



诺辉健康
NEW HORIZON HEALTH

New Horizon Health Limited
諾輝健康

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6606)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We (Name) _____ (Block capitals, please) of
(Address) _____

being the holder(s) of _____ (see Note 1) shares of US\$0.00005 each in the capital of New Horizon Health Limited (the "Company") hereby appoint (Name) _____ of
(Address) _____ with email address of _____ or
failing him/her (Name) _____ of
(Address) _____ with email address of _____ or
failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Conference Room, 1st Floor, Building S1, 400 Jiang'er Rd, Hangzhou, Zhejiang, China on Friday, June 24, 2022 at 10:00 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated April 28, 2022 unless the context otherwise requires.

Ordinary Resolutions (see Note 3)		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended December 31, 2021.		
2(A).	To re-elect Mr. Yeqing ZHU as an executive director of the Company.		
2(B).	To re-elect Mr. Naxin YAO as a non-executive director of the Company.		
3.	To authorise the board of directors to fix the remuneration of the directors.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditors and authorise the board of directors to fix their remuneration.		
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution.		
7.	To extend, conditional upon the above resolutions 5 and 6 being duly passed, the general mandate to allot, issue and deal with additional shares by adding the aggregate amount of the repurchased shares to the 20% general mandate.		
8.	To approve and adopt the 2022 RSU Scheme; and to authorize the Directors to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2022 RSU Scheme.		
9.	To approve and adopt the 2022 Share Option Scheme, subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, Shares to be issued pursuant to the exercise of the options which may be granted under the 2022 Share Option Scheme; and to authorize the Directors to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2022 Share Option Scheme.		
Special Resolution (see Note 3)		For	Against
10.	(i) To approve the proposed amendments (the "Proposed Amendments") to the sixth amended and restated articles of association (the "Articles of Association") of the Company, the details of which are set out in Appendix V to the circular of the Company dated April 28, 2022; (ii) To approve and adopt the seventh amended and restated articles of association of the Company (the "New Articles of Association"), which contains all the Proposed Amendments, as the articles of association of the Company in substitution for and to the exclusion of the Articles of Association with immediate effect; and (iii) To authorize any director or company secretary of the Company to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of New Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.		

Dated this _____ day of _____ 2022 Signature(s) _____ (see Note 5)

Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.
Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were 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, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and delivered to either (i) the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or (ii) the Company's head office in the PRC, at 13/F, T1 Building, 400 Jiang'er Road, Binjiang District, Hangzhou, Zhejiang, the PRC together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- Shareholders are requested to provide a valid email address of his or her proxy (except for the appointment of "The Chairman of the Meeting" as proxy) for the proxy to receive the username and password to view and listen to the Annual General Meeting and submit questions online via the e-Meeting System.
- A proxy need not be a shareholder of the Company.

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 meeting 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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.