



Shanghai Kindly Medical Instruments Co., Ltd.*

上海康德萊醫療器械股份有限公司

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

(Stock Code: 1501)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 18 MAY 2023 AND ANY ADJOURNMENT THEREOF

I/We^(Note 1) _____
of^(Note 1) _____
being the registered holder(s) of^(Note 2) _____ domestic shares/H shares^(Note 3) of RMB1.00 each in the share capital of Shanghai Kindly Medical Instruments Co., Ltd.* (上海康德萊醫療器械股份有限公司) (the "Company"),
HEREBY APPOINT THE CHAIRMAN OF THE MEETING^(Note 4) or _____
of _____
to act as my/our proxy to attend and act for me/us at the annual general meeting of the Company (the "Meeting") to be held at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC on Thursday, 18 May 2023 at 2:00 p.m. and any adjourned meeting thereof, for the purposes of considering and, if thought fit, passing the resolutions^(Note 5) as set out in the notice convening the Meeting and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below at the Meeting (and at any adjourned meeting thereof).

ORDINARY RESOLUTIONS ^(Note 5)		FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
1.	To consider and approve the report of the directors of the Company for the year 2022.			
2.	To consider and approve the report of the supervisory committee of the Company for the year 2022.			
3.	To consider and approve the annual report of the Company for the year 2022.			
4.	To consider and approve audited financial statements of the Group for the year 2022.			
5.	To consider and approve the Company's profit distribution plan for the year ended 31 December 2022.			
6.	To consider and approve the annual financial budget of the Group for the year 2023.			
7.	To consider and approve the remuneration for the directors of the Company for the year 2023.			
8.	To consider and approve the remuneration for the supervisors of the Company for the year 2023.			
9.	To consider and approve the re-appointment of KPMG as international auditor of the Company for the year 2023, and to authorize the board of directors of the Company to determine its remunerations.			
10.	To consider and approve the appointment of KPMG Huazhen LLP as domestic auditor of the Company for the year 2023 and to authorize the board of directors of the Company to determine its remuneration.			
11.	To consider and approve the proposed amendments to the Share Incentive Scheme.			
SPECIAL RESOLUTIONS ^(Note 5)		FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
12.	To consider and approve the proposed amendments to the Articles of Association.			
13.	To consider and approve the grant of a general mandate to the board of directors of the Company to allot, issue and deal with additional domestic shares and/or H shares.			

Date: _____ 2023

Signature(s): _____

Notes:

1. Full name(s) (in Chinese and English, as registered in the register of members) and registered address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered under your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
3. Please delete the type of shares not applicable (domestic shares or H shares).
4. If any proxy other than the chairman of the Meeting is appointed, please strike out the words “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. A shareholder of the Company may appoint one or more proxies to attend and vote on his behalf. If a shareholder of the Company appoints more than one proxy, his proxies may only exercise voting rights at a poll. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. The full text of the resolutions are set out in the circular of the Company dated 14 April 2023, together with which this form of proxy will be sent to shareholders of the Company. Any shareholder of the Company who wishes to appoint a proxy shall refer to the Meeting circular and the annual report for 2022 first.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK THE BOX MARKED “ABSTAIN” BESIDE THE APPROPRIATE RESOLUTION. IN COUNTING THE VOTING RESULTS FOR A RESOLUTION, ABSTAINED VOTES WILL BE REGARDED AS VOTES WITH VOTING RIGHTS.** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
7. This form of proxy must be signed by you or your attorney duly authorized in writing. In the case of a corporation, this form of proxy must be either under its common seal or under the hand of its director(s) or duly authorized attorney(s). If this form of proxy is signed by an attorney of the shareholder of the Company, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
8. In the case of holders of H shares of the Company and to be valid, a form of proxy together with any power of attorney or other authorization document (if any) under which it is signed or a notarized copy of that power of attorney or authorization document must be lodged with the Company’s H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in case of holders of domestic shares of the Company, to the Company’s registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC, no later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. In such event, your form of proxy will be deemed to have been revoked.
9. Shareholders of the Company or their proxies attending the Meeting shall present their identity documents.
10. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent the shareholder of the Company.
11. In the case of joint registered holders of any shares of the Company, any one of such joint registered holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but should more than one of such joint registered holders be present at the Meeting, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

* *For identification purposes only*