



**Shanghai HeartCare Medical Technology
Corporation Limited**

上海心璋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 EXTRAORDINARY GENERAL MEETING**

I/We^(Note 1) _____
of address: _____

and telephone number: _____ being the registered holder(s) of _____ ^(Note 2) unlisted shares/H
shares of RMB1.00 each in the share capital of Shanghai HeartCare Medical Technology Corporation Limited (上海心璋醫療科技股份有
限公司) (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or _____
of _____

as my/our proxy^(Note 3) to attend and vote for me/us and on my/our behalf as directed below at the 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 Thursday, November 7, 2024 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^(Note 4).

Ordinary Resolutions		For	Against	Abstain
1.	To consider and approve the Proposed Change of Registered Address.			
2.	Subject to the passing of the Proposed Amendments to the Articles of Association (as set out in resolution 4), to apply RMB544,020,939.94 in the capital reserve of the Company to the Offset of Losses.			
Special Resolutions				
3.	To consider and approve the proposed extension of the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue.			
4.	To consider and approve the Proposed Amendments to the Articles of Association.			
5.	Subject to the passing of the Proposed Amendments to the Articles of Association (as set out in resolution 4) and the Offset of Losses (as set out in resolution 2), for the Board to make amendments to the Articles of Association as it thinks fit so as to reflect relevant matters such as the reduction of registered capital and new capital structure of the Company after the Offset of Losses, as well as to make further revisions or amendments to the implementation of, or to delay or suspend the Offset of Losses to negate any adverse impact and comply with the applicable laws and regulations related to the Offset of Losses.			

Date: _____ Shareholder's signature^(Note 5): _____

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 Wednesday, November 6, 2024 (Hong Kong Time)) 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. Unless otherwise defined, capitalized terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated October 21, 2024.

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 you 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