



## 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)

#### REVISED FORM OF PROXY FOR THE 2023 FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 19 DECEMBER 2023 AND ANY ADJOURNMENT THEREOF

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of <sup>(note 1)</sup> \_\_\_\_\_

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ domestic shares/H shares <sup>(note 3)</sup> 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** <sup>(note 4)</sup> or \_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy to attend and act for me/us at the 2023 first extraordinary 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 Tuesday, 19 December 2023 at 2:00 p.m. (the "Postponed EGM") and any adjourned meeting thereof, for the purposes of considering and, if thought fit, passing the resolutions <sup>(note 5)</sup> 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).

	<b>SPECIAL RESOLUTIONS</b> <sup>(Note 5)</sup>	<b>FOR</b> <sup>(Note 6)</sup>	<b>AGAINST</b> <sup>(Note 6)</sup>	<b>ABSTAIN</b> <sup>(Note 6)</sup>
1.	To consider and approve the proposed adoption of the 2023 Share Incentive Scheme.			
2.	To consider and approve the proposed conditional grant and the allotment and issue of 1,760,000 Restricted Shares to Dr. Liang Dongke, an executive Director and the general manager, subject to the scheme mandate of the 2023 Share Incentive Scheme being approved at the Postponed EGM.			
3.	To consider and approve the proposed conditional grant and the allotment and issue of 300,000 Restricted Shares to Mr. Lin Sen, an executive Director, subject to the scheme mandate of the 2023 Share Incentive Scheme being approved at the Postponed EGM.			
4.	To consider and approve the proposed conditional grant and the allotment and issue of 300,000 Restricted Shares to Dr. Song Yuan, a non-executive Director, subject to the scheme mandate of the 2023 Share Incentive Scheme being approved at the Postponed EGM.			
5.	To consider and approve the proposed change of Company name.			
6.	To consider and approve the proposed amendments to the Articles of Association.			
7.	To consider and approve the proposed authorization to the Board and/or the delegatee to handle matters pertaining to the 2023 Share Incentive Scheme.			

Date: \_\_\_\_\_ 2023

Signature(s): \_\_\_\_\_

*Notes:*

Important: Please read the supplemental circular of the Meeting dated 30 November 2023 and the revised notice of the Postponed EGM dated 30 November 2023.

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 revised 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 may appoint one or more proxies to attend and vote on his behalf. If a shareholder appoints more than one proxy, his proxies may only exercise voting rights at a poll. **ANY ALTERATION MADE TO THIS REVISED FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. The full text of the resolutions are set out in the supplemental circular of the Meeting dated 30 November 2023, together with which this revised form of proxy will be sent to shareholders of the Company. Any shareholder who wishes to appoint a proxy shall refer to the supplemental Meeting circular.
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 dated 16 October 2023 and the revised notice dated 30 November 2023.
7. This revised form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this revised form of proxy must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If this revised form of proxy is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarized.
8. In the case of holders of H Shares and to be valid, the revised form of proxy together with any power of attorney or other authorisation document (if any) under which it is signed or a notarized copy of that power of attorney or authorisation 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, 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 (the “**Closing Time**”). Completion and return of the revised form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. In such event, your revised form of proxy will be deemed to have been revoked.
9. Shareholders 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.
11. In the case of joint registered holders of any Shares, 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).
12. A Shareholder who has not yet lodged the form of proxy dispatched to the Shareholders on 16 October 2023 (the “**Original Form of Proxy**”) in accordance with the instructions printed thereon is requested to lodge this revised form of proxy if he or she wishes to appoint proxies to attend the Meeting on his behalf. In this case, the Original Form of Proxy should not be lodged.
13. A Shareholder who has already lodged the Original Form of Proxy in accordance with the instructions printed thereon should note that:
  - (i) If no revised form of proxy is lodged in accordance with the instructions printed thereon, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his discretion (if no such instructions are given) on any resolution properly put to the Meeting, including the additional proposed resolutions as set out in the revised notice of the Postponed EGM dated 30 November 2023.
  - (ii) If the revised form of proxy is lodged in accordance with the instructions printed thereon no later than the Closing Time, the revised form of proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.
  - (iii) If the revised form of proxy is lodged after the Closing Time, the revised form of proxy will be deemed invalid. The Original Form of Proxy previously lodged by the Shareholder will not be revoked. The Original Form of Proxy will be treated as a valid form of proxy if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his discretion (if no such instructions are given) on any resolution properly put to the Meeting, including the additional proposed resolutions as set out in the revised notice of the Postponed EGM dated 30 November 2023.

\* *For identification purposes only*