



Zhaoke Ophthalmology Limited

兆科眼科有限公司

(Incorporated in the British Virgin Islands with limited liability and continued in the Cayman Islands)

(Stock Code: 6622)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, MAY 17, 2024

I/We (name)^(Note 1) _____
of (address)^(Note 1) _____
being the registered holder(s) of _____ shares^(Note 2) of a nominal or par value of US\$0.0000025 each in the share capital of Zhaoke Ophthalmology Limited (the “Company”) HEREBY APPOINT^(Note 3) THE CHAIRMAN OF THE MEETING or _____ of _____, as my/our proxy to attend the annual general meeting (and at any adjournment thereof) of the Company to be held on Friday, May 17, 2024 at Unit 716, 7/F, Building 12W Phase 3, Hong Kong Science Park Shatin, Hong Kong for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions as indicated below:

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To grant a general mandate to the directors (the “Directors”) of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding treasury Shares).		
2.	To grant a general mandate to the Directors to allot, issue and deal with additional shares (including any sale or transfer of treasury shares held in the name of the Company after the amendments to the Rules Governing the Listing of Securities on the Stock Exchange relating to treasury shares have come into effect on June 11, 2024) of the Company not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares).		
3.	To extend the general mandate granted to the Directors to issue shares of the Company by adding thereto the shares to be repurchased by the Company.		
4.	(i) To re-elect Dr. Li Xiaoyi as an executive Director of the Company; (ii) To re-elect Ms. Tiantian Zhang as a non-executive Director of the Company; and (iii) To re-elect Prof. Lo Yuk Lam as an independent non-executive Director of the Company.		
5.	To authorize the board of Directors of the Company (the “Board”) to fix the remuneration of the Directors.		
6.	To re-appoint KPMG as auditors of the Company and authorize the Board to fix their remuneration.		

Dated this _____ day of _____, 2024

Signature^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more (if he/she/it holds more than one share) proxies to attend and vote instead of him/her/it. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy (or proxies) is so appointed. A proxy need not be a shareholder of the Company. **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 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”.** Failure to tick a box will entitle your proxy (or proxies) to cast your vote at his/her discretion. Your proxy (or proxies) will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised 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 or other person duly authorised.
- Every shareholder of the Company present in person or by proxy or, being a corporation, is present by its duly authorised representative, shall have one vote for every fully paid share of which he/she/it is the holder.
- 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 stand in the register of members of the Company.
- 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 delivered to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting (i.e. not later than 3:00 p.m. Wednesday, May 15, 2024 or any adjournment thereof).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.
- Reference to dates and time in this form of proxy are to Hong Kong dates and time.

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 annual general 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 authorised 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 the Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.