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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)**

## **NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting in 2024 (the “**2024 Second Extraordinary General Meeting**”) of Venus Medtech (Hangzhou) Inc. (the “**Company**”) will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 10:00 a.m. on Thursday, December 5, 2024, for the purpose of considering, and if thought fit, passing the following resolutions:

### **ORDINARY RESOLUTION**

1. To consider and elect Mr. John Junhua Gu (formerly Junhua Gu) as an independent non-executive Director.

### **SPECIAL RESOLUTIONS**

2. To consider and approve the resolution on the Proposed Amendments in relation to Rule 2.07A and to authorise the Board to deal with on behalf of the Company the relevant matters arising from the Proposed Amendments in relation to Rule 2.07A.
3. To consider and approve the resolution on the Other Proposed Amendments to the Articles of Association and to authorise the Board to deal with on behalf of the Company the relevant matters arising from the Other Proposed Amendments to the Articles of Association.
4. To consider and approve the resolution on the grant of a general mandate to the Board to issue Shares.

Details of the above resolutions are set out in the circular of the Company dated November 19, 2024. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.

By Order of the Board  
**Venus Medtech (Hangzhou) Inc.**  
**Mr. Lim Hou-Sen (Lin Haosheng)**  
*Executive Director*

November 19, 2024

*Notes:*

1. The register of members of holders of H Shares will be closed from Monday, December 2, 2024 to Thursday, December 5, 2024 (both days inclusive). Holders of H Shares and holders of Unlisted Foreign Shares whose names appear on the register of members of the Company on Thursday, December 5, 2024 are entitled to attend and vote at the 2024 Second Extraordinary General Meeting. Holders of H Shares who intend to attend the 2024 Second Extraordinary General Meeting are required to deposit the share certificates together with the transfer documents at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, November 29, 2024 for registration. Holders of Unlisted Foreign Shares who intend to attend the 2024 Second Extraordinary General Meeting are required to deposit the share certificates together with the transfer documents at the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC before 4:30 p.m. on Friday, November 29, 2024 for registration.
2. Shareholders entitled to attend and vote at the 2024 Second Extraordinary General Meeting may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder but must attend the 2024 Second Extraordinary General Meeting in person to represent the relevant Shareholder.
3. The instrument appointing a proxy must be in writing and signed by holders of Shares or his/her attorney who was duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
4. 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 (i) the H Share registrar of the Company, 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 (ii) the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC (for holders of Unlisted Foreign Shares) not less than 24 hours before the time fixed for the holding of the 2024 Second Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the 2024 Second Extraordinary General Meeting or any adjournment thereof if he/she so wishes.
5. Shareholders and Shareholder proxies are required to produce identity proof when attending the 2024 Second Extraordinary General Meeting (and any adjournment thereof).
6. Pursuant to the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of the 2024 Second Extraordinary General Meeting will be voted on by poll.
7. The 2024 Second Extraordinary General Meeting is expected to last for half a day. Shareholders (in person or by proxy) attending the 2024 Second Extraordinary General Meeting are responsible for their own transportation and accommodation expenses.
8. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.

*As at the date of this notice, the executive Directors are Mr. Lim Hou-Sen (Lin Haosheng), Mr. Liqiao Ma and Ms. Meirong Liu; the non-executive Directors are Mr. Ao Zhang and Mr. Wei Wang; and the independent non-executive Directors are Mr. Ting Yuk Anthony Wu and Mr. Chi Wai Suen.*