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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 THIRD CLASS MEETING OF HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that the 2023 third class meeting of holders of H shares (the “**Class Meeting of Holders of H Shares**”) 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 11:00 a.m. on Wednesday, July 12, 2023 (or immediately after conclusion of the 2023 second extraordinary general meeting 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 RESOLUTIONS

1. Conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the H Shares which may fall to be issued and allotted upon the exercise of Options that may be granted under the Share Option Scheme (the Scheme Rules of which are contained in the document marked “A” produced to this meeting and signed by the chairman of this meeting for the purpose of identification), to consider and approve the adoption of the Share Option Scheme.
2. To consider, approve and adopt the Scheme Limit as defined in the circular of the Company dated June 21, 2023 (being 10% of the total number of H Shares in issue as at the date of the Shareholders’ approval of the Scheme Limit).
3. To consider, approve and adopt the Service Provider Sublimit as defined in the circular of the Company dated June 21, 2023 (being 1% of the total number of H Shares in issue as at the date of the Shareholders’ approval of the Service Provider Sublimit).
4. To consider and approve the proposed authorization to the Board and/or the Scheme Administrator to handle matters pertaining to the Share Option Scheme.

Details of the above resolutions are set out in the circular of the Company dated June 21, 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

June 21, 2023

Notes:

1. The register of members of H Shares of the Company will be closed from Friday, July 7, 2023 to Wednesday, July 12, 2023 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company on Friday, July 7, 2023 are entitled to attend and vote at the Class Meeting of Holders of H Shares. Holders of H Shares who intend to attend and vote at the Class Meeting of Holders of H Shares are required to deposit all Share transfer documents together with relevant Share certificates 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 no later than 4:30 p.m. on Thursday, July 6, 2023 for registration.
2. Shareholders entitled to attend and vote at the Class Meeting of Holders of H 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 H Shares 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 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 not less than 24 hours before the time fixed for the holding of the Class Meeting of Holders of H Shares or any adjournment thereof (as the case may be) (which is 11:00 a.m. on Tuesday, July 11, 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 H Shares or any adjournment thereof if he/she so wishes.
5. Shareholders and Shareholder proxies are required to produce identity proof when attending the Class Meeting of Holders of H Shares (and any adjournment thereof).
6. Pursuant to the Articles of Association, any vote of Shareholders at a class meeting of holders of H shares must be taken by poll. As such, the resolutions set out in the notice of the Class Meeting of Holders of H Shares will be voted on by poll.
7. Resolutions 1, 2, 3 and 4 as set out in this notice are inter-conditional upon each other. In the event that any of Resolutions 1, 2, 3 and 4 is not passed, all of Resolutions 1, 2, 3 and 4 will not take effect.
8. The Class Meeting of Holders of H Shares is expected to last for half a day. Shareholders (in person or by proxy) attending the Class Meeting of Holders of H 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.

As at the date of this notice, the executive Directors are Mr. Min Frank Zeng, Mr. Zhenjun Zi and Ms. Meirong Liu; the non-executive Director is Mr. Ao Zhang; and the independent non-executive Directors are Mr. Ting Yuk Anthony Wu, Mr. Wan Yee Joseph Lau and Mr. Chi Wai Suen.