Shanghai HeartCare Medical Technology Corporation Limited

上 海 心 瑋 醫 療 科 技 股 份 有 限 公 司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6609)

PROXY FORM FOR USE AT
THE 2021 EXTRAORDINARY GENERAL MEETING

I/We*(Note 1)* _____

of _____

being the registered holder(s) of _____ unlisted

shares/H shares*(Note 2)* of Shanghai HeartCare Medical Technology Corporation Limited (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 2021 extraordinary general meeting of the Company to be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC at 2:00 p.m. on Monday, November 1, 2021 (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)*.

	Special Resolutions	**For***(Note 4)*	**Against***(Note 4)*	**Abstain***(Note 4)*
1.	To consider and approve the proposed adoption of the 2021 H Share Incentive Scheme.			
2.	To consider and approve the proposed authorization to the Board and/or the Delegatee to handle matters pertaining to the 2021 H Share Incentive Scheme.			
3.	To consider and approved the proposed amendments to the Articles of Association and authorize any one of the Directors to revised the wording of such amendments as appropriate (no approval from the Shareholders is required for such amendments), and execute relevant documents and/or take all relevant actions as it considers necessary or appropriate and in the interest of the Company to effect to proposed amendments, comply with the PRC laws and regulations and meeting the requirements of the relevant regulatory authorities of the PRC (if any), and deal with other relevant matters arising from the amendments to the Articles of Association.			

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".** The shares abstained will be counted in the calculation of the required majority. 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. If the shareholder is a corporation, the proxy form must be either under the seal of the corporation (must be signed by the legal representative/person-in-charge in case of a shareholder being a domestic corporation) or signed by its director(s) or duly authorized attorney(s). 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 notarized.

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 (ii) the registered office of the Company, at Floor 1 and 3, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC (for holders of unlisted shares) not less than 24 hours before the time fixed for the holding of the or any adjournment thereof (as the case may be) (which is 2:00 p.m. on Sunday, October 31, 2021 (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 2021 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).