



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)

PROXY FORM
FOR USE AT THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

I/We ^(Note 1) _____

of _____

being the registered holder(s) of _____ unlisted foreign shares/H shares ^(Note 2) of Venus Medtech (Hangzhou) Inc.

(the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3) or _____

of _____

as my/our proxy to attend and act for me/us at the 2023 third extraordinary general meeting of the Company to 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, November 30, 2023 (the "Meeting") (and any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4).

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	Conditional upon the passing of ordinary resolution number 2 and special resolution number 5, to elect Mr. Wei Wang as a non-executive director of the Company.			
2.	To elect Mr. Wei Chen as a supervisor of the Company.			
3.	To authorize the board of directors of the Company to approve the proposed letter of appointment with the proposed director and supervisor of the Company and all other relevant documents and to authorize any one executive director of the Company to sign such contract and other relevant documents for and on behalf of the Company and to take all necessary actions in connection therewith.			
4.	Conditional upon the passing of special resolution number 5, to consider and approve the resolution on the amendment to the Rules of Procedures for the Board of Directors of the Company.			
SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
5.	To consider and approve the amendment to the articles of association of the Company and to authorise the board of directors of the Company to deal with on behalf of the Company the relevant matters arising from the amendment to the articles of association of the Company.			

Date: _____

Signature(s) ^(Note 5): _____

Notes:

1. Please insert full name(s) and address(es) as shown in the register of members of the Company in **BLOCK LETTERS**.
2. Please delete as inappropriate and insert the number of shares registered in your name(s) to which this proxy form relates. If no number of shares is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
3. If any proxy other than the chairman of the Meeting 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 shareholder entitled to attend and vote at the Meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you. Such proxies may only exercise their voting rights in a poll. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “Against”. IF YOU WISH TO ABSTAIN, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “Abstain”.** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having been waived by you and the corresponding vote will be counted as “**Abstained**”.
5. This proxy form must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarised.
6. In case of joint holders of any shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first on the register of members, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
7. 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 Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H shareholders); or (2) the office of the Company, at 4/F, Block 3, 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 Meeting or any adjournment thereof (as the case may be) (which is 10:00 a.m. on Wednesday, November 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 2023 third extraordinary general meeting or any adjournment thereof if he/she so wishes. Shareholders and shareholder proxies are required to produce identity proof when attending the Meeting (and any adjournment thereof).
8. Unless otherwise indicated, capitalized terms used in this proxy form shall have the same meanings as those defined in the circular of the Company dated November 10, 2023.

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 Purposes 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 Computershare Hong Kong Investor Services Limited at the above address.