



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", together with its subsidiaries and consolidated affiliated entities, the "Group") 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 with the combination of an in-room meeting at the Company at Conference Room, 1st Floor, Building S1, 400 Jiang'er Rd, Hangzhou, Zhejiang, the PRC and an online virtual
meeting on Friday, June 9, 2023 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, 2023 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 (the "Directors") and auditors of the Company for the year ended December 31, 2022.		
2(A).	To re-elect Mr. Danke YU as an independent non-executive director of the Company.		
2(B).	To re-elect Prof. Hong WU as an independent non-executive director of the Company.		
2(C).	To re-elect Dr. Donald Kwok Tung LI as an independent 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 authority given to the directors of the Company pursuant to the above resolution 5 to allot, issue and deal with additional shares by adding the aggregate number of shares repurchased under the above resolution 6.		
8.	To recognize the past contributions of Mr. YeQing ZHU to the Group and encourage him to work towards sustainable growth of the Group and shareholder value creation, to approve the conditional grant of 10,835,300 share options to Mr. YeQing ZHU, in accordance with the disclosure in the announcement of the Company dated June 27, 2022, to subscribe for 10,835,300 shares of US\$0.00005 each of the Company at an exercise price of HK\$24.70 per Share under the 2022 share option scheme of the Company adopted on June 24, 2022 (the "2022 Share Option Scheme"), which is comprised of (i) 2,636,300 time-based share options to be vested in 4 years, with 25% to be vested on the first anniversary of the date of conditional grant (i.e. June 27, 2022) (the "Date of Conditional Grant") and the remaining portion of the share options to be vested in the following 36 successive equal monthly installments thereafter; and (ii) 2,733,000 performance-based share options to be vested in the first anniversary of the Date of Conditional Grant in the year of 2023, 2,733,000 performance-based share options to be vested in the second anniversary of the Date of Conditional Grant in the year of 2024, and 2,733,000 performance-based share options to be vested in the third anniversary of the Date of Conditional Grant in the year of 2025 ⁽⁹⁾ , and to give authority to the board of directors to exercise all rights and powers available to it to give full effect to such grant of share options to Mr. YeQing ZHU and the issue of shares upon the exercise of the relevant share options.		
9.	To recognize the past contributions of Dr. Yiyou CHEN to the Group and encourage him to work towards sustainable growth of the Group and shareholder value creation, to approve the conditional grant of 1,196,800 share options to Dr. Yiyou CHEN, in accordance with the disclosure in the announcement of the Company dated June 27, 2022, to subscribe for 1,196,800 shares of US\$0.00005 each of the Company at an exercise price of HK\$24.70 per Share under the 2022 Share Option Scheme, which is comprised of (i) 552,400 time-based share options to be vested in 4 years, with 25% to be vested on the first anniversary of the Date of Conditional Grant and the remaining portion of the share options to be vested in the following 36 successive equal monthly installments thereafter; and (ii) 214,800 performance-based share options to be vested in the first anniversary of the Date of Conditional Grant in the year of 2023, 214,800 performance-based share options to be vested in the second anniversary of the Date of Conditional Grant in the year of 2024, and 214,800 performance-based share options to be vested in the third anniversary of the Date of Conditional Grant in the year of 2025 ⁽⁹⁾ , and to give authority to the board of directors to exercise all rights and powers available to it to give full effect to such grant of share options to Dr. Yiyou CHEN and the issue of shares upon the exercise of the relevant share options.		

Dated this _____ day of _____, 2023

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 via online 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 via online 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 the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong 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 (i.e. by no later than 10:00 a.m. on Wednesday, June 7, 2023). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person or via online 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 cast their votes and submit online questions via the e-Meeting System.
- A proxy need not be a shareholder of the Company.
- The vesting conditions of all performance-based share options are subject to the achievement of key performance indicators set forth by the board at the beginning of each calendar year.

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. You 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.