



# Honliv Healthcare Management Group Company Limited

宏力醫療管理集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9906)

|  |  |
|--|--|
| Number of shares to which this form of proxy relates <sup>(Note 1)</sup> |  |
|--|--|

## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 14 JUNE 2024

I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_ being the registered holder(s)  
of shares of HK\$0.0001 each in the issued share capital of Honliv Healthcare Management Group Company Limited (the “Company”) hereby appoint the Chairman of the meeting <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “AGM”) of the Company to be held at No. 8, Bo Ai Road (south), Changyuan County, Henan Province, China on Friday, 14 June 2024 at 10:00 a.m. (and at any adjournment thereof).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast <sup>(Note 4)</sup>.

| ORDINARY RESOLUTIONS |   | FOR | AGAINST |
|----------------------|---|-----|---------|
| 1.                   | To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.  |     |         |
| 2(a).                | To re-elect Mr. Wang Zhongtao as an executive Director.   |     |         |
| 2(b).                | To re-elect Mr. Qin Hongchao as a non-executive Director.   |     |         |
| 2(c).                | To re-elect Mr. Zhao Chun as an independent non-executive Director.   |     |         |
| 2(d).                | To authorize the board of directors of the Company to fix the respective directors’ remuneration.   |     |         |
| 3.                   | To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorize the board of directors to fix their remuneration.  |     |         |
| 4.                   | To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.  |     |         |
| 5.                   | To give a general mandate to the directors to issue, allot and deal with additional shares of the Company (including any sale and transfer of the shares of the Company out of treasury that are held as treasury shares) not exceeding 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution. |     |         |
| 6.                   | To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.  |     |         |
| SPECIAL RESOLUTION   |   | FOR | AGAINST |
| 7.                   | To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:<br>To adopt the fourth amended and restated memorandum and articles of association.   |     |         |

Dated: \_\_\_\_\_ 2024

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert the number of shares to which this form of proxy relates. 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 more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. 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 AGM is entitled to appoint a proxy/more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. In 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.
7. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at 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 or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
9. References to time and dates in this form of proxy are to Hong Kong time and dates.

---

**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 AGM 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 Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.