



Zylox-Tonbridge Medical Technology Co., Ltd.

歸創通橋醫療科技股份有限公司

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

(Stock Code: 2190)

FORM OF PROXY FOR 2023 ANNUAL GENERAL MEETING

No. of shares to which this form of proxy relates ^(Note 1)	Domestic shares
	H shares

I/We ^(Note 2) _____

of _____

being the registered holder(s) of _____ H shares/domestic shares ^(Note 3) of

RMB1.00 each in the share capital of Zylox-Tonbridge Medical Technology Co., Ltd. (the "Company"), **HEREBY APPOINT THE**

CHAIRMAN OF THE MEETING, or ^(Note 4) _____

of _____

with email address of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the "AGM") of the Company to be held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC at 9:00 a.m. on Thursday, June 6, 2024 or at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the AGM, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)
1.	To consider and approve the resolution on the 2023 report of the Board.		
2.	To consider and approve the resolution on the 2023 report of the Supervisory Committee.		
3.	To consider and adopt the resolution on the 2023 financial auditing report.		
4.	To consider and approve the 2023 profit distribution plan.		
5.	To consider and approve the re-appointment of PricewaterhouseCoopers as the external auditor of the Company for 2024 with a term of one year, and authorize the Board to determine the specific matters, including but not limited to their remunerations, in relation to such appointment.		
6.	To consider and approve the re-election and appointment of the following Directors of the second session of the Board		
6.1	the re-election of Dr. Jonathon Zhong Zhao as an executive Director.		
6.2	the re-election of Mr. Yang Xie as an executive Director.		
6.3	the re-election of Dr. Zheng Li as an executive Director.		
6.4	the re-election of Mr. Stephen Hui Wang as a non-executive Director.		
6.5	the re-election of Mr. Dongfang Li as a non-executive Director.		
6.6	the re-election of Dr. Steven Dasong Wang as a non-executive Director.		
6.7	the re-election of Dr. Jian Ji as an independent non-executive Director.		
6.8	the re-election of Ms. Yun Qiu as an independent non-executive Director.		
6.9	the election of Dr. Xiang Qian as an independent non-executive Director.		
7.	To consider and approve the re-election and appointment of Mr. Tao Liu as the shareholders' representative Supervisor of the second session of the Supervisory Committee.		
8.	To authorize the Board to fix the remuneration of the Directors.		
9.	To authorize the Supervisory Committee to determine the remuneration of the Supervisors.		

Ordinary Resolutions		For <i>(Note 5)</i>	Against <i>(Note 5)</i>
10.	To authorize the Board and/or its authorized person(s) to handle matters pertaining to the Pre-IPO Share Option Scheme and the Proposed Allotment with full authority.		
Special Resolutions		For <i>(Note 5)</i>	Against <i>(Note 5)</i>
11.	To consider and approve the resolution on the grant of a general mandate to the Board to issue or otherwise deal with ordinary Shares.		
12.	To consider and approve the resolution on the grant of a general mandate to the Board to repurchase H Shares.		
13.	To consider and approve the resolution on the proposed reduction of the Registered Capital.		
14.	To consider and approve the proposed amendments to the Articles of the Association as set out in Appendix V to the circular of the Company dated May 14, 2024, and to authorise the Directors to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising therefrom.		

Date: _____ 2024

Signature *(Note 6)*: _____

Notes:

- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If the number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- Please insert the full name(s) (in Chinese or in English, as shown in the register of members of the Company) and registered address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) and select the class of shares (delete as inappropriate). If no number and class of shares are inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting of the Company is preferred, please cross out the words “**THE CHAIRMAN OF THE MEETING, or**” and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder of the Company (the “**Shareholder**”) may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR” OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST” OR INSERT THE RELEVANT NUMBER OF SHARES.** If no direction is given, your proxy may vote at his/her own discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, must either be executed under its seal or under the hand of its director(s) or attorney(s) duly authorized to sign the same.
- In the case of joint shareholders of any shares of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint shareholders are present at the AGM, either personally or by proxy, then the vote of the person, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
- If the form of proxy is signed by other person under a power of attorney or other authority given by the appointer, such power of attorney or other authority shall be notarised. The form of proxy and the notarised power of attorney or other authority must be lodged with the Company’s H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares of the Company) or the Company’s office in the PRC at No. 270, Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang Province, the PRC (for holders of domestic shares of the Company) not less than 24 hours before the time appointed for holding the AGM (i.e. not later than 9:00 a.m., June 5, 2024 (Hong Kong Time)).
- The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses. Shareholders (or their proxies) attending the AGM shall procure their identity documents.

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 Purpose 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.