



微泰医疗

MICROTECH MEDICAL

MicroTech Medical (Hangzhou) Co., Ltd.

微泰醫療器械(杭州)股份有限公司

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

(Stock code: 2235)

**PROXY FORM FOR USE AT THE 2023 SECOND CLASS MEETING OF HOLDERS OF UNLISTED SHARES TO BE HELD ON DECEMBER 27, 2023 OR ANY ADJOURNMENT THEREOF**

Number of Unlisted Shares to which this proxy form relates <sup>(Note 1)</sup>	
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I/We <sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the holder(s) of \_\_\_\_\_

Unlisted Shares <sup>(Note 3)</sup> of RMB1.00 each in the share capital of MicroTech Medical (Hangzhou) Co., Ltd. (the "Company") hereby appoint the chairman of the Meeting or \_\_\_\_\_ <sup>(Note 4)</sup>

of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the 2023 second class meeting of holders of Unlisted Shares (the "Class Meeting of Holders of Unlisted Shares") to be held at 3:15 p.m. on Wednesday, December 27, 2023 at Business Conference Room, 3rd Floor, MicroTech Medical Administration Building, No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China (or immediately after the conclusion of the 2023 first extraordinary general meeting and the 2023 second class meeting of holders of H shares of the Company to be held on the same date or any adjournment thereof) or at any adjournment of it for the purposes of voting for me/us in respect of the resolutions as set out in the notice of the Class Meeting of Holders of Unlisted Shares as indicated below, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider and approve the Proposed Amendments to the Articles of Association; and			
2.	To consider and approve the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting.			

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

Signature(s) <sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Please insert the number of Unlisted Shares of the Company registered in your name(s) to which this proxy form relates. If a number is inserted, this proxy form will be deemed to relate only to those Unlisted Shares. If no number is inserted, this proxy form will be deemed to relate to all Unlisted Shares of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in **block letters**.
- Please insert the number of Unlisted Shares of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting of the Company is preferred, 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. You may appoint one or more proxies to attend and vote on your behalf. A proxy need not be a shareholder of the Company. Any alteration made to this proxy form must be initiated by the person(s) who sign(s) it.
- Important:** If you wish to vote for any resolution, please put a tick in the box marked "FOR" or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked "AGAINST" or insert the number of shares held by you. If you wish to abstain from voting for any resolution, please put a tick in the box marked "ABSTAIN" or insert the number of shares held by you. If no indication, your proxy will be entitled to exercise his/her discretion.
- The instrument appointing a proxy shall be in writing under the hand of you or your attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
- If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect of a resolution, the share(s) represented by that shareholder or proxy will be regarded as valid votes when the Company counts the votes with respect to that resolution.
- In case of any abstention vote or waiver of voting, the voting results representing the Unlisted Shares held by a shareholder shall be counted as "Abstain". Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the Unlisted Shares held by such voters shall be counted as "Abstain". The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter.
- For details of the above resolution proposed to be considered and approved at the Class Meeting of Holders of Unlisted Shares, see the circular of the Company dated December 8, 2023.
- In order to be valid, the proxy form together with the 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 with the Company's office at No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Holders of Unlisted Shares (i.e. not later than December 26, 2023 at 3:15 p.m.), or any adjourned meeting thereof (as the case may be).
- Where there are joint registered holders of Unlisted Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Class Meeting of Holders of Unlisted Shares, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
- You are reminded that completion and return of this proxy form will not preclude you from attending and voting in person at the Class Meeting of Holders of Unlisted Shares or any adjournment thereof (as the case may be) if you so wish, and in such event, the proxy form shall be deemed to be revoked.
- You shall produce your identity documents and supporting documents in respect of the shares of the Company held when attending the Class Meeting of Holders of Unlisted Shares. If corporate Shareholders appoint authorized representative to attend the Class Meeting of Holders of Unlisted Shares, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by you or your attorney when attending the Class Meeting of Holders of Unlisted Shares.