



Chaoju Eye Care Holdings Limited

朝聚眼科醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2219)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) _____ (Block capitals, please) of
(Address) _____ being the holder(s) of
_____ (Note 1) shares of HK\$0.00025 each in the capital of Chaoju Eye Care Holdings

Limited (the "Company") hereby appoint (Name) _____
of (Address) _____

or failing him/her (Name) _____
of (Address) _____

or failing him/her, the chairman of the meeting (Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company (the "Meeting") to be held at Room 2403, 24/F, Block A, Shouke Building, Taipingqiao Street, Fengtai District, Beijing, China on Tuesday, June 6, 2023 at 10:00 a.m. and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorized and instructed to vote as indicated (Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions*		For (Note 3)	Against (Note 3)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and auditor of the Company for the year ended December 31, 2022.		
2.	To declare a final dividend of HK\$0.1738 per share for the year ended December 31, 2022.		
3.	(a) To re-elect Mr. Zhang Bozhou as an executive Director.		
	(b) To re-elect Mr. Zhang Guangdi as an executive Director.		
	(c) To re-elect Mr. Ke Xian as a non-executive Director.		
	(d) To re-elect Ms. Zhang Wenwen as a non-executive Director.		
	(e) To authorize the board of Directors (the "Board") to fix remuneration of the Directors.		
4.	To re-appoint Ernst & Young as the auditors of the Company and authorize the Board to fix remuneration of auditors.		
5.	(A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the number of issued shares of the Company.		
	(B) To give a general and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the number of issued shares of the Company.		
	(C) To extend the authority given to the Directors pursuant to the ordinary resolution No. 5(A) to issue shares by adding to the number of issued shares of the Company the number of shares repurchased under the ordinary resolution No. 5(B).		
SPECIAL RESOLUTION*			
6.	To approve the adoption of the second amended and restated memorandum and articles of association of the Company, which contain the proposed amendments to the existing amended and restated memorandum and articles of association of the Company currently in effect as set out in Appendix III of the circular of the Company dated April 26, 2023, in substitution for and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with immediate effect; and any one director and/or the registered office provider of the Company be and is hereby authorised severally to do all things necessary or expedient to to implement the adoption of the second amended and restated memorandum and articles of association, including without limitation, attending to the necessary filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.		

* The full text of the resolutions is set out in the notice of the Meeting.

Dated this _____ day of _____, 2023

Signature(s) _____ (Note 5)

Notes:

1. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. A member may appoint more than one proxy of his/her own choice. If such an appointment is made, please strike out the words "or failing him/her, the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
3. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy 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.
4. This form of proxy must be signed by you or your agent duly authorised in writing, or if the appointor is a corporation, must be under common seal or under the hand of an officer, attorney, or other person duly authorized on that behalf.
5. Where there are joint holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
6. 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 notarially certified copy of such power of attorney authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the meeting (i.e. no later than 10:00 a.m. on Sunday, June 4, 2023. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
7. A proxy needs not be a shareholder of the Company.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your and your proxy's Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Annual General Meeting. Your supply of your and your proxy's Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.
- (iii) Your and your proxy's Personal Data may be disclosed or transferred by the Company to its branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and retained for such period as may be necessary for our verification and record purposes.
- (iv) By providing your proxy's Personal Data in this form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her personal data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.
- (v) You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing to the Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

This document is made in English and Chinese. In case of any inconsistency, the English version shall prevail.