



Shanghai MicroPort MedBot (Group) Co., Ltd.

上海微创医疗机器人(集团)股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2252)

PROXY FORM FOR THE 2022 THIRD EXTRAORDINARY GENERAL MEETING TO BE CONVENED AND HELD ON 21 JUNE 2022

| | |
|--|-----------------|
| Number of shares to which this proxy form relates ^(Note 1) | Domestic Shares |
| | H Shares |

I/We ^(Note 2) _____ (name)
of _____ (address)
being the registered holder(s) of _____ domestic shares/H shares ^(Note 3)
in the issued share capital of Shanghai MicroPort MedBot (Group) Co., Ltd. (the “**Company**”) hereby appoint the chairman of the
meeting ^(Note 4) or _____ (name)
of _____ (address)
as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the 2022 third extraordinary general meeting (the “**EGM**”) to be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Tuesday, 21 June 2022 at 11:00 a.m. or any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the EGM dated 4 June 2022, or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 4 June 2022.

| SPECIAL RESOLUTIONS | | FOR ^(Note 5) | AGAINST ^(Note 5) | ABSTAIN ^(Note 5) |
|---------------------|---|-------------------------|-----------------------------|-----------------------------|
| 1. | To consider and approve the fulfillment by the Company of the requirements for the Proposed Issue and the Proposed Listing. | | | |
| 2. | To consider and approve the Proposed Issue as follows (each and every item as a separate resolution): | | | |
| | i. Class and nominal value of new Shares to be issued; | | | |
| | ii. Issue size; | | | |
| | iii. Target subscribers; | | | |
| | iv. Pricing methodology; | | | |
| | v. Method of issuance; | | | |
| | vi. Strategic allotment; | | | |
| | vii. Method of underwriting; | | | |
| | viii. Place of listing; | | | |
| | ix. Timing of issue and listing; | | | |
| | x. Use of proceeds; and | | | |
| | xi. Validity period of the resolutions. | | | |
| 3. | To consider and approve the investment projects to be funded by the proceeds raised from the Proposed Issue and feasibility analysis. | | | |
| 4. | To consider and approve the authorization to the Board and its authorized persons to deal with matters relating to the Proposed Issue and Proposed Listing at their absolute discretion. | | | |
| 5. | To consider and approve the proposal for accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed Issue. | | | |
| 6. | To consider and approve the “Share Price Stabilization Plan within Three Years after Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A-shares) on Sci-Tech Board”. | | | |
| 7. | To consider and approve the “Shareholder Dividend Distribution Plan within Three Years after Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A-shares) on Sci-Tech Board”. | | | |
| 8. | To consider and approve the undertakings and restraining measures relating to the Proposed Issue and the Proposed Listing, and to authorize the Board to make appropriate undertakings for the purpose of the Proposed Issue 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 the Proposed Listing in practice and the actual situation of the Company. | | | |
| 9. | To consider and approve the analysis on dilution on immediate return by the Proposed Issue and adoption of recovery measures. | | | |

| SPECIAL RESOLUTIONS | | FOR ^(Note 5) | AGAINST ^(Note 5) | ABSTAIN ^(Note 5) |
|----------------------|--|-------------------------|-----------------------------|-----------------------------|
| 10. | To consider and approve the engagement of intermediaries, including China International Capital Corporation Limited as the sponsor/lead underwriter, Jia Yuan Law Offices as the legal adviser to the Company as to PRC laws, and KPMG Huazhen LLP as the auditor, as well as other intermediaries (if necessary) for the Proposed Issue and the Proposed Listing. | | | |
| 11. | To consider and approve the “Report on the Use of Proceeds from the Previous Offering by Shanghai MicroPort MedBot (Group) Co., Ltd.”. | | | |
| 12. | To consider and approve the Proposed Amendments. | | | |
| 13. | To consider and approve the amendments to the “Rules of Procedure of the General Meeting of Shareholders”. | | | |
| 14. | To consider and approve the amendments to the “Rules of Procedure of the Board of Directors”. | | | |
| 15. | To consider and approve the amendments to the “Rules of Procedure of the Supervisory Committee”. | | | |
| 16. | To consider and approve the status of transactions with related parties during the Reporting Period. | | | |
| ORDINARY RESOLUTIONS | | FOR ^(Note 5) | AGAINST ^(Note 5) | ABSTAIN ^(Note 5) |
| 17. | To consider and approve the amendments to the “System for the Work of Independent Non-executive directors”. | | | |
| 18. | To consider and approve the amendments to and/or formulation of each of the following internal management policies: | | | |
| | i. the “Implementation rules of cumulative voting system (Draft)”; | | | |
| | ii. the “External Investment Management System (Draft)”; | | | |
| | iii. the “External Guarantee Management System (Draft)”; | | | |
| | iv. the “Raised Funds Management System (Draft)”; | | | |
| | v. the “Investor Relations Management System (Draft)”; | | | |
| | vi. the “A-Share Related Party Transaction Decision-making System (Draft)”. | | | |
| 19. | To consider and approve the appointment of Mr. MUI Wing Hong as an independent non-executive Director, and to authorize the Board to fix his remuneration. | | | |
| 20. | To consider and approve the uncovered deficit of the Company amounting to one-third of its total share capital. | | | |

Date: _____

Signature ^(Note 6): _____

Notes:

- Please delete as appropriate and insert the number of Shares registered in your name(s) to which this proxy form relates. If a number is inserted, this proxy form will be deemed to relate only to those Shares. If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s). If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered Shareholders should be stated.
- Please insert the number of Shares registered in your name(s) and delete as appropriate.
- If any proxy other than the chairman of the EGM 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. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy or more than one proxy(ies) to attend the EGM and vote on his/her behalf. A proxy need not be a Shareholder. Every Shareholder present in person or by proxy shall be entitled to one vote for each Share held by him/her.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK (“✓”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK (“✓”) IN THE BOX MARKED “AGAINST”. IF YOU WISH TO VOTE ABSTENTION ON A RESOLUTION, PLEASE PUT A TICK (“✓”) IN THE BOX MARKED “ABSTAIN”.** If no direction is given, your proxy may either vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This proxy form must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its common seal or under the hand of a director or attorney duly authorised to sign the same. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- Any abstention vote or waiver of voting shall be deemed as “abstain”. Blank, wrong, illegible or uncast votes shall be deemed as the voters’ waiver of their voting rights, and the voting results representing the Shares held by such voters shall be counted as “abstain”. The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company’s registered office in the PRC at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (for holders of Domestic Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
- Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting thereof (as the case may be) if you so wish. If you attend and vote at the EGM in person, the authority of your proxy will be revoked.

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 you 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 for use in connection with the Purposes 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Service Limited at the above address.