



**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)**

**TERMS OF REFERENCE FOR  
THE STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS**

**CHAPTER 1 GENERAL PROVISIONS**

**Article 1** Shanghai HeartCare Medical Technology Corporation Limited (hereinafter referred to as the “**Company**”) has established the strategy committee of the board of directors (hereinafter referred to as the “**Strategy Committee**”) and formulated these terms of reference for the Strategy Committee so as to fulfill the Company’s strategic development needs, enhance the Company’s core competitiveness, determine the Company’s development plan, improve the investment decision-making process, strengthen scientific decision-making, improve the quality and effectiveness of major investment decision making, and improve corporate governance structure of the Company, in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other relevant laws and regulations, as well as the Articles of Association of Shanghai HeartCare Medical Technology Corporation Limited (hereinafter referred to as the “**Articles of Association**”).

**Article 2** The Strategy Committee is a specific working body set up by the board of directors. Its main responsibilities are to conduct researches and make recommendations to the board of directors concerning the long term development strategies and material investment decisions of the Company.

**CHAPTER 2 COMPOSITION**

**Article 3** The Strategy Committee shall comprise three to five directors.

**Article 4** The Strategy Committee members shall be nominated by the chairman of the board of directors, a majority of the independent non-executive directors or one-third of all directors, and shall be elected by the board of directors.

**Article 5** The Strategy Committee shall have a convener or chairperson.

**Article 6** The term of office of the Strategy Committee shall correspond to the term of office of the board of directors and it shall be renewable by re-election upon its expiry.

In the event that a member of the Strategy Committee ceases to be a director or is no longer suitable to hold the position of a member during his/her term of membership on the Strategy Committee, his/her membership on the Strategy Committee shall lapse automatically, and the vacancy shall be filled in accordance with Articles of Association and the provisions of the terms of reference.

**Article 7** If the term of office of the board of directors expires and a timely re-election is not conducted, the directors who originally served as members of the Strategy Committee shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, the Articles of Association, and the terms of reference until the newly elected directors assume office.

### **CHAPTER 3 DUTIES AND AUTHORITIES**

**Article 8** The specific duties of the Strategy Committee are:

- (1) To review the business plans formulated by the Company's operating decision-making committee and make recommendations to the board of directors;
- (2) To review the major investment plans formulated by the Company's operating decision-making committee and make recommendations to the board of directors;
- (3) To review the organisational structure and institutional setup of the Company's management;
- (4) To propose plans for the Company's equity and bond financing and give advices to the board of directors;
- (5) To propose plans for the Company's profit distribution and loss compensation and give advices to the board of directors;
- (6) Other matters as authorized by the board of directors.

**Article 9** The Strategy Committee shall be accountable to the board of directors and proposals of the committee shall be submitted to the board of directors for consideration.

## CHAPTER 4 DECISION-MAKING PROCEDURES

**Article 10** Upon the occurrence of the matters specified in Article 8, the Company's operating decision-making committee shall, in a timely manner, compile written materials and submit an formal proposal to the Strategy Committee.

**Article 11** The Strategy Committee shall convene a meeting to discuss the formal proposal and submit the results of the discussion to the board of directors.

## CHAPTER 5 RULES OF PROCEDURES

**Article 12** The Strategy Committee shall have the authority to call meetings at its discretion. A meeting shall be convened upon the proposal of more than half (inclusive) of the total number of committee members, or at the discretion of the chairperson of the Strategy Committee when it is deemed necessary.

Meetings shall be convened with notice to all members given not less than three days prior to the meeting. The meeting notice may be served by hand or sent through fax, registered mails or electronic mails, etc.. The Company shall, in principle, provide the relevant materials and information no later than three days before the convening of the special committee meeting. The aforementioned notice period may be waived by unanimous consent of all members.

Meetings shall be presided over by the chairperson of the Strategy Committee. If the chairperson is unable to attend a meeting, he/she may appoint another member of the Strategy Committee to preside over the meeting.

**Article 13** Meetings of the Strategy Committee shall be held only with the presence of a majority of its members. Each member shall be entitled to one vote. Resolutions of a meeting must be passed by a majority of the votes of its members.

**Article 14** Resolutions of the Strategy Committee shall be passed by a show of hands, by poll or by communication (including email). Meetings of the Strategy Committee shall be convened on site in principle. However, when ensuring that all participating members can communicate fully and express their opinions, if necessary, meetings may be conducted via video, telephone, or other means, following the prescribed procedures.

**Article 15** The members of operating decision-making committee of the Company may be present at meetings of the Strategy Committee. In addition, directors, supervisors and other senior management members of the Company may be invited to be present at such meetings if necessary.

**Article 16** If necessary, the Strategy Committee may also engage intermediaries to advise on its decision-makings at the cost of the Company.

**Article 17** The procedures for convening a meeting, the method of voting and resolutions passed at a meeting of the Strategy Committee shall comply with the provisions of the relevant laws, regulations, the Articles of Association and the provisions of these terms of reference.

**Article 18** The Strategy Committee shall keep minutes of its meetings. Members present at a meeting shall sign the minutes of that meeting. The meeting minutes shall be kept by the secretary to the board of directors of the Company for at least ten years.

**Article 19** The resolution adopted at the Strategy Committee's meeting and the voting results shall be submitted to the board of directors in writing.

**Article 20** Members of the Strategy Committee attending the meeting, and those attending as observers are subject to confidentiality obligations on all discussed matters and are not allowed to disclose relevant information.

## **CHAPTER 6 SUPPLEMENTARY PROVISIONS**

**Article 21** These terms of reference and subsequent amendments shall become effective and be implemented on the day when they are considered and approved by the board of directors.

**Article 22** Any matters not covered by these terms of reference shall be implemented in accordance with the provisions of the relevant laws, regulations and the Articles of Association. If the terms of reference contravene any provisions of the Company Law, the Listing Rules and the relevant laws, regulations or the Articles of Association, such relevant laws, regulations and the Articles of Association shall prevail.

**Article 23** In the event of any discrepancy between the English and Chinese versions of the terms of reference, the Chinese version shall prevail.

**Article 24** Any amendment or interpretation of these terms of reference shall be done by the board of directors.

**Shanghai HeartCare Medical Technology Corporation Limited**  
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