



## Shanghai MicroPort MedBot (Group) Co., Ltd.

上海微创医疗机器人(集团)股份有限公司

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

(Stock Code: 2252)

### PROXY FORM FOR THE 2023 FIRST EXTRAORDINARY GENERAL MEETING TO BE CONVENED AND HELD ON 29 DECEMBER 2023

Number of shares to which this proxy form relates <sup>(Note 1)</sup>	Domestic Shares
	H Shares

I/We <sup>(Note 2)</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) of \_\_\_\_\_ domestic share/H shares <sup>(Note 3)</sup>  
in the issued share capital of Shanghai MicroPort MedBot (Group) Co., Ltd. (the "Company") hereby appoint the chairman of the meeting <sup>(Note 4)</sup>  
or \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the 2023 first extraordinary general meeting (the "EGM") to be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Friday, 29 December 2023 at 10:00 a.m. or any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the EGM dated 12 December 2023, or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 12 December 2023.

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	<p><b>"THAT</b></p> <p>(a) the 2024 sales framework agreement entered into between the Company and MicroPort Scientific Corporation dated 6 December 2023 in relation to the sale and purchase of, among others, certain surgical robot equipment and supporting accessories and consumables for surgical robot equipment (the "2024 Sales Framework Agreement"), a copy of which is tabled at the meeting and marked "A" and initialed by the chairman of the meeting for identification purpose, the terms thereof and the continuing connected transaction contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(b) the proposed annual caps set out in the 2024 Sales Framework Agreement be and is hereby approved; and</p> <p>(c) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the 2024 Sales Framework Agreement."</p>			
2.	<p><b>"THAT</b></p> <p>(a) the 2024 master products procurement agreement entered into between the Company and MicroPort Scientific Corporation dated 6 December 2023 in relation to the procurement of certain materials and products mainly for use in research and development, production and operation (the "2024 Master Products Procurement Agreement"), a copy of which is tabled at the meeting and marked "B" and initialed by the chairman of the meeting for identification purpose, the terms thereof and the continuing connected transaction contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(b) the proposed annual caps set out in the 2024 Master Products Procurement Agreement be and is hereby approved; and</p> <p>(c) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the 2024 Master Products Procurement Agreement."</p>			
3.	<p><b>"THAT</b></p> <p>(a) the 2024 master services procurement agreement entered into between the Company and MicroPort Scientific Corporation dated 6 December 2023 in relation to the procurement of certain services, including but not limited to cleaning and packaging services, sterilization services, product testing services, animal test services, administrative support services and marketing activity support and commercial promotion services (the "2024 Master Services Procurement Agreement"), a copy of which is tabled at the meeting and marked "C" and initialed by the chairman of the meeting for identification purpose, the terms thereof and the continuing connected transaction contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(b) the proposed annual caps set out in the 2024 Master Services Procurement Agreement be and is hereby approved; and</p> <p>(c) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the 2024 Master Services Procurement Agreement."</p>			

ORDINARY RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
4.	To consider and approve the appointment of Dr. He Chao as an executive Director, and to authorize the Board to fix his remuneration.			
5.	To consider and approve the appointment of Mr. Sun Hongbin as a non-executive Director, and to authorize the Board to fix his remuneration.			
6.	To consider and approve the appointment of Mr. Chen Xinxing as a non-executive Director, and to authorize the Board to fix his remuneration.			
7.	To consider and approve the appointment of Mr. Chen Chen as a non-executive Director, and to authorize the Board to fix his remuneration.			
8.	To consider and approve the appointment of Dr. Li Minghua as an independent non-executive Director, and to authorize the Board to fix his remuneration.			
9.	To consider and approve the appointment of Mr. Yao Haisong as an independent non-executive Director, and to authorize the Board to fix his remuneration.			
10.	To consider and approve the appointment of Mr. Mui Wing Hong as an independent non-executive Director, and to authorize the Board to fix his remuneration.			
11.	To consider and approve the appointment of Dr. Zhang Jie as a Supervisor, and to authorize the Supervisory Committee to fix his remuneration.			
12.	To consider and approve the appointment of Ms. Zhang Lihong as a Supervisor, and to authorize the Supervisory Committee to fix her remuneration.			

Date \_\_\_\_\_

Signature *(Note 6)* \_\_\_\_\_

*Notes:*

- Please delete as appropriate and insert the number of Shares 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 Shares. If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s). If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered Shareholders should be stated.
- Please insert the number of Shares registered in your name(s) and delete as appropriate.
- If any proxy other than the chairman of the EGM is preferred, please strike out the words "the chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy or more than one proxy(ies) to attend the EGM and vote on his/her behalf. A proxy need not be a Shareholder. Every Shareholder present in person or by proxy shall be entitled to one vote for each Share held by him/her.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK ("✓") IN THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE ABSTENTION ON A RESOLUTION, PLEASE PUT A TICK ("✓") IN THE BOX MARKED "ABSTAIN"**. If no direction is given, your proxy may either vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This proxy form must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its common seal or under the hand of a director or attorney duly authorised to sign the same. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Any abstention vote or waiver of voting shall be deemed 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 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.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's registered office in the PRC at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (for holders of Domestic Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
- Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting thereof (as the case may be) if you so wish. If you attend and vote at the EGM in person, the authority of your proxy will be revoked.

**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 you 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 authorised 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/Computershare Hong Kong Investor Service Limited at the above address.