approve, ratify and confirm the re-appointment of Marcum Asia CPAs LLP ⁽¹⁾ as the Company's independent auditors for the year ending December 31, 2022, and to authorize the Board of Directors to fix their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve that every 10 Class A Ordinary Shares of a par value of US\$1.00 per share in the authorized share capital of the Company (including issued and unissued share capital) be consolidated into 1 Class A Ordinary Share of a par value of US\$10.00 per share; and that every 10 Class B Ordinary Shares of a par value of US\$1.00 per share in the authorized share capital of the Company (including issued and unissued share capital) be consolidated into 1 Class B Ordinary Share of a par value of US\$10.00 per share (the " Share Consolidation " or " Reverse Stock Split "), such that immediately following the Share Consolidation, the authorized share capital of the Company will be US\$100,000,000.00 divided into 6,000,000 Class A Ordinary Shares with a nominal or par value of US\$10.00 each and 4,000,000 Class B Ordinary Shares with a nominal or par value of US\$10.00 each; with such Share Consolidation to be effective on any date on or prior to December 21, 2023 as determined by the Board of Directors (the " Effective Date "); and the Effective Date when determined by the Board of Directors shall be announced by the Company. In the event that no Effective Date has been determined by the Board of Directors, the share capital of the Company shall remain unchanged unless otherwise resolved by the shareholders of the Company; and the authority granted to the Board of Directors in this proposal will terminate and no Share Consolidation will be implemented. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

⁽¹⁾Please note that this is the same auditor that has been auditing the Company since 2018; they underwent a recent name change from Marcum Bernstein & Pinchuk LLP to Marcum Asia CPAs LLP.

This Proxy Card must be signed by the person registered in the register of members at the close of business on October 14, 2022. In the case of a shareholder that is not a natural person, this Proxy Card must be executed by a duly authorized officer or attorney of such entity. Completed and duly executed Proxy Cards shall be returned to Broadridge Financial Solutions, Inc., no later than 11:59 p.m. EST on December 20, 2022.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:
The Notice and Proxy Statement is available at www.proxyvote.com.

D92452-P81846

**THIS PROXY IS SOLICITED ON BEHALF OF
THE BOARD OF DIRECTORS OF
APTORUM GROUP LIMITED
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 21, 2022**

The undersigned shareholder of Aptorum Group Limited, a Cayman Islands exempted company with limited liability (the "Company"), hereby acknowledges receipt of the Notice of Annual General Meeting of shareholders (the "2022 Annual Meeting") and the Proxy Statement, each dated November 8, 2022, and hereby appoints the chairman of the 2022 Annual Meeting as proxy, with full power of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the 2022 Annual Meeting of the Company to be held on December 21, 2022, at 12:00 noon, London local time, at 4T.07, 17 Hanover Square, Mayfair London, England W1S 1BN, or at any adjournment or postponement thereof, and to vote all Class A Ordinary Shares and Class B Ordinary Shares which the undersigned would be entitled to vote if then and there personally present, on the matters set forth below (i) as specified by the undersigned below and (ii) in the discretion of any proxy upon such other business as may properly come before the 2022 Annual Meeting, all as set forth in the Notice of the 2022 Annual Meeting and in the Proxy Statement furnished herewith.

This proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this proxy will be voted FOR the following proposals:

1. To re-elect all seven directors named in the Proxy Statement to hold office until the next annual meeting of shareholders and until his respective successor is elected and duly qualified.
2. To approve, ratify and confirm the re-appointment of Marcum Asia CPAs LLP⁽¹⁾ as the Company's independent auditors for the year ending December 31, 2022, and to authorize the Board of Directors to fix their remuneration.
3. To approve that every 10 Class A Ordinary Shares of a par value of US\$1.00 per share in the authorized share capital of the Company (including issued and unissued share capital) be consolidated into 1 Class A Ordinary Share of a par value of US\$10.00 per share; and that every 10 Class B Ordinary Shares of a par value of US\$1.00 per share in the authorized share capital of the Company (including issued and unissued share capital) be consolidated into 1 Class B Ordinary Share of a par value of US\$10.00 per share (the "**Share Consolidation**" or "**Reverse Stock Split**"), such that immediately following the Share Consolidation, the authorized share capital of the Company will be US\$100,000,000.00 divided into 6,000,000 Class A Ordinary Shares with a nominal or par value of US\$10.00 each and 4,000,000 Class B Ordinary Shares with a nominal or par value of US\$10.00 each; with such Share Consolidation to be effective on any date on or prior to December 21, 2023 as determined by the Board of Directors (the "**Effective Date**"); and the Effective Date when determined by the Board of Directors shall be announced by the Company. In the event that no Effective Date has been determined by the Board of Directors, the share capital of the Company shall remain unchanged unless otherwise resolved by the shareholders of the Company; and the authority granted to the Board of Directors in this proposal will terminate and no Share Consolidation will be implemented.

⁽¹⁾Please note that this is the same auditor that has been auditing the Company since 2018; they underwent a recent name change from Marcum Bernstein & Pinchuk LLP to Marcum Asia CPAs LLP.

This proxy should be marked, dated and signed by the shareholder exactly as his or her name appears on the share certificate and be returned promptly in the enclosed envelope. Any person signing in a fiduciary capacity should so indicate. If shares are held by joint tenants or as community property, both should sign.