



# RICI HEALTHCARE HOLDINGS LIMITED

## 瑞慈醫療服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1526)

### FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We <sup>(Name)</sup> (Block Capital, please) \_\_\_\_\_  
of (Address) \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ <sup>(see Note 1)</sup> shares of US\$0.0001 each in the capital  
of Rici Healthcare 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 <sup>(see Note 2)</sup> as my/our proxy to attend and vote for me/us and on my/our behalf at the  
extraordinary general meeting of the Company to be held at 19/F, Catic Mansion, No. 212 Jiangning Road, Jingan District, Shanghai,  
the PRC on Friday, December 29, 2017 at 10:00 a.m., and at any adjournment thereof or on any resolution or motion which is  
proposed thereat. My/Our proxy is authorised and instructed to vote as indicated <sup>(see Note 3)</sup> in respect of the undermentioned resolutions:

| Ordinary Resolutions <sup>(see Note 3)</sup>   | For <sup>(see Note 3)</sup> | Against <sup>(see Note 3)</sup> |
|--|-----------------------------|---------------------------------|
| (a) the investment agreement dated November 8, 2017 (the “ <b>Investment Agreement</b> ”) entered into between the Company, Shanghai Rich Medical Investment Group Co., Ltd. (上海瑞慈醫療投資集團有限公司) (“ <b>Shanghai Rich Medical</b> ”), Chelsea Grace Holdings Limited (翠慈控股有限公司), Dr. Fang Yixin, Dr. Mei Hong and Shenzhen Ping An Health and Technology Equity Investment LLP* (深圳市平安健康科技股權投資合夥企業(有限合夥)) (“ <b>Ping An Health Technology Fund</b> ”), in relation to the establishment of a joint venture company and the transactions contemplated thereunder (including but not limited to (i) the establishment of the joint venture (the “ <b>Joint Venture</b> ”) by Shanghai Rich Medical and Ping An Health Technology Fund, (ii) the grant of repurchase option to Ping An Health Technology Fund with respect to its equity interest in the Joint Venture, and (iii) the issuance of convertible bonds with a total principal amount of RMB150.0 million (equivalent to approximately HK\$176.7 million) by the Joint Venture to Ping An Health Technology Fund) be and are hereby approved, confirmed and ratified; and |                             |                                 |
| (b) any one director of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as he/she may in his/her absolute discretion deems necessary or desirable to give effect to or in connection with the Investment Agreement and the transactions contemplated thereunder.   |                             |                                 |

Date: \_\_\_\_\_

Signature(s) <sup>(see Note 4 & 5)</sup>: \_\_\_\_\_

*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 shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “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. If the appointor is a corporation, this form must be executed under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the meeting. 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 need not be a shareholder of the Company.

**PERSONAL INFORMATION COLLECTION STATEMENT**

“Personal Data” in this form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (“PDPO”), which includes your and your proxy’s name and address.

Your and your proxy’s Personal Data provided in this form of proxy 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 Meeting. The supply of your and your proxy’s Personal Data is on a voluntary basis. However, the Company may not be able to process your request unless you provide us with your and your proxy’s Personal Data.

Your and your proxy’s Personal Data will be disclosed or transferred to the Company’s share registrar and its Hong Kong branch share registrar and transfer office and/or other companies or bodies for the purpose stated above, 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 will be retained for such period as may be necessary for our verification and record purpose.

By providing your proxy’s Personal Data in this form of proxy, 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 form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

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 by either of the following means:

By mail to: Personal Data Privacy Officer  
Computershare Hong Kong Investor Service Limited  
Shops 1712–1716, 17th Floor, Hopewell Center, 183 Queen’s Road East,  
Wanchai, Hong Kong

By email to: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)