



杭州启明醫療器械股份有限公司
Venus Medtech (Hangzhou) Inc.

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

(Stock Code: 2500)

PROXY FORM
FOR USE AT THE 2023 THIRD CLASS MEETING
OF HOLDERS OF UNLISTED FOREIGN SHARES

I/We ^(Note 1) _____

of _____

being the registered holder(s) of _____ unlisted foreign shares ^(Note 2) of Venus Medtech (Hangzhou) Inc.

(the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE CLASS MEETING OF HOLDERS OF UNLISTED FOREIGN SHARES** ^(Note 3) or _____

of _____

as my/our proxy to attend and act for me/us at the 2023 third class meeting of holders of unlisted foreign shares of the Company to be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:30 a.m. on Wednesday, July 12, 2023 (or immediately after conclusion of the 2023 second extraordinary general meeting of the Company and the 2023 third class meeting of holders of H shares of the Company to be held on the same date or any adjournment thereof) (the "Class Meeting of Holders of Unlisted Foreign Shares") for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the Class Meeting of Holders of Unlisted Foreign Shares and at the Class Meeting of Holders of Unlisted Foreign Shares (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below ^(Note 4).

SPECIAL RESOLUTIONS*		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	Conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the H Shares which may fall to be issued and allotted upon the exercise of Options that may be granted under the Share Option Scheme (the Scheme Rules of which are contained in the document marked "A" produced to this meeting and signed by the chairman of this meeting for the purpose of identification), to consider and approve the adoption of the Share Option Scheme.			
2.	To consider, approve and adopt the Scheme Limit.			
3.	To consider, approve and adopt the Service Provider Sublimit.			
4.	To consider and approve the proposed authorization to the Board and/or the Scheme Administrator to handle matters pertaining to the Share Option Scheme.			

* For the full text of the resolutions, please refer to the notice of the Class Meeting of Holders of Unlisted Foreign Shares dated June 21, 2023

Date: _____

Signature(s) ^(Note 5): _____

Notes:

1. Please insert full name(s) and address(es) as shown in the register of members of the Company in **BLOCK LETTERS**.
2. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number of shares is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
3. If any proxy other than the chairman of the Class Meeting of Holders of Unlisted Foreign Shares is preferred, strike out the words “**THE CHAIRMAN OF THE CLASS MEETING OF HOLDERS OF UNLISTED FOREIGN SHARES** or” and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the Class Meeting of Holders of Unlisted Foreign Shares may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the Class Meeting of Holders of Unlisted Foreign Shares in person to represent you. Such proxies may only exercise their voting rights in a poll. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “Against”. IF YOU WISH TO ABSTAIN, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “Abstain”.** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Class Meeting of Holders of Unlisted Foreign Shares other than those referred to in the notice convening the Class Meeting of Holders of Unlisted Foreign Shares. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having been waived by you and the corresponding vote will be counted as “**Abstained**”.
5. This proxy form must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarised.
6. In case of joint holders of any shares, any one of such joint holders may vote at the Class Meeting of Holders of Unlisted Foreign Shares, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the Class Meeting of Holders of Unlisted Foreign Shares, personally or by proxy, the vote of the joint holder whose name stands first on the register of members, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
7. In order to be valid, the proxy form together with the notarized power of attorney or other authorization document (if any) must be deposited at the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC, not less than 24 hours before the time fixed for the holding of the Class Meeting of Holders of Unlisted Foreign Shares or any adjournment thereof (as the case may be) (which is 11:30 a.m. on Tuesday, July 11, 2023 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the 2023 third class meeting of holders of unlisted foreign shares or any adjournment thereof if he/she so wishes. Shareholders and shareholder proxies are required to produce identity proof when attending the Class Meeting of Holders of Unlisted Foreign Shares (and any adjournment thereof).
8. Unless otherwise indicated, capitalized terms used in this proxy form shall have the same meanings as those defined in the circular of the Company dated June 21, 2023.

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 Class Meeting of Holders of Unlisted Foreign Shares 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 Computershare Hong Kong Investor Services Limited at the above address.