



JBM (HEALTHCARE) LIMITED

健倍苗苗(保健)有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2161

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

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 23 SEPTEMBER 2022 (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(Note 2) _____
of _____
being the registered holder(s) of shares in the issued share capital of JBM (Healthcare) Limited (the “**Company**”) hereby appoint the Chairman of the meeting ^(Note 3) or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “**AGM**”) of the Company for the year 2022 to be held at 24/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Friday, 23 September 2022 at 9:00 a.m. (and at any adjournment thereof).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4).

| ORDINARY RESOLUTIONS | | FOR | AGAINST |
|----------------------|---|-----|---------|
| 1. | To receive, consider and approve the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2022. | | |
| 2. | To re-elect Mr. Chan Kam Chiu, Simon as an independent non-executive director of the Company. | | |
| 3. | To re-elect Mr. Luk Ting Lung, Alan as an independent non-executive director of the Company. | | |
| 4. | To re-elect Mr. Lau Shut Lee, Tony as an independent non-executive director of the Company. | | |
| 5. | To authorise the board of directors (the “ Board ”) to fix the respective directors’ remuneration. | | |
| 6. | To re-appoint KPMG as auditor until the conclusion of the next annual general meeting and to authorise the Board to fix the auditor’s remuneration. | | |
| 7. | To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution. | | |
| 8. | To give a general mandate to the directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution. | | |
| 9. | To extend the general mandate granted to the directors to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company. | | |
| SPECIAL RESOLUTION | | FOR | AGAINST |
| 10. | To approve the proposed amendments to the amended and restated memorandum and articles of association of the Company and the adoption of the second amended and restated memorandum and articles of association of the Company. | | |

Date: _____ 2022

Signature(s) ^(Note 5): _____

Notes:

1. Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company 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.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
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. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and on a poll, vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM. However, the number of shares abstained from voting will not be counted in the calculation of the required majority of voting. For the full text of the proposed resolutions, please refer to the notice of AGM as contained in the Company’s circular dated 28 July 2022.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. 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.
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 certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (and with effect from 15 August 2022 onwards, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) not less than 48 hours before the time appointed for the meeting (i.e. not later than 9:00 a.m. on Wednesday, 21 September 2022) or the adjourned meeting (as the case may be).
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
9. References to time and dates in this form of proxy are to Hong Kong time and dates.

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 AGM 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 Privacy Compliance Officer of Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (and with effect from 15 August 2022 onwards, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong).