

**Grace Life-tech Holdings Limited**  
**恩典生命科技控股有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(Joint Provisional Liquidators appointed)  
(For restructuring purposes only)  
(Stock Code: 02112)

**FORM OF PROXY**  
**FOR THE ANNUAL GENERAL MEETING**  
**TO BE CONVENED AT 3:00 P.M. ON THURSDAY, 29 JUNE 2023**

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note b)</sup> shares of \_\_\_\_\_  
HK\$0.01 each in the share capital of Grace Life-tech Holdings Limited (the “Company”) hereby appoint the Chairman of the annual general meeting or  
of \_\_\_\_\_  
as my/our proxy <sup>(note c)</sup> to vote and act for me/us at the annual general meeting (the “Meeting”) (and at any adjournment thereof) of the Company to be held at Unit 2413A, 24/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Thursday, 29 June 2023 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS*		FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the report of the auditor for the year ended 31 December 2022;		
2.	(a) To re-elect Mr. Li Yang as executive director;		
	(b) To re-elect Ms. Li Xiaolan as executive director;		
	(c) To re-elect Mr. Wang Er as executive director;		
3.	To authorise the board of Directors (the “Board”) to fix the Director’s remuneration for the year ending 31 December 2023;		
4.	To re-appoint Prism Hong Kong and Shanghai Limited as the auditors and to authorise the Board to fix their remuneration;		
5.	To grant a general and unconditional mandate to the directors to repurchase shares of the Company;		
6.	To grant a general and unconditional mandate to the directors to issue, allot and deal with additional shares of the Company;		
7.	To extend the general mandate granted to the directors to issue additional shares of the Company by the aggregate nominal amount of the shares repurchased by the Company.		
SPECIAL RESOLUTION*			
8.	To approve the adoption of the amended and restated articles of association of the Company.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2023

Shareholder’s signature(s) <sup>(notes e and f)</sup> \_\_\_\_\_

**Notes:**

- (a) Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- (b) Please insert the number of share 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).
- (c) A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting or” and insert the name and address of the person appointed proxy in the space provided.
- (d) If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his direction on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- (e) In the case of a joint holding, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the meeting, whether in person or by proxy, that one of the joint registered holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (f) The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- (g) 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 or authority must be deposited at the offices of the Company’s Hong Kong branch registrar and transfer office, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting (i.e. Tuesday, 27 June 2023 at 3:00 p.m.) or any adjourned meeting.
- (h) Any alteration made to this form should be initialled by the person who signs the form.
- (i) Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish.

**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 for use in connection with the Purposes and to such parties who are authorized 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/Tricor Investor Services Limited at the above address.

\* Please refer to the notice of the Meeting dated 29 May 2023 for full text of the respective proposed resolutions.