



# Shanghai HeartCare Medical Technology Corporation Limited

## 上海心瑋醫療科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 6609)

### PROXY FORM FOR USE AT THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

I/We<sup>(Note 1)</sup> \_\_\_\_\_

of address: \_\_\_\_\_

and telephone number: \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_<sup>(Note 2)</sup> unlisted shares/H shares of RMB1.00 each in the share capital of Shanghai HeartCare Medical Technology Corporation Limited (上海心瑋醫療科技股份有限公司) (the "Company"),

HEREBY APPOINT THE CHAIRMAN OF THE MEETING or \_\_\_\_\_

of \_\_\_\_\_ as my/our proxy<sup>(Note 3)</sup> to attend and vote for me/us and on my/our behalf as directed below at the 2022 first extraordinary general meeting (the "Meeting") of the Company to be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC at 10:00 a.m. on Wednesday, November 9, 2022 or at any adjournment thereof.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll<sup>(Note 4)</sup>.

Special Resolutions		For	Against	Abstain
1.	To consider and approve the proposed issue of A Shares as follows (each and every items as a separate resolution):			
	i. Class of new Shares to be issued: Ordinary Shares (A Shares)			
	ii. Place of listing			
	iii. Nominal value of new Shares to be issued			
	iv. Issue size			
	v. Target subscribers			
	vi. Method of issuance			
	vii. Method of underwriting			
	viii. Pricing methodology			
	ix. Schedule of issuance			
	x. Validity period of the resolutions			
2.	To consider and approve the authorization to the board of directors to fully handle matters in connection with the issue of A shares and the listing on the Sci-Tech Board.			
3.	To consider and approve the use of proceeds raised from the issue of A shares and the listing on the Sci-Tech Board.			
4.	To consider and approve the proposal for accumulated profit distribution and the plan for undertaking unrecovered losses prior to the issue of A shares and the listing on the Sci-Tech Board.			
5.	To consider and approve the analysis on dilution on immediate return by the Company's initial public offering of A shares and adoption of recovery measures for the immediate return.			
6.	To consider and approve the Company's three-year dividend distribution plan for shareholders and profit distribution policy after the Company's initial public offering of A shares and the listing on the Sci-Tech Board.			
7.	To consider and approve the Company's share price stabilization plan after the Company's initial public offering of A shares and listing on the Sci-Tech Board.			
8.	To consider and approve the status of major transactions with related parties during the track record period (i.e. the three years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022).			
9.	To consider and approve the undertakings and restraining measures relating to the issue of A shares and listing on the Sci-Tech Board, and to authorize the board of directors to make appropriate undertakings for the purpose of the issue of A shares in accordance with the laws, regulations and regulatory documents of the PRC, the relevant regulations and policies of the securities regulatory departments, and combining the review for listing on the Sci-Tech Board in practice and the actual situation of the Company.			
10.	To consider and approve the proposed amendments to the articles of association of the Company.			
Ordinary Resolutions				
11.	To consider and approve the amendments to or adoption of each of the following internal management policies:			
	(a) the "Rules of Procedures for the Meeting of Shareholders"			
	(b) the "Rules of Procedures for the Board of Directors"			
	(c) the "Rules of Procedures for the Supervisory Committee"			
	(d) the "Terms of Reference for Independent Directors"			
	(e) the "Management Policies for Raised Proceeds"			
	(f) the "Management Policies for Related Transactions"			
	(g) the "Management Policies for External Guarantees"			
	(h) the "Decision-Making Policies for External Investments"			
12.	To consider and approve the appointment of Mr. Chen Shaoxiong as a non-executive director of the Company.			
13.	To consider and approve the appointment of Ms. Jiang Xue as a supervisor of the Company.			
14.	To consider and approve the appointment of Mr. Jiang Xinbei as a supervisor of the Company.			

Date: \_\_\_\_\_

Shareholder's signature<sup>(Note 5)</sup>: \_\_\_\_\_

Notes:

1. Please insert full name(s) and address(es) of shareholder(s) as shown in the register of members in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all the shares of the Company registered in your name(s) (whether held alone or jointly with others).
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. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (if he holds more than one share) to attend and vote in his stead, provided that if more than one proxy is so appointed, the appointment shall specify the class and number of shares in respect of which each such proxy is so appointed. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR" OR COMPLETE THE NUMBER OF SHARE(S) REGISTERED IN YOUR NAME. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST" OR COMPLETE THE NUMBER OF SHARE(S) REGISTERED IN YOUR NAME. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "ABSTAIN" OR COMPLETE THE NUMBER OF SHARE(S) REGISTERED IN YOUR NAME.** If no direction is given, your proxy will be entitled to vote or abstain at his discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion or abstain from voting on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting. The votes abstained will be counted in the calculation of the required majority.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a legal person, the same must be either under its common seal or under the hand of its director or its attorney duly authorised in writing. If this form of proxy is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarised.
6. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares of the Company as if he was 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, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. 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 notarised copy thereof, must be deposited at the Company's headquarters at Floor 1 and 3, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC (for holders of Unlisted Shares); or Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) not less than 24 hours before the time fixed for holding the Meeting (i.e. no later than 10:00 a.m. on Tuesday, November 8, 2022) or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
9. A shareholder or his proxy should present proof of identity when attending the Meeting.
10. **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 EGM in person, and the board of directors of the Company respectfully recommends that, for the same reason, the shareholders to appoint the chairman of the EGM as their proxy rather than a third party to attend and vote on their behalf at the EGM (or any adjournment thereof).**

**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.

Your 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 H Share Registrar 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