



**CHINA MEDICAL SYSTEM HOLDINGS LIMITED**

**康哲藥業控股有限公司 \***

*(Incorporated in the Cayman Islands with Limited Liability)*

**(Stock Code: 867)**

**FORM OF PROXY**

**Form of proxy for use by shareholders at the Annual General Meeting or any adjournment thereof to be held at Tianshan and Lushan Rooms, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 28 April 2023 at 10:00 a.m..**

I/We<sup>Note 1</sup> \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ being the registered holder of \_\_\_\_\_  
 shares<sup>Note 2</sup> of US\$0.005 each in the share capital of China Medical System Holdings Limited (the “**Company**”) hereby appoint the Chairman of the meeting (or any adjournment thereof) or \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ to act as my/our proxy<sup>Note 3</sup> at the Annual General Meeting of the Company to be held at Tianshan and Lushan Rooms, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 28 April 2023 at 10:00 a.m. or any adjournment thereof and to vote on my/our behalf as indicated below<sup>Note 4</sup> and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR	AGAINST
1	To review, consider and adopt the audited consolidated financial statements of the Group, the reports of the board (the “ <b>Board</b> ”) of the directors (the “ <b>Director(s)</b> ”) of the Company and the auditors of the Company for the year ended 31 December 2022		
2	To approve the recommended final dividend of RMB0.2414 (equivalent to HK\$0.274) per share for the year ended 31 December 2022		
3	(a) To re-elect Ms. Chen Yanling as executive Director		
	(b) To re-elect Mr. Leung Chong Shun as independent non-executive Director		
	(c) To re-elect Ms. Luo Laura Ying as independent non-executive Director		
	(d) To authorise the Board to fix the Directors’ remuneration		
4	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration		
5	To grant a general mandate to the Directors to allot, issue and otherwise deal with unissued shares of the Company <sup>#</sup>		
6	To grant a general mandate to the Directors to repurchase shares of the Company <sup>#</sup>		
7	To add the nominal amount of the shares repurchased by the Company to the general mandate granted to the Directors under resolution No.5 above <sup>#</sup>		
SPECIAL RESOLUTION		FOR	AGAINST

\* For identification purpose only

8	To approve the proposed amendments (the “ <b>Proposed Amendments</b> ”) to the existing second amended and restated memorandum and articles of association of the Company (the “ <b>Existing Memorandum and Articles of Association</b> ”) as set out in Appendix III to the circular of the Company dated 6 April 2023 and the adoption of the third amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments (the “ <b>New Memorandum and Articles of Association</b> ”) in substitution for and to the exclusion of the Existing Memorandum and Articles of Association		
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Signature: \_\_\_\_\_

Notes 5,6,7

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

*Notes:*

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out “the Chairman of the meeting (or any adjournment thereof) or” and insert the name and address of the proxy desired in the space provided. A proxy need not be a shareholder of the Company.
4. If you wish to vote for the resolution, please tick “√” the box marked “For”. If you wish to vote against the resolution, please tick “√” the box marked “Against”. Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion on the resolution. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. This form of proxy must be signed by a shareholder, or his/her attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney duly authorized in writing.
6. In the case of joint registered holders of any shares, the vote of the senior holder 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 of the holders stand in the register of shares of the Company.
7. To be valid this form of proxy together with any power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power of attorney or authority) must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
8. Any alteration made in this form must be initialed by the person(s) who sign(s) the form.

*# The full text of the resolution is set out in the notice of annual general meeting dated 6 April 2023.*

**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) The supply of your Personal Data to the Company and/or the Company’s branch share registrar is on a voluntary basis and such data will be used for processing your instructions as stated in this Form of Proxy.
- (iii) Your Personal Data will not be transferred to any third parties (other than the Company’s branch share registrar) unless it is a requirement 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 purposes.
- (iv) You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.