

PW MEDTECH GROUP LIMITED

普华和顺集团公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1358)

Form of Proxy for use at the Extraordinary General Meeting to be held on Wednesday, August 31, 2022

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2)
of US\$0.0001 each in the share capital of PW Medtech Group Limited (普华和顺集团公司) (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or ^(Note 4) _____
of _____
as my/our proxy to attend the extraordinary general meeting (the “EGM”) of the Company to be held at 10:00 a.m. (Hong Kong time) on Wednesday, August 31, 2022 at Building 1, No. 23 Panlong West Road, Pinggu District, Beijing, the PRC (and at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the EGM and at the EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below. Unless otherwise defined, capitalized terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated August 11, 2022 (the “Circular”).

ORDINARY RESOLUTION		FOR <i>(Notes 5 & 6)</i>	AGAINST <i>(Notes 5 & 6)</i>
1.	<p>THAT</p> <p>(a) the sales of medical devices framework agreement dated July 5, 2022 (the “Sales of Medical Devices Framework Agreement”) entered into between the Company and Lepu Medical Technology (Beijing) Co., Ltd. (樂普(北京)醫療器械股份有限公司) (“Lepu Medical”, together with its subsidiaries, the “Lepu Medical Group”) for the sales of medical devices from the Group to the Lepu Medical Group, and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified; and</p> <p>(b) the estimated maximum values of for the total amount payable by Lepu Medical Group to the Group under the Sales of Medical Devices Framework Agreement for each of the three years ending December 31, 2022, 2023 and 2024 (the “Annual Caps”) be and are hereby approved and confirmed; and</p> <p>(c) any director of the Company be and is hereby authorized on behalf of the Company to do all such acts and sign, execute, seal (where required) and deliver the Sales of Medical Devices Framework Agreement and all such other documents and to take all such steps as the directors of the Company in their discretion may consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Sales of Medical Devices Framework Agreement and the transactions contemplated thereunder, and the Annual Caps.</p>		

Dated this _____ day of _____ 2022. Signature ^(Note 7): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Any member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the EGM in person to represent the member.
- If any proxy other than the Chairman is preferred, 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 member of the Company who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her/its behalf at the EGM provided that if more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes 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 that referred to in the notice convening the EGM.
- The resolution will be put to vote by way of poll at the EGM. Every Shareholder of the Company present in person (in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid Share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of Shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorized.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if the form of proxy will be returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong (if the form of proxy will be returned on or after 15 August 2022) not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- In the 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 of the joint holders stand in the register of members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM and, in such event, the form of proxy shall be deemed to 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 EGM (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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.