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**Shanghai HeartCare Medical Technology
Corporation Limited**

上海心璋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)

**(1) EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS
CONCERNING THE A SHARE ISSUE AND THE AUTHORIZATION
CONCERNING THE A SHARE ISSUE;
(2) ELECTION OF THE BOARD OF DIRECTORS AND
SUPERVISORY COMMITTEE;
AND
(3) NOTICES OF EGM AND CLASS MEETINGS**

Capitalized terms used in this cover page shall have the same meanings as defined in this circular.

A letter from the Board is set out on pages 5 to 26 of this circular. A notice convening the EGM and Class Meetings to be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC on November 8, 2023 at 10:00 a.m. is set out on pages 33 to 40 of this circular. A form of proxy for the EGM and the Class Meetings for use by the Shareholders is enclosed with this circular. Whether or not you are able to attend the EGM and Class Meetings in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) or the Company's registered office 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) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM and the Class Meetings or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM and Class Meetings or any adjourned meeting thereof (as the case may be) if they so wish and in such event, the form of proxy shall be deemed to be revoked.

Reference to times and dates in this circular are to Hong Kong local times and dates.

October 20, 2023

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DEFINITIONS

In this circular, the following expression shall have the meanings set out below unless the context requires otherwise:

“2022 Class Meetings”	the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders
“2022 First Extraordinary General Meeting” or “2022 EGM”	the extraordinary general meeting of the Company held on November 9, 2022, details of which are set out in the announcement of the Company dated November 9, 2022 and the circular of the Company dated October 24, 2022
“2022 First Class Meeting of H Shareholders”	the class meeting of H Shareholders held on November 9, 2022, details of which are set out in the announcement of the Company dated November 9, 2022 and the circular of the Company dated October 24, 2022
“2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders”	the class meeting of Domestic Shareholders and Unlisted Foreign Shareholders held on November 9, 2022, details of which are set out in the announcement of the Company dated November 9, 2022 and the circular of the Company dated October 24, 2022
“A Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company proposed to be allotted, issued and listed on the Sci-Tech Board
“A Share Issue” or “Issue of A Shares” or “Issue”	the proposed initial public issue of not more than 13,000,000 A Shares, which will be listed on the Sci-Tech Board, details of which are set out in the circular of the Company dated October 24, 2022
“Articles of Association” or “Articles”	the articles of association of the Company, as amended from time to time

DEFINITIONS

“Authorization concerning the A Share Issue”	the authorization concerning the A Share Issue granted to the Directors which was considered and approved at the 2022 First Extraordinary General Meeting, the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company held on November 9, 2022
“Board of Directors” or “Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular, excluding the regions of Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Class Meetings”	the class meeting of holders of H Shares and the class meeting of holders of Domestic Shares and Unlisted Foreign Shares to be held, the notices of which are set out in pages 37 to 40 of this circular
“Class Meeting of H Shareholders”	the class meeting of holders of H Shares to be held, the notices of which are set out in pages 37 to 38 of this circular
“Class Meeting of Unlisted Shareholders”	the class meeting of holders of Unlisted Shares to be held, the notices of which are set out in pages 39 to 40 of this circular
“Company”	Shanghai HeartCare Medical Technology Corporation Limited (上海心瑋醫療科技股份有限公司), a joint stock limited liability company incorporated in the PRC, whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 6609)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EGM”	the extraordinary general meeting of the Company to be held, the notice of which is set out in pages 33 to 36 of this circular
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Stock Exchange
“HKD”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	October 17, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Resolutions concerning the A Share Issue”	the resolutions concerning the A Share Issue which were considered and approved at the 2022 First Extraordinary General Meeting, the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company held on November 9, 2022
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Sci-Tech Board”	the Science and Technology Innovation Board of the Shanghai Stock Exchange

DEFINITIONS

“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising Domestic Share(s), Unlisted Foreign Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Unlisted Foreign Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each and are held by persons other than PRC nationals or PRC-incorporated entities and are not listed on any stock exchange
“Unlisted Shares”	Shares that are not listed on the Hong Kong Stock Exchange, being the total of Domestic Shares and Unlisted Foreign Shares

LETTER FROM THE BOARD



**Shanghai HeartCare Medical Technology
Corporation Limited**

上海心璋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)

Executive Directors:

Mr. WANG Guohui (*Chairman*)
Ms. ZHANG Kun
Mr. WEI Jiawei

Registered office and headquarters in the PRC:

Floor 1 and 3, Building 38
No. 356, Zhengbo Road Lingang New District
Pilot Free Trade Zone Shanghai, PRC

Non-executive Directors:

Mr. DING Kui
Mr. CHEN Shaoxiong

Principal place of business in Hong Kong:

Room 1901, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

Independent Non-executive Directors:

Mr. GUO Shaomu
Mr. FENG Xiangqian
Mr. GONG Ping

October 20, 2023

To the Shareholders:

Dear Sir/Madam,

**(1) EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS
CONCERNING THE A SHARE ISSUE AND THE AUTHORIZATION
CONCERNING THE A SHARE ISSUE;
(2) ELECTION OF THE BOARD OF DIRECTORS AND
SUPERVISORY COMMITTEE;
AND
(3) NOTICES OF EGM AND CLASS MEETINGS**

I. INTRODUCTION

References are made to the announcements of the Company dated November 9, 2022, and October 10, 2022 and the circular of the Company dated October 24, 2022 in relation to, among others, the Resolutions concerning the A Share Issue and the Authorization concerning the A Share

LETTER FROM THE BOARD

Issue. Reference is further made to the announcement of the Company dated October 16, 2023 in relation to the proposed extension of the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue.

On October 13, 2023, the Board approved and resolved to submit to the EGM and Class Meetings for approval of the following special resolution and the following ordinary resolution at the EGM:

SPECIAL RESOLUTION

1. Proposed extension of the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue.

ORDINARY RESOLUTION

2. Proposed election of the Board of Directors and Supervisors of the second session of the Board and of the Supervisory Committee and their respective proposed remunerations.

The purpose of this circular is to provide you with relevant information to enable you to make informed decision on whether to vote for or against the above resolution to be proposed at the EGM and the Class Meetings (as the case may be).

II. PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS CONCERNING THE A SHARE ISSUE AND THE AUTHORIZATION CONCERNING THE A SHARE ISSUE

The Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue were approved at the 2022 First Extraordinary General Meeting, the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company dated November 9, 2022. The validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue were 12 months from the date on which they were considered and approved at the 2022 First Extraordinary General Meeting, the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company.

As of the Latest Practicable Date, given that the A Share Issue is still in progress and the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue will expire on November 8, 2023, it is reasonable to propose to extend the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue for 12 months in consideration of the current progress of the A Share Issue. The

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Board proposes to extend the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue for 12 months from the date on which they were considered and approved at the EGM (i.e., from November 8, 2023 to November 7, 2024) for the purpose of ensuring the on-going proceeding of the A Share Issue.

The resolution in relation to the proposed extension of the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue will be submitted by way of a special resolution at the EGM and the Class Meetings for consideration and approval. Save for above, all other contents in respect of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue will remain unchanged. For more details, please refer to the Appendix I to II in this circular.

III. OTHER INFORMATION FOR THE A SHARE ISSUE

1. Reasons for the Issue of A Shares and listing on the Sci-Tech Board

The Company has set out reasons and benefits for the A Share Issue in its circular dated October 24, 2022, which includes that the Company considers that the listing on the Sci-Tech Board would be beneficial to the Company and its Shareholders as a whole and is beneficial to strengthen the sustainable development of the Company. The Directors consider that the A Share Issue will provide the Company with branding and benefits of a dual listed company, and the Company's further funding needs are to be met by the proceeds from the A Share Issue. The Directors also consider that the proposed extension of the validity period of the Resolutions and the Authorization concerning the A Share Issue will not have any material adverse impact on the Company.

Taking into account these reasons and benefits, the Company is of the view that the proposed extensions of 12 months of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue are necessary and reasonable so as to enable the Company to proceed with the A Share Issue at such time when the Company considers appropriate, and are in the interests of the Company and the Shareholders as a whole and is beneficial to strengthen the sustainable development of the Company.

2. Effects on Shareholding Structure of the Company

Upon completion of the issue and listing of A Shares, all of the existing Domestic Shares and Unlisted Foreign Shares will be converted into A Shares and be listed on the Sci-Tech Board. Such converted A Shares will be deposited in China Securities Depository and Clearing Corporation Limited and subject to lock-up periods as required under relevant PRC laws and regulations.

LETTER FROM THE BOARD

Assuming that a total of 13,000,000 new A Shares are to be issued, the shareholding structure of the Company as at the Latest Practicable Date and immediately after the completion of the A Shares Issue is as follow (assuming there is no other change in the share capital of the Company from the Latest Practicable Date up to and including the date of completion of the Issue of A Shares):

	As at the Latest Practicable Date	Immediately after the completion of the A Shares Issue
Substantial shareholders, Directors, Supervisors, chief executive and their respective associate		
(1) Domestic Shares	5,537,506	—
(2) Unlisted Foreign Shares	266,862	—
(3) A Shares to be converted from Domestic Shares	—	5,537,506
(4) A Shares to be converted from Unlisted Foreign Shares	—	266,862
(5) H Shares	15,799,681	15,799,681
Sub-total	21,604,049	21,604,049
	(55.63% of the total issued Shares)	(41.68% of the total issued Shares)
Other Shareholders		
(1) Domestic Shares	1,194,384	—
(2) Unlisted Foreign Shares	269,852	—
(3) A Shares to be converted from Domestic Shares	—	1,194,384
(4) A Shares to be converted from Unlisted Foreign Shares	—	269,852
(5) H Shares	15,766,123	15,766,123
New A Shares proposed to be issued	—	13,000,000
Total	38,834,408	51,834,408

Assuming a maximum of 13,000,000 A Shares are issued, it is expected that a total of 30,230,359 Shares of the Company, representing 58.32% of the then total issued Shares of the Company will be held by the public (including H Shares and A Shares held by the public but excluding any Shares held by the Company's substantial shareholders, Directors, Supervisors, chief executive and their respective close associates) following the completion of the Proposed Issue of A Shares. As such, the Company would still be able to meet the minimum requirement on public

LETTER FROM THE BOARD

float percentage under the Listing Rules. The Company will closely monitor the shareholdings of the controlling Shareholders and other core connected persons to monitor its public float percentage (including H Shares and A Shares held by the public) to maintain the minimum percentage of listed securities as prescribed by Rule 8.08 of the Listing Rules at all times, including during the stabilization period for the newly issued A shares, in public hands. The Company will also ensure its compliance with relevant requirements on public float as stipulated under the Listing Rules and will promptly notify the Stock Exchange of any changes in the Company's public float.

3. Progress of A Share Issue

On October 10, 2022, the Board resolved to approve relevant proposals of the Company on the A Share Issue. The relevant proposals in relation to the A Share Issue were considered and approved at the 2022 First Extraordinary General Meeting, the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company held on November 9, 2022.

Since the last approval by the Shareholders of the relevant proposals in relation to the Issue of A Share, the Company has been working with the professional intermediaries engaged for the purpose of the proposed Issue of A Shares, including the sponsor/lead underwriter, its legal adviser and auditor, to conduct due diligence on the Company and its business and to prepare and update the relevant application material and prospectus. As of the date of this circular, the Company is preparing its application material, including its A Share prospectus, in respect of the Issue of A Shares to be submitted to the Shanghai Stock Exchange.

As at the Latest Practicable Date, the Company's plans and key future milestones for the Issue of A Shares are as below:

- The Company expects to make an application to the Shanghai Stock Exchange as soon as practicable, after which it will receive a notice of acceptance issued by the Shanghai Stock Exchange to the Company and a copy of the prospectus of the Issue of A Shares (the “**A Share Prospectus**”) will be published on the website of the Review and Approval of the Issuance of Listing of Stocks of the Shanghai Stock Exchange (上海證券交易所發行上市審核網站) at listing.sse.com.cn for preliminary publication.
- The Shanghai Stock Exchange will raise questions to the Company by way of inquiry letter(s) and the Company will then provide written responses accordingly (the “**Q&A**”). The length of time incurred for the Q&A generally depend on the number of questions the Shanghai Stock Exchange may have.

LETTER FROM THE BOARD

- Upon completion of the Q&A, the Shanghai Stock Exchange will arrange a review meeting (the “**Meeting**”) with its listing committee (the “**Listing Committee**”). The Company and representatives from the sponsor for the proposed A Share Issue will attend the Meeting and response to the Listing Committee.
- After the Meeting and upon the approval by the Listing Committee, the Shanghai Stock Exchange will submit an application to the CSRC for registration of the A Shares.
- Upon the completion of the registration of the Shares with the CSRC, the Company can then arrange for the issuance of the A Shares. The major steps involved in the issuance of the A Shares include performing roadshow(s), determining strategic allotment if needed, offline placement and online subscription, determining whether or not to adopt an over-allotment option, etc., after which the process of the issuance of the A Shares will be completed.
- The Company will then determine the listing date of the A Shares. The existing Domestic Shares and Unlisted Foreign Shares in issue of the Company will be converted into A Shares on the listing date of the A Shares.

The Company’s plans and key future milestones for the Issue of A Shares above are based on the best estimation of the Company, and may be subject to further changes based on regulatory developments, market conditions and development of the Company.

IV. PROPOSED ELECTION OF THE BOARD OF DIRECTORS OF THE SECOND SESSION OF THE BOARD AND THEIR RESPECTIVE PROPOSED REMUNERATIONS

In accordance with the provisions of the Articles of Association, the second session of the Board shall comprise nine (9) Directors with more than one third of the members of the Board of Directors shall be independent Directors (equivalent to the independent non-executive directors referred to in the Hong Kong Listing Rules). The term of office of the second session of the Directors of the Board is three (3) years with effect from the date of approval at the EGM.

LETTER FROM THE BOARD

1. Proposed Directors of the Second Session of the Board

It is proposed to appoint nine (9) Directors for the second session of the Board. The proposed Directors of the second session of the Board are as follows:

Executive Directors:

Mr. WANG Guohui

Ms. ZHANG Kun

Mr. WEI Jiawei

Non-executive Directors:

Mr. DING Kui

Mr. CHEN Shaoxiong

Mr. CHEN Gang

Independent Non-executive Directors:

Mr. GUO Shaomu

Mr. FENG Xiangqian

Mr. GONG Ping

2. Biographical Details of the Proposed Directors

Biographical details of the proposed Directors of the Board in the second session are set out as follows:

Executive Directors

Mr. WANG Guohui (王國輝), aged 46, is one of our single largest Shareholders and founders. As our Director and chief executive officer since the establishment of our Company in June 2016, he was redesignated as our executive Director and appointed as our chairman of the Board on November 23, 2020. He is primarily responsible for the overall management of our Company.

Mr. Wang has nearly 20 years' experience in the fields of R&D and commercialization of medical devices. Prior to the founding of our Company, he worked at Shanghai MicroPort Medical (Group) Co., Ltd. (上海微創醫療器械(集團)有限公司, the “**MicroPort**”), a company primarily engaged in the R&D, manufacturing and marketing of medical devices and a subsidiary of MicroPort Scientific Corporation (微創醫療科學有限公司, the “**MicroPort Scientific**”), whose shares are listed on the Main Board of the Stock Exchange (stock code: 00853.hk), from August 2004 to February 2012. MicroPort Scientific was then a leading medical technology company that

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was developing, manufacturing and selling high-end medical devices in the PRC whose products included those used for vascular diseases and disorders, such as cardiovascular, neurovascular, aortic and peripheral vascular, as well as devices for cardiology, electrophysiology, orthopedics and diabetes. Mr. Wang was primarily responsible for the management of quality system and registration regulations at MicroPort. From March 2012 to November 2014, he was the senior director of quality regulations at Angiocare Medical Technology Corporation Limited (上海安通醫療科技有限公司, the “**Angiocare**”), a company primarily engaged in the development, production and sale of medical devices for renal denervation, where he was primarily responsible for quality control and products registration. From December 2014 to November 2015, Mr. Wang served as the deputy general manager of Essen Technology (Beijing) Corporation Limited (易生科技(北京)有限公司, the “**Essen Technology**”), a company primarily engaged in interventional cardiovascular devices in China with a current focus on the R&D and commercialization of DES products, where he was primarily responsible for the overall management of the company. From December 2015 to May 2016, he was the deputy general manager of Shanghai Bio-heart Biological Technology Co., Ltd. (上海百心安生物技術股份有限公司), which is a leading interventional cardiovascular device company in China with current focus on bioresorbable scaffolds and renal denervation, where he was primarily responsible for quality control and products registration. In November 2007, he was certified as a standardization engineer by Shanghai Municipal Human Resources Bureau (上海市人事局), currently known as Shanghai Municipal Human Resources and Social Security Bureau (上海市人力資源和社會保障局). In November 2019, he was appointed as a committee member by the Youth Committee of Shanghai Stroke Association (上海卒中學會青年理事會). In September 2020, Mr. Wang was appointed as a professional consultant to the Life Science Blue Bay of Lin-gang Special Area (臨港新片區生命藍灣) by China (Shanghai) Pilot Free Trade Zone Lin-gang Special Area Administration (中國(上海)自由貿易試驗區臨港新片區管理委員會) and Shanghai Lin-gang Economic Development (Group) Corporation Limited (上海臨港經濟發展(集團)有限公司). Mr. Wang was also appointed as a committee member of the Cardiovascular Implant Sub-Technical Committee of the National Standardization Technical Committee for Surgical Implants and Orthopedic Devices (全國外科植入物和矯形器械標準化技術委員會心血管植入物分技術委員會) by the Standardization Administration of the PRC (國家標準化管理委員會), a vice managing committee member of the Intervention Medical Engineering Committee of the Shanghai Biomedical Engineering Society (上海市生物醫學工程學會介入醫學工程專會副主任委員), and was named as a “Shanghai Industry Elite” (上海產業菁英).

Mr. Wang obtained his bachelor’s degree in marine engineering management from Dalian Maritime University (大連海事大學) in the PRC in July 2000. He received his master’s degree in applied chemistry from Shanghai University (上海大學) in the PRC in March 2005, and a degree of executive master of business administration from Tsinghua University (清華大學) in the PRC in January 2016.

LETTER FROM THE BOARD

Ms. ZHANG Kun (張坤), aged 46 and formerly named Zhang Ye (張葉), was redesignated as our executive Director and appointed as our deputy general manager on November 23, 2020. She joined our Company as a Supervisor in April 2018 and has served as a Director of our Company since September 2019. She is primarily responsible for the clinical trials, cardiac interventional business and central marketing department of our Company.

Ms. Zhang has over 20 years' experience in the fields of the R&D and commercialization of medical devices. Prior to the founding of our Company, she was the sales representative of Shanghai Zhenwei Science and Trade Corporation Limited (上海真維科貿有限公司), a company mainly engaged in the distribution of medical devices, from August 2000 to May 2002, where she was primarily responsible for the development, sale and marketing of the interventional products in Shanghai area. From May 2002 to March 2004, she was the regional sales manager in charge of Shanghai area at MicroPort and was then promoted to the head of marketing department and medical affairs department during the period from March 2005 to May 2009. From May 2009 to January 2011, she served as the national marketing director of Shanghai MicroPort EP MedTech Corporation Limited (上海微創電生理醫療科技股份有限公司), a company primarily engaged in the R&D, manufacturing and marketing of medical devices and equipment and a subsidiary of MicroPort Scientific where she was primarily responsible for the marketing of the company. From December 2012 to November 2014, Ms. Zhang was the director of clinical experiment department at Angiocare, where she was primarily responsible for the management of clinical experiments and the marketing of products. From November 2014 to October 2020, she was the deputy general manager at Essen Technology, where she was primarily responsible for the overall management of the company.

Ms. Zhang obtained her bachelor's degree in mechanical and electrical engineering from Beijing Academy of Armored Forces Engineering (北京裝甲兵工程學院) in the PRC in July 2000. She received her master's degree in business administration from the City University of Hong Kong in Hong Kong in February 2017. Since 2017, Ms. Zhang has held various positions at the City University of Hong Kong Executive Master of Business Administration (Chinese) Alumni Association (香港城市大學EMBA(中文)校友會, the "**EMBA (Chinese) Alumni Association of CityU**"). In September 2018, she was appointed as the deputy secretary-general for a term of two years from 2017 to 2019 by EMBA (Chinese) Alumni Association of CityU Limited (香港城市大學行政人員工商管理碩士(中文)校友會有限公司). Subsequently since December 2019, Ms. Zhang has been serving as a council member of EMBA (Chinese) Alumni Association of CityU for consecutive terms from 2019 to 2021, and 2021 to 2024. In December 2019, she was also appointed as a full-time deputy vice-president (devices) of the Biomedicine Professional Committee (生物醫藥專業委員會) of EMBA (Chinese) Alumni Association of CityU, certified as the founding member and appointed as the consultant to the presidential council of the EMBA (Chinese) Alumni Association of CityU.

LETTER FROM THE BOARD

Mr. WEI Jiawei (韋家威), aged 46 joined our Company in September 2020 and was appointed as the deputy general manager in November 2020. He was redesignated as our executive Director on June 10, 2022. He is primarily responsible for sales management of our Company.

Mr. Wei has extensive experience in the field of marketing and sale of medical devices. Between September 2005 to December 2008, he worked in the BSC International Medical Trading (Shanghai) Corporation Limited (波科國際醫療貿易(上海)有限公司). From July 2008 to July 2018, Mr. Wei was first a regional sales manager in Ev3 Medical Devices (Beijing) Corporation Limited (醫偉司安醫療器材(北京)有限公司) and then promoted to the manager of its national new business development department of Covidien Healthcare International Trading (Shanghai) Corporation Limited (柯惠醫療器材國際貿易(上海)有限公司), both companies being the subsidiaries of Medtronic plc. He was a deputy general manager of sales of Jiangsu Nico Medical Technology Corporation Limited (江蘇尼科醫療器械有限公司) from August 2018 to August 2020.

Mr. Wei obtained his bachelor's degree in chemical pharmaceutical technology from East China University of Science and Technology (華東理工大學) in the PRC in July 1999.

Non-executive Directors

Mr. DING Kui (丁魁), aged 41 joined our Company in April 2018 as a Director and was redesignated as our non-executive Director on November 23, 2020. He is primarily responsible for providing strategic advice and recommendations on the operations and management of our Company.

Mr. Ding has more than 18 years' experience in financial and healthcare industries. From August 2005 to August 2012, Mr. Ding worked in Sinolink Securities Corporation Limited (國金證券股份有限公司) as a business director. He has been serving as the deputy general manager and the secretary of the board of directors at Shanghai Kinetic Medical Corporation Limited (上海凱利泰醫療科技股份有限公司, the "**Kinetic**") since August 2012, where he was primarily responsible for the management of the office of the board of directors, the investment and development department and legal department. Since he joined Kinetic, Mr. Ding has also been serving as non-executive directors and supervisors in various companies Kinetic invested in.

Mr. Ding obtained his bachelor's degree in electrical engineering and automation from Tongji University (同濟大學) in the PRC in July 2003.

Mr. CHEN Shaoxiong (陳少雄), aged 61, was appointed as our non-executive Director on November 9, 2022. He has worked at the Shanghai Biopharmaceuticals Industry Association ("**SBIA**") since May 2003 and is currently serving as the secretary general and executive president of SBIA. Prior to joining SBIA, Mr. Chen Shaoxiong worked at Shanghai No.1 Biochemical and

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Pharmaceutical Co., Ltd. and its predecessor, Shanghai Biochemical Pharmaceutical Factory, between July 1984 and April 2003. Mr. Chen Shaoxiong has also served as the secretary general of the award committee of the C.C. Tan Life Science Award since May 2008 and the vice president of the Shanghai Federation of Industrial Economics: Shanghai Federation of Economic Organization since January 2010.

Mr. Chen Shaoxiong obtained his bachelor's degree in agriculture from the School of Agriculture and Biology of Shanghai Jiao Tong University (formerly known as Shanghai School of Agriculture) in July 1984, and he further obtained his executive master's degree in business administration from Antai College of Economics and Management at Shanghai Jiao Tong University in June 2010, and his doctorate of business administration from the Grenoble Ecole De Management in France in February 2018. Mr. Chen Shaoxiong has also been a qualified principal senior engineer since December 2018.

Mr. CHEN Gang (陳剛), aged 40, joined our Company in June 2020 as a Director and was redesignated and served as our non-executive Director from November 2020 to August 2022. He will be primarily responsible for providing strategic advice and recommendations on the operations and management of our Company.

Mr. Chen has over 16 years' experience in financial industry. From 2007 to 2011, Mr. Chen served as a project leader at L.E.K. Consulting (Shanghai) Co., Ltd. (艾意凱諮詢(上海)有限公司). Where he was primarily responsible for business strategy, merger and acquisition advisories for healthcare and life sciences clients. From 2013 to 2015, Mr. Chen worked at Vivo Capital Equity Investment Management (Shanghai) Co., Ltd. (維梧股權投資管理(上海)有限公司), where he was primarily responsible for investment due diligence, deal executions and portfolio management. From 2015 to 2017, Mr. Chen worked at Shanghai Aland Investment Holdings Co., Ltd. (上海艾蘭得投資控股有限公司). Mr. Chen joined LYFE Capital Equity Investment Management (Shanghai) Co., Ltd. (洲嶺私募基金管理(上海)有限公司) as a director in March 2017, and he has been its partner since March 2019.

In his capacity as an investor, Mr. Chen served at various capacity for the following companies:

- From June 2018 to August 2020, as a director in Hangzhou Kangji Medical Instrument Co., Ltd. (杭州康基醫療器械有限公司) and from March 2020 to April 2022, Mr. Chen served as a non-executive director of Kangji Medical Holdings (康基醫療控股有限公司), a company listed on the Main Board of Stock Exchange (stock code: 9997).

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- From October 2017 to November 2019, as a non-executive Director at Cardiolink Science (Shenzhen) Medical Technology Development Co., Ltd. (科睿馳(深圳)醫療科技發展有限公司).
- From October 2020 to September 2021, as a non-executive Director of Hangzhou Sciwind Biotech Co., Ltd. (杭州先為達生物科技有限公司).
- From November 2020 to June 2021, as a non-executive Director at BirdoTech (Shanghai) Medical Technology Corporation Limited (都創(上海)醫藥科技股份有限公司).
- From December 2020 to April 2022, as a non-executive Director of Nanjing Yoko Pharma Biotechnology Medicine Corporation Limited (南京優科生物醫藥股份有限公司).
- From April 2021 to August 2022, as a non-executive Director of Hangzhou Jianjia Robot Co., Ltd (杭州鍵嘉機器人有限公司).
- From June 2018 to December 2020, as a supervisor at Sino Medical Sciences Technology Inc. (賽諾醫療科學技術股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688108).
- From November 2020 to September 2022, as a supervisor of Jiangsu Recbio Technology Co., Ltd. (江蘇瑞科生物技術股份有限公司), a company listed on the Main Board of Stock Exchange (stock code: 2179).
- From January 2018 to February 2023, as a non-executive Director of Baicare Biotechnology Co., Ltd (北京百康芯生物科技有限公司).

Mr. Chen is currently serving the following positions outside our Group:

- Since July 2018, as a non-executive Director of Beijing Angeen Biotechnology Co., Ltd. (北京安智因生物技術有限公司)
- Since May 2020, as a non-executive Director of Shanghai Zhenge Biotech Co., Ltd. (上海臻格生物技術有限公司), a company primarily engaged in biologics CDMO service for biopharma and biotech companies.

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- Since September 2020, as a non-executive Director of Shenzhen ReeToo Biotech Co., Ltd. (深圳市瑞圖生物技術有限公司), a company primarily engaged in innovative AI-enhanced IVD products.
- Since January 2021, as a non-executive Director of Shenzhen Edge Medical Robotics Co. Ltd. (深圳市精鋒醫療科技有限公司), a company primarily engaged in surgical treatments robotics.
- Since February 2021, as a non-executive Director of Shanghai ShenQi Medical Technology Co. Ltd. (上海申淇醫療科技有限公司), a company primarily engaged in interventional medical devices.
- Since February 2022, as a non-executive Director of MediLink Therapeutics (Suzhou) Co., Ltd. (蘇州宜聯生物醫藥有限公司).
- Since July 2023, as a board director of Fong's Engineering & Manufacturing Pte Ltd, a company based in Singapore engaged in medical device CDMO manufacturing.

Mr. Chen received his bachelor's degree in clinical medicine from Shanghai Medical School of Fudan University (復旦大學上海醫學院) in the PRC in July 2007 and master's degree in business administration from Northwestern University Kellogg School of Management in the U.S. in June 2013.

Save as disclosed above, Mr. Chen Gang does not and has not held any directorships in any other listed public companies in the last three years prior to the Latest Practicable Date, of which the securities are listed on any securities market in Hong Kong or overseas, and nor does Mr. Chen Gang have other major appointments and professional qualifications. Furthermore, Mr. Chen Gang has no relationship with any Directors, Supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company, nor does Mr. Chen Gang have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Also, Mr. Chen Gang does not hold any other positions in the Company or other members of the Group.

Save as disclosed above and to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters in relation to the proposed appointment of Mr. Chen Gang as a Director that need to be brought to the attention of the Shareholders or disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

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Independent Non-executive Directors

Mr. GUO Shaomu (郭少牧), aged 57, has been our independent non-executive Director since November 23, 2020. He is primarily responsible for providing independent advice on the operations and management of our Company to our Board.

Mr. Guo has over 13 years of experience in investment banking in Hong Kong, during which time he accumulated ample knowledge in the financial industry. From February 2000 to February 2001, Mr. Guo served as an associate of corporate finance at Salomon Smith Barney, an investment bank principally engaged in providing financial services (an investment banking arm of Citigroup Inc.), where he was primarily responsible for supporting the marketing and execution efforts of the China team. From March 2001 to September 2005, Mr. Guo served as an associate and an associate director of global investment banking at HSBC Markets (Asia) Limited, an investment bank principally engaged in providing financial services, where he was primarily responsible for the execution of China-related transactions. From October 2005 to April 2007, Mr. Guo served as a vice president and a director of the real estate team at J.P. Morgan Investment Banking Asia, an investment bank principally engaged in financial services, where he was primarily responsible for marketing efforts covering the real estate sector in the PRC. From April 2007 to April 2013, Mr. Guo served as a director and a managing director of the real estate team at Morgan Stanley Investment Banking Asia, an investment bank primarily engaged in providing financial services, where he was one of the key members responsible for the business in the real estate sector in the Greater China region.

Mr. Guo has served as an independent non-executive director of Yida China Holdings Limited, a property developer listed on the Main Board of the Stock Exchange (stock code: 3639.HK), since June 2014, Fantasia Holdings Group Co. Limited, a property developer listed on the Main Board of the Stock Exchange (stock code: 1777.HK), since February 2015, Ganglong China Property Group Limited, a property developer listed on the Main Board of the Stock Exchange (stock code: 6968.HK), since June 2020 and Sunkwan Properties Group Limited (上坤地產集團有限公司), a property developer listed on the Main Board of the Stock Exchange (stock code: 6900.HK), since October 2020. Moreover, Mr. Guo has also served as an independent non-executive director of GalaxyCore Inc. (格科微有限公司), a company listed on the Sci-Tech Board of the Shanghai Stock Exchange (stock code: 688728.SH), since March 2020.

Mr. Guo obtained his bachelor's degree in electrical engineering from Zhejiang University (浙江大學) in the PRC in July 1989, a master's degree in computer engineering from University of Southern California in May 1993. He received his master's degree in business administration from the School of Management of Yale University in May 1998.

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Mr. FENG Xiangqian (馮向前), aged 37, has been our independent non-executive Director since November 23, 2020. He is primarily responsible for providing independent advice on the operations and management of our Company to our Board.

Mr. Feng has over 16 years' experience in financial industry. Mr. Feng was a senior manager of Caitong Securities Corporation Limited (財通證券股份有限公司) from July 2007 to October 2010 where he was primarily responsible for initial public offering affairs. He was a business director of the investment banking department of Donghai Securities Corporation Limited (東海證券股份有限公司) from November 2010 to February 2014. He worked at Shenzhen Stock Exchange from March 2014 to March 2017. From August 2017 to July 2018, Mr. Feng was the vice president of the investment banking division of China Merchants Pingan AMC (深圳市招商平安資產管理有限責任公司). Since April 2019, he has been employed by Xiangcai Securities Co., Ltd. Shenzhen Branch (湘財證券股份有限公司深圳分公司).

Mr. Feng obtained his bachelor's degree in biological science from Fudan University in July 2007 and his master's degree in finance from the University of Chinese Academy of Social Sciences (中國社會科學院大學) (formerly known as the Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院)) in the PRC in June 2013. In October 2020, Mr. Feng received his certificate of senior economist from Shenzhen Municipal Human Resources and Social Security Bureau (深圳市人力資源和社會保障局). In addition, he has been a member of the Global Association of Risk Professionals as a financial risk manager since August 2019.

Mr. GONG Ping (龔平), aged 36, has been our independent non-executive Director since January 11, 2021. He is primarily responsible for providing independent advice on the operations and management of our Company to our Board.

Mr. Gong has over 13 years' experience in auditing and financial management. Mr. Gong was the audit manager of the Shanghai branch of Ernst & Young Hua Ming (LLP) (安永華明會計師事務所(上海分所)特殊普通合伙) from December 2009 to March 2015. He then served as the deputy director of capital market division of Broad Greenstate Ecological Construction Group Company Limited (博大綠澤生態建設集團有限公司) from March 2015 to April 2018. Since April 2018 and September 2022 respectively, Mr. Gong has been the chief financial officer and secretary to the board of directors of Dook Media Group Limited (讀客文化股份有限公司).

Mr. Gong obtained his bachelor's degree in international accounting (U.S. division) from Shanghai University of Finance and Economics (上海財經大學) in July 2009. He has also obtained his master's degree in business administration (MBA) from the Shanghai Jiao Tong University in March 2021. Mr. Gong has been a member of the Chinese Institute of Certified Public Accountants

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(中國註冊會計師協會, the “CICPA”) since June 2015 and a member of Certified Public Accountants Association of Australia since February 2015. Mr. Gong obtained his CPA qualification, awarded by the Hong Kong Institute of Certified Public Accountants in February 2017.

The Company has received written confirmation from each of Mr. Guo Shaomu, Mr. Feng Xiangqian and Mr. Gong Ping concerning their independence in accordance with the Hong Kong Listing Rules. Accordingly, the Nomination Committee of the Company and the Board are satisfied that each of Mr. Guo Shaomu, Mr. Feng Xiangqian and Mr. Gong Ping remains independent. As an independent non-executive Director, each of Mr. Guo Shaomu, Mr. Feng Xiangqian and Mr. Gong Ping brings his valuable experience to the Board and alongside the other Directors, each of them contributes to ensuring that the interests of the Shareholders are taken into account and that relevant issues are subject to thorough and comprehensive consideration by the Board. As such, the Board recommends each of them to be elected as an independent non-executive director of the second session of the Board at the EGM.

Save as disclosed above and as at the Latest Practicable Date, each of the above Directors does not hold any other position with the Company or other members of the Group and does not have any other relationships with any of the other Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning each of the above Directors that need to be brought to the attention of the Shareholders in connection with his/her election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

Save as disclosed above, none of the Directors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation)).

NOMINATION POLICY

All board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate’s character, qualifications, experience, independence (for appointment of independent non-executive Directors), and Board diversity aspects, where appropriate, before making recommendation to the Board.

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INTERESTS OF DIRECTORS IN THE COMPANY

As at the Latest Practicable Date, the interests and short positions of the Directors, the Supervisors and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO), or (ii) which were required, pursuant to section 352 of the SFO, to be entered into the register maintained by the Company, or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Name	Class of Shares	Capacity	Number of securities/nature of shares held	Approximate Percentage of Shareholding in Total Issued Share Capital of the Company	Approximate Percentage of Shareholding in Relevant Class of Shares
Wang Guohui ⁽¹⁾	Unlisted Shares	Beneficial owner and Interest in controlled corporation	3,188,110/ Long Position	8.21%	43.86%
	H Shares		8,152,618/ Long Position	20.99%	25.83%
Ding Kui	Unlisted Shares	Beneficial owner	782,908/ Long Position	2.02%	10.77%
	H Shares		782,908/ Long Position	2.02%	2.48%
Zhang Kun ⁽²⁾	Unlisted Shares	Beneficial owner and interests of spouse	1,566,488/ Long Position	4.03%	21.55%
	H Shares		1,566,488/ Long Position	4.03%	4.96%

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Notes:

1. Mr. Wang Guohui directly holds 1,915,690 Unlisted Shares and 1,915,690 H Shares. Mr. Wang acts as the general partner of Ningbo Meishan Bonded Port Area Xinwei Investment Management Partnership (LP) (寧波梅山保稅港區心瑋投資管理合夥企業(有限合夥)) (“**Xinwei Investment**”) and Shanghai Zandaqian Enterprise Management Consulting Center (上海贊大乾企業管理諮詢中心) (“**Shanghai Zandaqian**”) acts as the general partner of Ningbo Meishan Bonded Port Area Kaiyuan Investment Management Partnership (LP) (寧波梅山保稅港區楷遠投資管理合夥企業(有限合夥)) (“**Kaiyuan Investment**”), Shanghai Weiyun Enterprise Management Consulting Partnership (LP) (上海瑋鈺企業管理諮詢合夥企業(有限合夥)) (“**Weiyun Shanghai**”) and Shanghai Weiyu Enterprise Management Consulting Partnership (LP) (上海瑋鈺企業管理諮詢合夥企業(有限合夥)) (“**Weiyu Shanghai**”). Shanghai Zandaqian is a sole proprietorship wholly owned by Mr. Wang. By virtue of the SFO, Mr. Wang Guohui is deemed to be interested in the Shares in which Xinwei Investment, Kaiyuan Investment, Weiyu Shanghai and Weiyun Shanghai are interested in and Shanghai Zandaqian is deemed to be interested in the Shares in which Kaiyuan Investment, Weiyu Shanghai and Weiyun Shanghai are interested in.
2. Ningbo Tongchuangsuwei Investment Partnership (LP) (寧波同創速維投資合夥企業(有限合夥)) (“**Tongchuangsuwei**”) directly holds 869,330 Unlisted Shares and 869,330 H Shares. Ms. Zhang Kun directly holds 697,158 Unlisted Shares and 697,158 H Shares. Mr. Chai Yanpeng, as the general partner of Tongchuangsuwei, is the spouse of Ms. Zhang Kun. By virtue of the SFO, Mr. Chai Yanpeng is deemed to be interested in the Shares in which Ms. Zhang Kun and Tongchuangsuwei is interested in and Ms. Zhang Kun is deemed to be interested in the Shares in which Mr. Chai Yanpeng is interested in.

3. Proposed Remunerations of the Proposed Directors of the Second Session of the Board

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the remuneration of the Directors for the second session of the Board as follows.

For Directors of the second session of the Board who hold executive positions in the Company, his/her remuneration shall be determined by the existing remuneration package of his/her positions at the Company. For Directors of the second session of the Board who do not hold executive positions in the Company, he/she shall be entitled to the following remuneration.

Mr. Ding Kui and Mr. Chen Gang shall not be entitled to receive any remuneration for their positions as non-executive Directors and Mr. Chen Shaoxiong, will be entitled to receive a remuneration of RMB120,000 (before tax) per year for their position as a non-executive Director.

Mr. Guo Shaomu, Mr. Feng Xiangqian and Mr. Gong Ping will be entitled to receive a remuneration of HKD260,000, HKD220,000, and RMB200,000 (before tax) per year for their positions as Independent Non-executive Directors, respectively.

The Company will propose separate resolutions regarding the election and appointment of each of the proposed Directors of the second session of the Board and their remunerations at the EGM.

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V. PROPOSED ELECTION OF THE SUPERVISORS OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE AND THEIR RESPECTIVE PROPOSED REMUNERATIONS

In accordance with the provisions of the Articles of Association, the second session of the Supervisory Committee shall comprise three (3) Supervisors (including an Employee Representative Supervisor). The term of office of the second session of the Supervisory Committee is three (3) years with effect from the date of approval at the EGM.

1. Proposed Supervisors of the second session of the Supervisory Committee (Other Than Employee Representative Supervisor)

It is proposed to re-elect and appoint the Supervisors for the second session of the Supervisory Committee (other than Employee Representative Supervisor). The proposed Supervisors (other than Employee Representative Supervisor) of the second session of the Supervisory Committee are as follows:

Mr. Jiang Xinbei

Ms. Jiang Xue

2. Biographical Details of the Proposed Supervisors

Biographical details of the proposed Supervisors of the Company to be elected for the second session of the Supervisory Committee are set out as follows:

Mr. Jiang Xinbei (姜心貝), aged 31, was appointed as our Supervisor on November 9, 2022. Mr. Jiang serves as an investment manager at Shanghai Sharewin Equity Fund Management Co., Ltd from April 2021 and is primarily responsible for equity investment management and consulting.

Mr. Jiang Xinbei was a technical salesperson at Covidien Medical Equipment International Trade (Shanghai) Co., Ltd from July 2018 to May 2019, and he then served as an investment manager at Jiangsu Tianhui Hongyou Investment Management Co., Ltd from September 2019 to April 2021.

Mr. Jiang Xinbei received his bachelor's degree in pharmaceutical engineering from China Pharmaceutical University in the PRC in July 2015 and his master's degree in medicinal chemistry from Peking Union Medical College in the PRC in July 2018.

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Ms. Jiang Xue (姜雪), aged 38, joined our Company in October 2021 as a legal manager and was redesignated as our Supervisor on November 9, 2022. She was primarily responsible for monitoring and handling legal affairs of the Company.

Ms. Jiang Xue was a patent engineer at Shanghai Sinyang Semi-conductor Material Co., Ltd from September 2012 to July 2013, and she then served as a patent manager at Daicel Chiral Technologies (Shanghai) Co., Ltd from November 2013 to April 2018. Ms. Jiang Xue was an associate at Shanghai Ryser & Associates from May 2018 to September 2021.

Ms. Jiang Xue received her bachelor's degree in applied chemistry (fine chemicals) and her master's degree in chemical engineering and technology from the Dalian University of Technology in the PRC in July 2008 and July 2011, respectively. Ms. Jiang Xue holds the Lawyer Qualification Certificate (法律職業資格證書) in the PRC and is a qualified patent agent in the PRC.

Save as disclosed above and as at the Latest Practicable Date, each of the above Supervisors does not hold any other position with the Company or other members of the Group and does not have any other relationships with any of the other Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning each of the above Supervisors that need to be brought to the attention of the Shareholders in connection with his/her election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

Save as disclosed above, none of the Supervisors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation)).

3. Proposed Remunerations of the Proposed Supervisors of the Second Session of the Supervisory Committee

Upon consideration by the Board, the proposed remunerations for the proposed Supervisors of the second session are as follows:

Mr. Jiang Xinbei and Ms. Jiang Xue shall not be entitled to receive any remuneration for their positions as Supervisors.

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The Company will propose separate resolutions regarding the election and appointment of each of the proposed Supervisors and their remunerations at the EGM.

VI. THE EGM AND THE CLASS MEETINGS

The EGM, the Class Meeting of H Shareholders and the Class Meeting of Unlisted Shareholders will be held at 10:00 a.m. at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC on November 8, 2023, immediately after the conclusion of the EGM and immediately after the conclusion of the Class Meeting of H Shareholders respectively, on November 8, 2023. Notice convening the EGM and Notices of the Class Meetings are set out in pages 33 to 40 of this circular and are available on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and of the Company (www.heartcare.com.cn).

VII. CLOSURE OF REGISTER OF MEMBERS OF H SHARES AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE EGM AND THE CLASS MEETING OF H SHAREHOLDERS

As disclosed in the announcement of the Company dated September 22, 2023, for the purpose of determining the H Shareholders who are entitled to attend and vote at the EGM and the Class Meeting of H Shareholders, the register of members of H Shares of the Company has been closed from Monday, October 9, 2023 to Wednesday, November 8, 2023, both days inclusive, during which no transfer of H Shares will be registered.

VIII. PROXY ARRANGEMENT

Enclosed herewith is the proxy form for the EGM and Class Meetings.

If you intend to appoint a proxy to attend the EGM and/or the Class Meetings, you are required to complete and return the proxy form in accordance with instructions printed thereon and return them to the Company's H shares registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holders of H Shares) or the Company's headquarters at Floor 1 and 3, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC (in case of holders of Unlisted Shares) as soon as possible and in any event no later than 24 hours before the time appointed for the EGM (i.e. no later than 10:00 a.m. on Tuesday, November 7, 2023) or any adjournment thereof (for the proxy form (if any)). Completion and return of the proxy form will not preclude you from attending and voting at the EGM and/or the Class Meetings or any adjournment thereof in person if you so wish.

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IX. VOTING BY POLL

Any vote of Shareholders at the EGM and the Class Meetings must be taken by poll except where the chairman of each of the EGM and the Class Meetings, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the EGM and the Class Meetings will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM and the Class Meetings.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the EGM and/or the Class Meetings.

X. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

XI. RECOMMENDATION

The Board considers that all the resolutions proposed at the EGM, the Class Meeting of H Shareholders and the Class Meeting of Unlisted Shareholders are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the proposed resolution.

XII. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

There is no assurance that the A Shares Listing will proceed. Shareholders and investors are advised to exercise caution in dealings in the H Shares. Further details about the Issue of A Shares will be disclosed by the Company in due course.

By Order of the Board
Shanghai HeartCare Medical Technology Corporation Limited
WANG Guohui
Chairman of the Board

The Resolutions concerning the A Share Issue were considered and approved at the 2022 First Extraordinary General Meeting, the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company dated November 9, 2022 are as follows:

Details of the Issue of A Shares

(1) *Class of new Shares to be issued*

Ordinary Shares with a nominal value of RMB1.00 each (A Shares).

Except as otherwise stipulated in laws, regulations, other regulatory documents and the Articles, the A Shares to be issued will rank pari passu in all respects with the issued Domestic Shares, Unlisted Foreign Shares and H Shares.

(2) *Place of listing*

All A Shares will be listed and traded on the Sci-Tech Board.

(3) *Nominal value of new Shares to be issued*

RMB1.00 each.

(4) *Issue size*

The Company proposes to issue not more than 13,000,000 new A Shares (excluding the number of A Shares to be issued pursuant to the over-allotment option), representing approximately 33.48% of the share capital of the Company as of the Latest Practicable Date, and approximately 25.08% of the enlarged share capital upon completion of the Issue of A Shares (excluding the number of A Shares to be issued pursuant to the over-allotment option). The Issue of A Shares only involves issue of new Shares, and will not involve sale of Shares by existing Shareholders. The Issue of A Shares can adopt the over-allotment option, which shall not exceed 15% of the Shares initially available under the Issue of A Shares. The final issue size will be determined by the Board after consultation with the lead underwriter(s) according to the authorization (if granted at the 2022 EGM and the 2022 Class Meetings), and be subject to final number of A Shares registered by the CSRC.

Please refer to “III. OTHER INFORMATION FOR THE A SHARE ISSUE — 2. Effects on Shareholding Structure of the Company” above for effects on shareholding structure.

(5) *Target subscribers*

Qualified price consultation participants, PRC natural person, legal persons and other investors who fulfill the relevant rules and requirements relating to the Sci-Tech Board published by the Shanghai Stock Exchange and the CSRC (excluding those in respect of which subscription has been prohibited by laws, regulations and regulatory documents of the PRC).

If any of the target subscribers is a connected person of the Company, the Company will comply with the relevant requirements, including (if applicable) reporting, announcement and independent shareholders' approval, under the Listing Rules.

(6) *Method of issuance*

The Issue of A Shares will be conducted through a combination of off-line placement to the price consultation participants and offering by way of on-line subscription by public investors, or other methods of issuance approved by the securities regulatory authorities (including but not limited to offering to strategic investors).

(7) *Method of underwriting*

The Issue of A Shares will be underwritten by the lead underwriter(s) by way of standby commitment.

(8) *Pricing methodology*

The issue price for the A Shares will be determined by the Company and the lead underwriter(s) in accordance with applicable laws and regulations, or by other pricing methods recognized by the CSRC and the Shanghai Stock Exchange.

The issue price of A Shares shall be determined through price inquiry with professional institutional investors (such as securities firms, fund management companies, trust companies, finance companies, insurance companies, qualified foreign institutional investors and private fund managers). The Company and the lead underwriter may then determine the issue price of A Shares through the initial price inquiry or through cumulative bidding inquiry after an issue price range has been determined from the initial price inquiry.

Based on the Company Law of the PRC (《中華人民共和國公司法》), the issue price of the A Shares shall not be lower than the nominal value of the Shares of the Company, i.e. RMB1.00 per Share. There is no other legal or regulatory requirements stipulating the price floor in the Issue of

A Shares. As at June 30, 2022, the net asset value per share of the Company was approximately RMB33.36. The Company does not intend to issue the A Shares at a price lower than the latest audited net asset value per share prior to the Proposed Issue of A Shares.

(9) Schedule of issuance

The Company will proceed with the Issue within 12 months after the Shanghai Stock Exchange issues the approval opinion and CSRC approves the Issue. The Board and the lead underwriter(s) will determine the listing date for the A Shares after the CSRC agrees to the registration of the A Shares and after completion of the offering.

(10) Validity period of the resolutions

The resolutions in respect of the Issue of A Shares will be valid for a period of 12 months from the date of approval at the 2022 EGM and the 2022 Class Meetings. If the Company fails to complete the Proposed Issue of A Shares within 12 months from the date of approval at the EGM and the Class Meetings, the Company will seek further approvals at extraordinary general meeting and class meetings for the Proposed Issue of A Shares.

(11) The use of proceeds raised from the Issue of A Shares and the listing on the Sci-Tech Board

The proceeds raised by the Company from the Proposed Issue of A Shares will be used for the following projects (the “**Projects**”) after deducting the issuance expenses:

No.	Project name	Proposed amount from proceeds raised (RMB) (million)
1	Manufacture and R&D facility of high-end medical device ⁽¹⁾	839.7
2	Marketing and branding ⁽²⁾	192.2
3	Working Capital	400.0
	Total	1,431.9

Notes:

- (1) The proceeds will be used to fund the construction of a new manufacture and R&D facility of high-end medical device in Lingang New District Pilot Free Trade Zone, Shanghai (the “**Project Facility**”). The Project Facility is planned to be built in the target area covering approximately 33 thousand square meters near the Company’s current manufacture facility in Lingang and designated to support the Company’s further expansion of capacity and R&D activities.

So far, the Company is preparing to acquire the land-use right of the target area and apply for government approval in relation to the construction of Project Facility. The Company plans to use the proceeds from the Proposed Issue of A Shares to fund the project in around the next three or four years.

- (2) The proceeds will be used for the expansion of sales network and improvement of brand reputation including: (i) expansion our sales and marketing team dedicated to the commercialization of our products; and (ii) engagement in academic and marketing activities aiming to enhance the brand awareness in a broadly penetrated market.

The project is in the preliminary preparation stage at present, and no investment has been made by now. The Company plans to use the proceeds from the proposed Issue of A Shares to fund the project in around the next three or four years.

Before the proceeds raised from the Issue of A Shares are in place, the Company may make an initial investment with its own funds according to the needs of the Projects. The Company will not use the IPO proceeds from H Shares offering for the construction or implementation of these Projects. After the proceeds raised are in place, the Company can replace the initial investment funds with the proceeds raised from the Issue of A Shares.

After the proceeds raised from the Issue of A Shares are in place, if the proceeds raised from this issuance cannot meet the capital requirements of the above proposed Projects, the Company will invest according to the priority of the Projects, the shortfall shall be covered by the Company with its own raised funds. If the proceeds raised from this issuance exceeds the capital requirements of the above Projects, the surplus amount will be mainly used to supplement working capital and other projects relating to the main business.

If the Proposed Issue of A Shares does not proceed, the Projects may be negatively impacted. For instance, without the proceeds from the Proposed Issue of A Shares, the Company may need to finance its investment with cash balance and cash from operating activities through future commercialization of the Group's pipeline products and bank borrowings, and thereby reducing the cashflow available and/or increasing the gearing ratio of the Company. However, the failure to proceed with the Proposed Issue of A Shares is not expected to cause any material adverse impact to the operations and the financial positions of the Company as the Company has obtained sufficient funds to support its operations and working capital in the near term as a result of the proceeds obtained from the Global Offering, and the Company may seek further funding by way of other financing means. If the Proposed Issue of A Shares does not proceed, the Company will continue to proceed with the Projects and if further funding is required, the Company may raise funds by taking out bank loans, conducting placement of Shares or debt financing, etc.

The Company believes that there are good prospects for Projects which are complementary to the current businesses of the Company. The Projects are also in line with the relevant national policies, environmental policies and other relevant laws and regulations. The Projects and amounts of proceeds are appropriate for the current business size, financial status, technology standard and management capability of the Company. The proposed use of proceeds are in the interests of the Company and the Shareholders as a whole and are feasible.

APPENDIX II AUTHORIZATION CONCERNING THE A SHARE ISSUE

The Authorization concerning the A Share Issue was considered and approved at the 2022 First Extraordinary General Meeting, the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company dated November 9, 2022 are as follows:

To fully handle matters in connection with the Issue of A Shares and the listing on the Sci-Tech Board The authorization proposed to be granted to the Board shall include without limitation:

- i. The formulation and implementation of the specific proposals for this issuance, including but not limited to specific matters such as issue size, target subscribers, method of issuance, timing of issuance, pricing methodology, issue price, and method of subscription in accordance with laws and regulations, the relevant requirements of securities regulatory authorities and the securities market conditions, and within the framework and in accordance with the principles adopted by the Shareholders at the 2022 EGM and the 2022 Class Meetings.
- ii. The performance of all procedures relating to the Proposed Issue of A Shares and listing on the Sci-Tech Board, including the procedures relating to registration, approval, registration, review, filing with the relevant regulatory authorities, and to sign, execute, amend and complete all necessary documents to be submitted to the government, authority and organization.
- iii. The appropriate adjustment to the specific matters relating to the Proposed Issue of A Shares and listing on the Sci-Tech Board within the effective period for the Issue of A Shares, including the amendment and submission of listing application materials as required by a change of policies or market circumstances.
- iv. The preparation, amendment, signing, submission, publication, disclosure, implementation, suspension and termination of all agreements, contracts, announcement or other documents relating to this issuance and listing (including but not limited to the prospectus for the Issue of A Shares and listing on the Sci-Tech Board, sponsoring agreement, underwriting agreement, listing agreement, engagement agreements of intermediaries), the engagement of sponsor(s), underwriter(s), legal adviser(s), auditing firm(s), asset valuer(s), receiving bank(s) and other in involved intermediaries this issuance and listing, and the determination and payment of all expenses relating to this issuance and listing.

APPENDIX II AUTHORIZATION CONCERNING THE A SHARE ISSUE

- v. The necessary supplement and amendment to the Articles (draft) and the internal management policies of the Company, the “Analysis on Dilution on Immediate Return by the Initial Public Offering of A Shares and Recovery Measures for the Immediate Return”, the “Three-Year Dividend Distribution Plan for Shareholders after the Initial Public Offering of A Shares and the Listing on the Sci-Tech Board”, the “Plan for Stabilization of Price of Shares after the Initial Public Offering of A Shares and the Listing on the Sci-Tech Board” and other application documents and undertakings by the Company according to the applicable laws and regulations, requirements and suggestions of the relevant securities regulatory authorities or according to the actual conditions of this issuance.
- vi. The appropriate adjustments to be made to the relevant matters of the investment projects funded by the proceeds raised according to the implementation process of this issuance and listing, market conditions, policy adjustments and comments of the relevant securities regulatory authorities, including but not limited to the confirmation of the process of the investment projects, the allocation of funds when applying the proceeds raised, the confirmation of a special deposit account for the proceeds raised, etc., so long as such adjustments comply with applicable laws.
- vii. After the completion of the Issue of A Shares and listing on the Sci-Tech Board, the amendments of the Articles, capital verification, commercial registration changes and relevant approvals, registrations and filings.
- viii. According to the implementation process of this issuance, in accordance with the undertakings of each Shareholder, handling the matters of listing of the A Shares on the Shanghai Stock Exchange and settlement of shareholdings at the China Securities Depository and Clearing Co., Ltd. (including but not limited to the registration, circulation and lock-up of shares).
- ix. The authorization to handle matters in relation to the opening of the depository account for the funds raised.
- x. To the extent permitted by relevant laws, regulations and regulatory documents, the handling of other matters considered to be necessary, desirable or appropriate for this issuance and listing.

The above authorization, if approved, shall be valid for a period of 12 months from the date of approval at the 2022 EGM and the 2022 Class Meetings.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



Shanghai HeartCare Medical Technology Corporation Limited

上海心璋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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Shanghai HeartCare Medical Technology Corporation Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC on Wednesday, November 8, 2023 at 10:00 a.m. for the purpose of considering, and if thought fit, passing the following resolutions. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated October 20, 2023 (the “**Circular**”).

SPECIAL RESOLUTION

1. To consider and approve the proposed extension of the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue.

ORDINARY RESOLUTIONS

2. To consider and approve the re-election and appointment of Mr. WANG Guohui as the Executive Director of the Company for a term of three (3) years commencing from the date of approval at the EGM, and he shall receive remuneration in accordance with the relevant policies and the unified standards set by the Company.
3. To consider and approve the re-election and appointment of Ms. ZHANG Kun as the Executive Director of the Company for a term of three (3) years commencing from the date of approval at the EGM, and she shall receive remuneration in accordance with the relevant policies and the unified standards set by the Company.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

4. To consider and approve the re-election and appointment of Mr. WEI Jiawei as the Executive Director of the Company for a term of three (3) years commencing from the date of approval at the EGM, and he shall receive remuneration in accordance with the relevant policies and the unified standards set by the Company.
5. To consider and approve the re-election and appointment of Mr. DING Kui as the Non-executive Director of the Company for a term of three (3) years commencing from the date of approval at the EGM, and he shall not be entitled to receive any remuneration for his position as a Non-executive Director.
6. To consider and approve the re-election and appointment of Mr. CHEN Shaoxiong as the Non-executive Director of the Company for a term of three (3) years commencing from the date of approval at the EGM, and he shall be entitled to a fixed remuneration of RMB120,000 per year (before tax).
7. To consider and approve the election and appointment of Mr. CHEN Gang as the Non-executive Director of the Company for a term of three (3) years commencing from the date of approval at the EGM, and he shall not be entitled to receive any remuneration for his position as a Non-executive Director.
8. To consider and approve the re-election and appointment of Mr. GUO Shaomu as the Independent Non-executive Director of the Company for a term of three (3) years commencing from the date of approval at the EGM, and he shall receive a fixed remuneration of HKD260,000 per year (before tax).
9. To consider and approve the re-election and appointment of Mr. FENG Xiangqian as the Independent Non-executive Director of the Company for a term of three (3) years commencing from the date of approval at the EGM, and he shall receive a fixed remuneration of HKD220,000 per year (before tax).
10. To consider and approve the re-election and appointment of Mr. GONG Ping as the Independent Non-executive Director of the Company for a term of three (3) years commencing from the date of approval at the EGM, and he shall receive a fixed remuneration of RMB200,000 per year (before tax).
11. To consider and approve the re-election and appointment of Mr. JIANG Xinbei as the Supervisor of the Company for a term of three (3) years commencing from the date of approval at the EGM and he shall not be entitled to receive any remuneration for his position as a Supervisor.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

12. To consider and approve the re-election and appointment of Ms. JIANG Xue as the Supervisor of the Company for a term of three (3) years commencing from the date of approval at the EGM and she shall not be entitled to receive any remuneration for her position as a Supervisor.

By Order of the Board
Shanghai HeartCare Medical Technology Corporation Limited
WANG Guohui
Chairman of the Board

Shanghai, October 20, 2023

Notes:

1. Any Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
3. In order to be valid, the 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 or authority, must be deposited with Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) or the Company's registered office 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) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the EGM (i.e., at or before 10:00 a.m. on Tuesday, November 7, 2023 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy shall not preclude the Shareholders of the Company from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
6. For the purpose of determining the Shareholders of the Company entitled to attend and vote at the EGM, the register of members of the Company has been closed from Monday, October 9, 2023 to Wednesday, November 8, 2023 (both days inclusive). The record date for determining the entitlement of the Shareholders of the Company to attend and vote at the EGM will be Wednesday, November 8, 2023. In order to qualify for the entitlement to attend and vote at the above EGM, H Shareholders must lodge all transfer forms accompanied by the relevant H Share certificates with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by no later than 4:30 p.m. on Friday, October 6, 2023.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

7. The EGM is expected to take less than half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses. Shareholders may contact the Investor Relations Department of the Company at +86 21 5897 5056 or info@heartcare.com.cn for any enquiries in respect of the EGM.

As at the date of this notice, the executive Directors are Mr. Wang Guohui, Ms. Zhang Kun and Mr. Wei Jiawei; the non-executive Directors are Mr. Ding Kui and Mr. Chen Shaoxiong; and the independent non-executive Directors are Mr. Guo Shaomu, Mr. Feng Xiangqian and Mr. Gong Ping.

NOTICE OF THE CLASS MEETING OF H SHAREHOLDERS



Shanghai HeartCare Medical Technology Corporation Limited

上海心璋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)

NOTICE OF THE CLASS MEETING OF H SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the class meeting of H Shareholders of Shanghai HeartCare Medical Technology Corporation Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC on Wednesday, November 8, 2023 immediately after the conclusion of the Extraordinary General Meeting of the Company, for the purpose of considering, and if thought fit, passing the following resolution. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated October 20, 2023 (the “**Circular**”).

SPECIAL RESOLUTION

1. To consider and approve the proposed extension of the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue.

By Order of the Board

Shanghai HeartCare Medical Technology Corporation Limited

WANG Guohui

Chairman of the Board

Shanghai, the PRC

October 20, 2023

Notes:

1. Any Shareholder of the Company entitled to attend and vote at the Class Meeting of H Shareholders is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.

NOTICE OF THE CLASS MEETING OF H SHAREHOLDERS

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
3. In order to be valid, the 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 or authority, must be deposited with Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of H Shareholders (i.e., at or before 10:00 a.m. on Tuesday, November 7, 2023 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy shall not preclude the Shareholders of the Company from attending and voting in person at the Class Meeting of H Shareholders or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Class Meeting of H Shareholders, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
6. For the purpose of determining the Shareholders of the Company entitled to attend and vote at the Class Meeting of H Shareholders, the register of members of the Company has been closed from Monday, October 9, 2023 to Wednesday, November 8, 2023 (both days inclusive). The record date for determining the entitlement of the Shareholders of the Company to attend and vote at the Class Meeting of H Shareholders will be Wednesday, November 8, 2023. In order to qualify for the entitlement to attend and vote at the above Class Meeting of H Shareholders, H Shareholders must lodge all transfer forms accompanied by the relevant H Share certificates with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by no later than 4:30 p.m. on Friday, October 6, 2023.
7. The Class Meeting of H Shareholders is expected to take less than half a day. Shareholders who attend the Class Meeting of H Shareholders shall be responsible for their own travel and accommodation expenses. Shareholders may contact the Investor Relations Department of the Company at +86 21 5897 5056 or info@heartcare.com.cn for any enquiries in respect of the Class Meeting of H Shareholders.

As at the date of this notice, the executive Directors are Mr. Wang Guohui, Ms. Zhang Kun and Mr. Wei Jiawei; the non-executive Directors are Mr. Ding Kui and Mr. Chen Shaoxiong; and the independent non-executive Directors are Mr. Guo Shaomu, Mr. Feng Xiangqian and Mr. Gong Ping.

NOTICE OF THE CLASS MEETING OF UNLISTED SHAREHOLDERS



Shanghai HeartCare Medical Technology Corporation Limited

上海心璋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)

NOTICE OF THE CLASS MEETING OF UNLISTED SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the class meeting of Unlisted Shareholders of Shanghai HeartCare Medical Technology Corporation Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC on Wednesday, November 8, 2023 immediately after the conclusion of the Class Meeting of H Shareholders, for the purpose of considering, and if thought fit, passing the following resolution. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated October 20, 2023 (the “**Circular**”).

SPECIAL RESOLUTION

1. To consider and approve the proposed extension of the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue.

By Order of the Board

Shanghai HeartCare Medical Technology Corporation Limited

WANG Guohui

Chairman of the Board

Shanghai, the PRC

October 20, 2023

Notes:

1. Any Shareholder of the Company entitled to attend and vote at the Class Meeting of Unlisted Shareholders is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.

NOTICE OF THE CLASS MEETING OF UNLISTED SHAREHOLDERS

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
3. In order to be valid, the 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 or authority, must be deposited with the Company's registered office 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) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Unlisted Shareholders (i.e., at or before 10:00 a.m. on Tuesday, November 7, 2023 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy shall not preclude the Shareholders of the Company from attending and voting in person at the Class Meeting of Unlisted Shareholders or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Class Meeting of Unlisted Shareholders, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
6. The Class Meeting of Unlisted Shareholders is expected to take less than half a day. Shareholders who attend the Class Meeting of Unlisted Shareholders shall be responsible for their own travel and accommodation expenses. Shareholders may contact the Investor Relations Department of the Company at +86 21 5897 5056 or info@heartcare.com.cn for any enquiries in respect of the Class Meeting of Unlisted Shareholders.

As at the date of this notice, the executive Directors are Mr. Wang Guohui, Ms. Zhang Kun and Mr. Wei Jiawei; the non-executive Directors are Mr. Ding Kui and Mr. Chen Shaoxiong; and the independent non-executive Directors are Mr. Guo Shaomu, Mr. Feng Xiangqian and Mr. Gong Ping.