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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 2023 FIRST CLASS MEETING OF HOLDERS  
OF UNLISTED FOREIGN SHARES**

**NOTICE IS HEREBY GIVEN** that the 2023 first class meeting of holders of unlisted foreign shares (the “**Class Meeting of Holders of Unlisted Foreign Shares**”) of Venus Medtech (Hangzhou) Inc. (the “**Company**”) will be held at 4/F, Block 3, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:30 a.m. on Monday, January 30, 2023 (or immediately after conclusion of the 2023 first extraordinary meeting and the 2023 first class meeting of holders of H shares of the Company to be held on the same date or any adjournment thereof), for the purpose of considering, and if thought fit, passing the following resolution:

**SPECIAL RESOLUTION**

1. To consider and approve the amendments to the articles of association of the Company and to authorise the board of the Company to deal with on behalf of the Company the relevant filing and amendments (where necessary) procedures and other related issues arising from the amendments to the articles of association of the Company.

Details of the above resolutions are set out in the circular of the Company to be published on January 5, 2023. 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.**  
**Min Frank Zeng**  
*Chairman*

January 5, 2023

*Notes:*

1. Holders of Unlisted Foreign Shares whose names appear on the register of members of the Company on Monday, January 30, 2023 are entitled to attend and vote at the Class Meeting of Holders of Unlisted Foreign Shares. Holders of Unlisted Foreign Shares who intend to attend and vote at the Class Meeting of Holders of Unlisted Foreign Shares are required to deposit all Share transfer documents together with relevant Share certificates at the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC, no later than 4:30 p.m. on Friday, December 30, 2022 for registration.
2. Shareholders entitled to attend and vote at the Class Meeting of Holders of Unlisted Foreign Shares may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder of the Company but must attend the Class Meeting of Holders of Unlisted Foreign Shares in person to represent the relevant Shareholder.
3. **In view of the ongoing COVID-19 pandemic, the Company strongly recommends Shareholders of the Company to exercise your voting rights by appointing the chairperson of the Class Meeting of Holders of Unlisted Foreign Shares as your proxy to vote on the relevant resolution(s) at the Class Meeting of Holders of Unlisted Foreign Shares as an alternative to attending the Class Meeting of Holders of Unlisted Foreign Shares in person.**
4. 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.
5. 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 the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC, not less than 24 hours before the time fixed for the holding of the Class Meeting of Holders of Unlisted Foreign Shares or any adjournment thereof (as the case may be) (which is 11:30 a.m. on Sunday, January 29, 2023 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the Class Meeting of Holders of Unlisted Foreign Shares or any adjournment thereof if he/she so wishes.
6. Shareholders and Shareholder proxies are required to produce identity proof when attending the Class Meeting of Holders of Unlisted Foreign Shares (and any adjournment thereof).
7. Pursuant to the Articles of Association, any vote of Shareholders at a class meeting of holders of unlisted foreign shares must be taken by poll. As such, the resolutions set out in the notice of the Class Meeting of Holders of Unlisted Foreign Shares will be voted on by poll.
8. The Class Meeting of Holders of Unlisted Foreign Shares is expected to last for half a day. Shareholders (in person or by proxy) attending the Class Meeting of Holders of Unlisted Foreign Shares are responsible for their own transportation and accommodation expenses.
9. 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.

#### **PRECAUTIONARY MEASURES FOR THE CLASS MEETING OF HOLDERS OF UNLISTED FOREIGN SHARES**

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Coronavirus Disease 2019 (COVID-19) pandemic, the Company will implement the following precautionary measures at the Class Meeting of Holders of Unlisted Foreign Shares to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

To enable Shareholders of the Company to participate in the Class Meeting of Holders of Unlisted Foreign Shares and to speak and observe in relation to the resolution(s) to be resolved at the Class Meeting of Holders of Unlisted Foreign Shares, Shareholders not attending the Class Meeting of Holders of Unlisted Foreign Shares in person may join a live streaming webcast of the Class Meeting of Holders of Unlisted Foreign Shares where they can both speak and see during the discussion session at the Class Meeting of Holders of Unlisted Foreign Shares via Zoom at zoom link address. Shareholders that intend to participate in the Class Meeting of Holders of Unlisted Foreign Shares via Zoom shall contact the Company before 4:30 p.m. on Saturday, January 28, 2023 to obtain a passcode to join the Class Meeting of Holders of Unlisted Foreign Shares via the following means:

By email: [isenquiries@venusmedtech.com](mailto:isenquiries@venusmedtech.com)

By telephone: (0571) 8675 9022

Shareholders should note that viewing the live streaming webcast of the Class Meeting of Holders of Unlisted Foreign Shares via Zoom will not be counted towards a quorum nor will they be able to cast their votes online. Shareholders who wish to vote are strongly encouraged to appoint the chairman of the Class Meeting of Holders of Unlisted Foreign Shares as their proxy to vote on the relevant resolution(s) at the Class Meeting of Holders of Unlisted Foreign Shares by completing and returning the Proxy Form in accordance with the instructions therein by a time not less than 24 hours before the time appointed for the Class Meeting of Holders of Unlisted Foreign Shares (i.e. 11:30 a.m. on Sunday, January 29, 2023), if they have not already done so.

To the extent permitted under the applicable laws, the Company reserves the right to deny any person entry into the Class Meeting of Holders of Unlisted Foreign Shares venue or require any person to leave the Class Meeting of Holders of Unlisted Foreign Shares venue so as to ensure the health and safety of the other attendees at the Class Meeting of Holders of Unlisted Foreign Shares. Subject to the development of COVID-19, the Company may be required to change the Class Meeting of Holders of Unlisted Foreign Shares arrangements at short notice Shareholders should check the websites of the Company (<http://www.venusmedtech.com/>) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for further announcements and updates on the Class Meeting of Holders of Unlisted Foreign Shares arrangements.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairperson of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document. If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our registered office. If any Shareholder has any question relating to the meeting, please contact the Company as above.

*As at the date of this notice, the executive Directors are Mr. Min Frank Zeng, Mr. Zhenjun Zi and Mr. Lim Hou-Sen (Lin Haosheng); the non-executive Director is Ms. Nisa Bernice Wing-Yu Leung; and the independent non-executive Directors are Mr. Ting Yuk Anthony Wu, Mr. Wan Yee Joseph Lau and Mr. Chi Wai Suen.*