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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai HeartCare Medical Technology Corporation Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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) WORK REPORT OF THE BOARD OF DIRECTORS FOR 2021**
- (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2021**
- (3) PROFIT DISTRIBUTION PLAN FOR 2021**
- (4) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2021**
- (5) 2021 ANNUAL REPORT**
- (6) PROPOSED AMENDMENT OF THE SCHEME LIMIT OF  
THE 2021 H SHARE INCENTIVE SCHEME**
- (7) PROPOSED APPOINTMENT OF DIRECTOR**
- (8) REMUNERATION OF DIRECTORS**
- (9) REMUNERATION OF SUPERVISORS**
- (10) RE-APPOINTMENT OF AUDITORS FOR 2022**
- (11) GENERAL MANDATE TO ISSUE SHARES**
- AND**
- (12) NOTICE OF 2021 ANNUAL GENERAL MEETING**

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Notice convening the AGM to be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC at 2:00 p.m. on Monday, May 16, 2022 is set out on pages 15 to 20 of this circular.

A form of proxy for use at the AGM is enclosed and is also published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.heartcare.com.cn](http://www.heartcare.com.cn)). Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the AGM (i.e. no later than 2:00 p.m. on Sunday, May 15, 2022) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM or any adjournment thereof should you so wish. **The Company strongly recommends you to monitor the development of the situation with the COVID-19 and to assess, based on the social distancing policies, the necessity for attending the AGM in person.**

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

April 11, 2022

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“2021 Annual Report”	the annual report of the Company for the year ended December 31, 2021, which is expected to be published on the HKExnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company’s website (www.heartcare.com.cn) on or around April 20, 2022
“2021 H Share Incentive Scheme”	the 2021 H Share Incentive Scheme adopted by the Company on November 1, 2021
“2021 H Share Incentive Scheme Amendments”	the amendment of the 2021 H Share Incentive Scheme Limit as detailed in the section headed “6. Proposed Amendment of the Scheme Limit of the 2021 H Share Incentive Scheme”
“2021 H Share Incentive Scheme Limit”	the maximum number of H Shares that will be acquired by the Trustee through on-market transactions at the prevailing market price for the 2021 H Share Incentive Scheme, which is currently set at 750,000 H Shares and is proposed to be amended and increased to 3,000,000 H Shares in the AGM
“AGM” or “Annual General Meeting”	the 2021 annual general meeting of the Company to be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC at 2:00 p.m. on Monday, May 16, 2022 or any adjournment thereof for the purpose of, considering and, if thought fit, approving the resolutions contained in the notice of the 2021 annual general meeting which is set out on pages 15 to 20 of this circular
“Articles of Association”	The articles of association of the Company currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“China”, “PRC” or “the PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, excluding Hong Kong, Macau Special Administrative Region and Taiwan

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## DEFINITIONS

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“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)
“Company Law”	the Company Law of the People’s Republic of China revised and adopted by the Standing Committee of the Twelfth National People’s Congress on December 28, 2013 and enforced on March 1, 2014 (as amended, supplemented or otherwise modified from time to time)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars
“H Shareholder(s)”	the holder(s) of H Share(s)
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars”, “HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Director(s)” or “Independent Non-executive Director(s)”	the independent non-executive Director(s) of the Company
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Board at the AGM to allot, issue and/or deal with the Unlisted Shares and H Shares not exceeding 20 percent of each of the total number of Unlisted Shares and H Shares, respectively, in issue on the date of passing the related resolution, subject to the conditions set out in the resolution proposed at the Annual General Meeting for approving the general mandate

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## DEFINITIONS

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“Latest Practicable Date”	April 4, 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	August 20, 2021, on which the Shares were listed and from which dealings therein were permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“Unlisted Share(s)”	the ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed and credited as fully paid up in Renminbi
“%”	percent

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Wang Guohui (*Chairman*)  
Ms. Zhang Kun

*Non-executive Directors:*

Mr. Ding Kui  
Mr. Chen Gang  
Mr. Ouyang Xiangyu

*Independent Non-executive Directors:*

Mr. Guo Shaomu  
Mr. Feng Xiangqian  
Mr. Gong Ping

*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

*Principal place of business in  
Hong Kong:*

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

April 11, 2022

*To the Shareholders*

Dear Sir or Madam,

- (1) WORK REPORT OF THE BOARD OF DIRECTORS FOR 2021
- (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2021
- (3) PROFIT DISTRIBUTION PLAN FOR 2021
- (4) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2021
- (5) 2021 ANNUAL REPORT
- (6) PROPOSED AMENDMENT OF THE SCHEME LIMIT OF  
THE 2021 H SHARE INCENTIVE SCHEME
- (7) PROPOSED APPOINTMENT OF DIRECTOR
- (8) REMUNERATION OF DIRECTORS
- (9) REMUNERATION OF SUPERVISORS
- (10) RE-APPOINTMENT OF AUDITORS FOR 2022
- (11) GENERAL MANDATE TO ISSUE SHARES  
AND
- (12) NOTICE OF 2021 ANNUAL GENERAL MEETING

#### INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM (set out on pages 15 to 20 of this circular) and information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

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## LETTER FROM THE BOARD

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At the AGM, ordinary resolutions will be proposed to approve, among others, (i) the work report of the Board of Directors for 2021 (the “**2021 Work Report of the Board**”); (ii) the work report of the Supervisory Committee for 2021 (the “**2021 Work Report of the Supervisory Committee**”); (iii) the profit distribution plan for 2021 (the “**2021 Profit Distribution Plan**”); (iv) the audited consolidated financial statements for 2021 (the “**2021 Financial Statements**”); (v) the 2021 Annual Report; (vi) the 2021 H Share Incentive Scheme Amendments; (vii) the appointment of Director; (viii) to authorise the Board to determine the remuneration of the Directors; (ix) to authorise the Supervisory Committee to determine the remuneration of the Supervisors; and (x) the re-appointment of auditors of the Company for 2022 and authorise the Board to determine their respective remuneration. A special resolution will be proposed to approve the general mandate to issue Shares.

### **ORDINARY RESOLUTIONS:**

#### **1. 2021 Work Report of the Board**

An ordinary resolution will be proposed at the AGM to approve the 2021 Work Report of the Board. Please refer to the report of the Board in the 2021 Annual Report.

The 2021 Work Report of the Board was considered and approved by the Board on March 28, 2022 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

#### **2. 2021 Work Report of the Supervisory Committee**

An ordinary resolution will be proposed at the AGM to approve the 2021 Work Report of the Supervisory Committee. Please refer to the report of the Supervisory Committee in the 2021 Annual Report.

The 2021 Work Report of the Supervisory Committee was considered and approved by the Supervisory Committee on March 28, 2022 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

#### **3. 2021 Profit Distribution Plan**

Based on the operating results, financial position and future development plan of the Company, the Board recommended not to distribute a final dividend for 2021.

The 2021 Profit Distribution Plan was considered and approved by the Board on March 28, 2022 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

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## LETTER FROM THE BOARD

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### 4. 2021 Financial Statements

Please refer to the audited consolidated financial statements contained in the 2021 Annual Report.

The 2021 Financial Statements were considered and approved by the Board on March 28, 2022 and are hereby proposed at the AGM for consideration and approval by the Shareholders.

### 5. 2021 Annual Report

An ordinary resolution will be proposed at the AGM to approve the 2021 Annual Report.

The 2021 Annual Report was considered and approved by the Board on March 28, 2022 and is hereby proposed at the AGM for consideration and approval by the Shareholders. The 2021 Annual Report will be published on the websites of Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.heartcare.com.cn>) on or around April 20, 2022.

### 6. Proposed Amendment of the Scheme Limit of the 2021 H Share Incentive Scheme

The Company obtained Shareholders' approval for and adopted the 2021 H Share Incentive Scheme on November 1, 2021. Pursuant to the terms of the 2021 H Share Incentive Scheme, the 2021 H Share Incentive Scheme Limit, being the maximum number of H Shares which may be granted to eligible participants and which the trustee of the 2021 H Share Incentive Scheme may acquire is 750,000 H Shares.

According to the rules of the 2021 H Share Incentive Scheme and authorization granted by the Shareholders at the 2021 extraordinary general meeting on November 1, 2021, the amendment of the 2021 H Share Incentive Scheme Limit falls outside the authorization granted to the Board and the management committee of the 2021 H Share Incentive Scheme, and therefore Shareholders' approval for the 2021 H Share Incentive Scheme Amendment as set out in this section is required.

The Company proposes to amend the 2021 H Share Incentive Scheme Limit and increase the limit to 3,000,000 H Shares, the Company intends to do so to increase the flexibility under the 2021 H Share Incentive Scheme and in turn improve the Company's ability to attract, motivate and retained eligible participants and will be beneficial to the Shareholders as a whole. The revised 2021 H Share Incentive Scheme Limit will be delineated into two types of award shares and will be subject to the timeline as detailed below:

<b>Types of Awards</b>	<b>Limits</b>
The three-year period award	Subject to the revised 2021 H Share Incentive Scheme Limit (3,000,000 H Shares in aggregate across all type of awards), not more than 2,700,000 H Shares



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## LETTER FROM THE BOARD

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<b>Types of Awards</b>	<b>Limits</b>
The one-year period award	Subject to the revised 2021 H Share Incentive Scheme Limit (3,000,000 H Shares in aggregate across all type of awards), up to 100,000 H Shares for 2022 and up to 300,000 H Shares for each of 2023, 2024 and 2025

Other basic details of the two types of award to be awarded will be as follow:

<b>Types of Awards</b>	<b>Grant Price</b>	<b>Grant Date</b>
The three-year period award	To be determined by the Management Committee with the authorization of the Board	To be granted prior to December 31, 2024
The one-year period award	To be determined by the Management Committee with the authorization of the Board	To be granted by the end of the first quarter of 2022, 2023, 2024 and 2025, respectively.

The Company will make conforming changes to rule 2.4 and rule 15.1 of the rules of the 2021 H Share Incentive Scheme upon approval of the foregoing amendments.

As of the Latest Practicable Date, there are 31,565,804 H Shares and 7,268,604 Unlisted Shares in issue. Assuming no further change in the Company's share capital prior to the AGM, upon approval of the 2021 H Share Incentive Scheme Amendments, the maximum number of H Shares to be granted under the revised 2021 H Share Incentive Scheme Limit will represent approximately 9.50% of the Company's total number of H Shares and approximately 7.73% of the Company's total issued share capital. As of the Latest Practicable Date, the Company has granted 386,700 H Shares to eligible participants pursuant to the 2021 H Share Incentive Scheme. Save for the proposed amendment, all other terms of the 2021 H Share Incentive Scheme shall in full force and effect in all other respect.

### **7. Proposed Appointment of Executive Director**

An ordinary resolution will be proposed at the AGM to appoint Mr. Wei Jiawei (韋家威) (“**Mr. Wei**”) as an executive Director of the Company and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.

Reference is made to the announcement dated March 28, 2022 in relation to the proposed appointment of Mr. Wei as an executive Director.

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## LETTER FROM THE BOARD

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Pursuant to Article 126 of the Articles of Association, the proposed appointment of director shall be subject to the approval by the Shareholders. The proposal on appointment of Mr. Wei as an executive Director and the authorisation to the Board to fix their remuneration is hereby proposed at the AGM for consideration and approval. Biographical details of Mr. Wei is set out below.

Mr. Wei, aged 44, joined our Company in September 2020 and was appointed as the deputy general manager in November 2020. 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.

Subject to the approval by the Shareholders of Mr. Wei's appointment as executive Director, Mr. Wei will enter into a service contract with the Company for a term of service running from the date of his appointment until the end of the term of the current session of the Board. Pursuant to such proposed service contract, as an executive Director, Mr. Wei will not receive any director remuneration from the Company.

Mr. Wei has not held any directorships in any other listed public companies of which securities are listed on any securities market in Hong Kong or overseas, in the last three years, nor does he have other major appointments or professional qualifications. Furthermore, Mr. Wei does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company, nor does he have any interests in the shares of the Company within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance.

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. Wei that need to be brought to the attention of the shareholders of the Company or disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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## LETTER FROM THE BOARD

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### **8. To authorise the Board to determine the remuneration of the Directors**

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration plan for the Directors for the year ending December 31, 2022 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

Mr. Guo Shaomu and Mr. Gong Ping will be entitled to an annual remuneration of HKD260,000 (after tax) and RMB200,000 (before tax) respectively from the Company for the year 2022. Mr. Feng Xiangqian shall not be entitled to any Directors' remuneration for his role as independent non-executive Director. The executive Directors and non-executive Directors shall not be entitled to any Directors' remuneration for their roles as Directors, but shall be entitled to remuneration based on their other employment in the Company and in accordance with the Company's internal policies (if applicable).

### **9. To authorise the Supervisory Committee to determine the remuneration of the Supervisor**

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration plan for the Supervisors for the year ending December 31, 2022 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

The employee Supervisor, namely Mr. Xing Tingyu, shall not receive any remuneration for his role as Supervisor, but shall be entitled to remuneration, based on his other employment position and in accordance with the Company's internal policies. The remaining Supervisors, namely Mr. Zhou Baolei and Mr. Mei Jianghua, shall not be entitled to any remuneration from the Company.

### **10. Resolution on the re-appointment of auditors of the Company for 2022**

The Board proposes that Ernst & Young Certified Public Accountants be re-appointed as the domestic auditor for the Company in 2022, responsible for providing relevant external auditing service in accordance with Chinese Accounting Standards for Business Enterprises until the close of the annual general meeting of the Company for 2022. The Board proposes that Ernst & Young Certified Public Accountants be re-appointed as the international auditor for the Company in 2022, responsible for providing relevant international auditing and reviewing service in accordance with the International Financial Reporting Standards until the close of the annual general meeting of the Company for 2022. The proposal on the re-appointment of domestic and international auditors and the authorisation to the Board to fix their remuneration is hereby proposed at the AGM for consideration and approval.

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## LETTER FROM THE BOARD

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### SPECIAL RESOLUTION:

#### Resolution on general mandate to issue Shares

To provide more flexibility and convenience to the fundraisings for the Company, the proposal to issue additional shares of the Company and to grant the Board a general mandate is hereby proposed at the AGM for consideration and approval by the Shareholders:

- A. To consider and approve the Company to issue additional H Shares and additional Unlisted Shares in the share capital of the Company (“**Additional Shares**”) and to grant to the Board a general mandate (“**General Mandate**”), subject to terms and conditions set out in this resolution, for the exercise by the Board during the Relevant Period (as defined in (iv)) of powers to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares (such Additional Shares being subject to a maximum of 20% of the respective aggregate number of issued H Shares and Unlisted Shares of the Company as at the date of approval of this resolution), and to make or grant offers or agreements in respect of such Additional Shares:
- i. such General Mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
  - ii. the total number of Shares approved to be allotted or agreed conditionally or unconditionally to be allotted by the Board shall not exceed: (a) 20% of the total number of H Shares of the Company in issue at the date of the passing of this resolution; and/or (b) 20% of the total number of Unlisted Shares of the Company in issue at the date of the passing of this resolution, otherwise than pursuant to any scrip dividend scheme or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares in accordance with the Articles of Association;
  - iii. the Board will only exercise its power under such mandate in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Hong Kong Listing Rules and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;
  - iv. for the purposes of this resolution:

“**H Shares**” means the overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars;

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## LETTER FROM THE BOARD

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“**Unlisted Shares**” means the ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed and credited as fully paid up in Renminbi;

“**Relevant Period**” means the period from the passing of this resolution until the earlier of:

- (a) the conclusion of the 2022 annual general meeting of the Company following the passing of this resolution; or
- (b) the date on which the authority conferred by this resolution is revoked or varied by a special resolution in a general meeting of the Company.

B. Subject to the Board issuing additional H Shares and additional Unlisted Shares pursuant to this resolution, the Board be authorised to:

- i. approve, execute and do or procure to be executed and done, all documents, deeds and things as it may consider necessary in connection with the issue of such new shares of the Company (including, but not limited to the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreement);
- ii. determine the use of proceeds and make all necessary filing, registration and applications with or to the relevant authorities in the PRC and/or Hong Kong (if required);
- iii. determine the registered capital and the number of shares of the Company pursuant to the issue or allotment of shares pursuant to this resolution, and register with the relevant authorities in the PRC and/or Hong Kong upon an increase of registered capital and the number of shares of the Company; and
- iv. make amendments to the articles of association of the Company accordingly as it thinks fit so as to reflect relevant matters such as the registered capital and new capital structure of the Company after the issue and allotment of shares of the Company.

### AGM

The Company will hold the AGM at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC on Monday, May 16, 2022, at 2:00 p.m. for the Shareholders to consider, and if thought fit, approve the resolutions relating to, among others, (i) the 2021 Work Report of the Board; (ii) the 2021 Work Report of the Supervisory Committee; (iii) the 2021 Profit Distribution Plan; (iv) the 2021 Financial Statements; (v) the 2021 Annual Report; (vi) the 2021 H Share Incentive Scheme Amendments; (vii) the appointment of Director; (viii) to authorise the Board to determine the remuneration

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## LETTER FROM THE BOARD

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of the Directors; (ix) to authorise the Supervisory Committee to determine the remuneration of the Supervisors; and (x) the re-appointment of auditors of the Company for 2022 and authorise the Board to determine their respective remuneration. A special resolution will be proposed to approve the general mandate to issue Shares. Notice of the AGM is set out on pages 15 to 20 of this circular.

### **CLOSURE OF REGISTER OF MEMBERS OF H SHARES AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE AGM**

The register of members of H Shares of the Company will be closed from Saturday, April 16, 2022 to Monday, May 16, 2022, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for attending the AGM and vote for all resolutions to be submitted thereat, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m., on Thursday, April 14, 2022 for registration.

Enclosed herewith is the proxy form for the AGM. If you intend to appoint a proxy to attend the AGM, 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 AGM (i.e. no later than 2:00 p.m. on Sunday, May 15, 2022) 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 AGM or any adjournment thereof in person if you so wish. **The Company strongly recommends you to monitor the development of the situation with the COVID-19 and to assess, based on the social distancing policies, the necessity for attending the AGM in person.**

### **Voting by Way of Poll**

In accordance with Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at the AGM must be taken by poll. As such, all the resolutions set out in the notice convening the AGM will be voted by poll.

Save as disclosed in the circular, if any, no Shareholder will have a material interest in the matters to be approved and will be required to abstain from voting in respect of such resolutions.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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.

### PRECAUTIONARY MEASURES FOR THE AGM

During the period for the prevention and control of the coronavirus disease (COVID-19) in China and overseas, the Company will strictly comply with the requirements regarding the pandemic prevention and control stipulated by government departments, and take relevant prevention and control measures. Shareholders attending the AGM shall pay early attention to and comply with the relevant regulations and requirements regarding health report, quarantine and observation during the pandemic prevention and control period in Shanghai. The Company will strictly comply with the requirements regarding the pandemic prevention and control stipulated by government departments, and take relevant prevention and control measures including monitoring the temperatures of shareholders attending the AGM.

Shareholders having a fever or other symptoms, not wearing a surgical mask as required, or failing to comply with the relevant regulations and requirements regarding the pandemic prevention and control will not be able to enter the venue of the AGM. If the number of shareholders attending the AGM reaches the maximum (if any) stipulated by the relevant government departments at the date of the AGM in accordance with the regulations and requirements regarding the pandemic prevention and control, shareholders shall be admitted on a “first-come-first-served” basis, and shareholders subsequently arriving may not be able to enter the venue of the AGM.

The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. Shareholders are reminded that physical attendance at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person, by completing and returning the form of proxy. The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the AGM.

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## LETTER FROM THE BOARD

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### RECOMMENDATIONS

The Directors (including the Independent Non-executive Directors) consider that all the above resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the aforesaid resolutions to be proposed at the AGM.

By Order of the Board

**Shanghai HeartCare Medical Technology Corporation Limited**

**WANG Guohui**

*Chairman of the Board*



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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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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)**

### NOTICE OF 2021 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2021 annual general meeting (the “**AGM**”) of Shanghai HeartCare Medical Technology Corporation Limited (the “**Company**”) will be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC on Monday, May 16, 2022, at 2:00 p.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 April 11, 2022.

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the work report of board of directors of the Company (the “**Board**”) for 2021.
2. To consider and approve the work report of supervisory committee (the “**Supervisory Committee**”) of the Company for 2021.
3. To consider and approve the profit distribution plan for 2021.
4. To consider and approve the audited consolidated financial statements of the Company for 2021.
5. To consider and approve the annual report of the Company for 2021.
6. To consider and approve the 2021 H Share Incentive Scheme Amendments.
7. To consider and approve the appointment of Mr. Wei Jiawei as an executive Director.
8. To authorise the Board to determine the remuneration of the Directors.

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9. To authorise the Supervisory Committee to determine the remuneration of the supervisors of the Company.
10. To consider and approve the re-appointment of Ernst & Young as the auditors of the Company for a term until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine its remuneration.

### SPECIAL RESOLUTION

11. To consider and approve the Company to issue additional H Shares and additional Unlisted Shares in the share capital of the Company (“**Additional Shares**”) and to grant to the Board a general mandate (“**General Mandate**”), subject to terms and conditions set out in this resolution, for the exercise by the Board during the Relevant Period (as defined below) of powers to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares (such Additional Shares being subject to a maximum of 20% of the respective aggregate number of issued H Shares and Unlisted Shares of the Company as at the date of approval of this resolution), and to make or grant offers or agreements in respect of such Additional Shares:
  - (1) To consider and approve the Company to issue additional H Shares and additional Unlisted Shares in the share capital of the Company and to grant to the Board a general mandate, subject to terms and conditions set out, to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares and to make or grant offers or agreements in respect of such Additional Shares:
    - i. such General Mandate shall not extend beyond the Relevant Period (as defined in (iv)) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
    - ii. the total number of shares of the Company approved to be allotted or agreed conditionally or unconditionally to be allotted by the Board, shall not exceed: (a) 20% of the total number of H Shares of the Company in issue at the date of the passing of this resolution; and/or (b) 20% of the total number of Unlisted Shares of the Company in issue at the date of the passing of this resolution, otherwise than pursuant to any scrip dividend scheme or similar arrangement providing for the allotment of such shares of the Company in lieu of the whole or part of a dividend on such shares in accordance with the articles of association of the Company;

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- iii. the Board will only exercise its power under such mandate in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Hong Kong Listing Rules and only if all necessary approvals from the China Securities Regulatory Commission, The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and/or other relevant PRC government authorities are obtained; and
- iv. for the purposes of this resolution:

“**H Shares**” means the overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars;

“**Unlisted Shares**” means the the ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed and credited as fully paid up in Renminbi;

“**Relevant Period**” means the period from the passing of this resolution until the earlier of:

- (a) the conclusion of the 2022 annual general meeting of the Company following the passing of this resolution; or
- (b) the date on which the authority conferred by this resolution is revoked or varied by a special resolution in a general meeting of the Company.

- (2) Subject to the Board issuing additional H Shares and additional Unlisted Shares pursuant to this resolution, the Board be authorised to:

- i. approve, execute and do or procure to be executed and done, all documents, deeds and things as it may consider necessary in connection with the issue of such new shares of the Company (including, but not limited to the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreement);
- ii. determine the use of proceeds and make all necessary filing, registration and applications with or to the relevant authorities in the PRC and/or Hong Kong (if required);

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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- iii. determine the registered capital and the number of shares of the Company pursuant to the issue or allotment of shares pursuant to this resolution, and register with the relevant authorities in the PRC and/or Hong Kong upon an increase of registered capital and the number of shares of the Company; and
- iv. make amendments to the articles of association of the Company accordingly as it thinks fit so as to reflect relevant matters such as the registered capital and new capital structure of the Company after the issue and allotment of shares of the Company.

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

Shanghai, April 11, 2022

As at the date of this notice, the Board comprises:

*Executive directors:*

Mr. Wang Guohui (*Chairman*)  
Ms. Zhang Kun

*Non-executive directors:*

Mr. Ding Kui  
Mr. Chen Gang  
Mr. Ouyang Xiangyu

*Independent non-executive directors:*

Mr. Guo Shaomu  
Mr. Feng Xiangqian  
Mr. Gong Ping

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Notes:

### 1. Closure of register of members of H Shares and ascertaining of eligibility for attending the AGM

The register of members of H Shares of the Company will be closed from Saturday, April 16, 2022 to Monday, May 16, 2022, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for attending the AGM and vote for all resolutions to be submitted thereat, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m., on Thursday, April 14, 2022 for registration.

### 2. Proxy

- (1) Each shareholder entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. A proxy need not be a shareholder of the Company. **The Company strongly recommends you to monitor the development of the situation with the COVID-19 and to assess, based on the social distancing policies, the necessity for attending the above meeting in person, and the board of directors of the Company respectfully recommends that, for the same reason, the shareholders to appoint the chairman of the above meeting as their proxy rather than a third party to attend and vote on their behalf at the above meeting (or any adjournment thereof).**
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised.
- (3) To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other document of authorisation (if any) must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (if any) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM (i.e. no later than 2:00 p.m. on Sunday, May 15, 2022) or any adjournment thereof (as the case may be). Completion and return of the proxy will not preclude shareholders from attending and vote at the meeting should they wish to do so.
- (4) Any voting at the AGM shall be taken by poll.

### 3. Registration procedures for attending the AGM

- (1) Shareholders of the Company whose names appear on the register of members of the Company on May 16, 2022 will be entitled to attend and vote at the AGM or any adjourned meetings.
- (2) A shareholder or his proxy should present proof of identity when attending the AGM. If a shareholder is a legal person, its legal representative or other person authorised by the Board or other governing body of such shareholder may attend the AGM by providing a copy of the resolution of the Board or other governing body of such shareholder appointing such person to attend the meeting.
- (3) Shareholders or proxies attending the AGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. The votes abstained will be counted in the calculation of the required majority.

### 4. Voting method at the AGM

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a shareholders' general meeting must be taken by poll. Accordingly, the chairman of the AGM will demand a poll in relation to all the proposed resolutions at the AGM.

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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### 5. Miscellaneous

(1) The AGM is expected to take no more than half a day. Shareholders who attend the AGM shall bear their own travelling and accommodation expenses.

(2) The address of the Company's H Share Registrar is:

Shops 1712–1716, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

(3) The address and contact details of the Company's headquarter is:

Floor 1 and 3, Building 38  
No. 356, Zhengbo Road  
Lingang New District  
Pilot Free Trade Zone, Shanghai  
The People's Republic of China

Telephone: (86) 21 5897 5056  
Facsimile: (86) 21 5897 5005  
Email: info@strokemedical.com

(4) Precautionary measures for the AGM

During the period for the prevention and control of the coronavirus disease (COVID-19) in China and overseas, the Company will strictly comply with the requirements regarding the pandemic prevention and control stipulated by government departments, and take relevant prevention and control measures. Shareholders attending the AGM shall pay early attention to and comply with the relevant regulations and requirements regarding health report, quarantine and observation during the pandemic prevention and control period in Shanghai. The Company will strictly comply with the requirements regarding the pandemic prevention and control stipulated by government departments, and take relevant prevention and control measures including monitoring the temperatures of shareholders attending the AGM.

Shareholders having a fever or other symptoms, not wearing a surgical mask as required, or failing to comply with the relevant regulations and requirements regarding the pandemic prevention and control will not be able to enter the venue of the AGM. If the number of shareholders attending the AGM reaches the maximum (if any) stipulated by the relevant government departments at the date of the AGM in accordance with the regulations and requirements regarding the pandemic prevention and control, shareholders shall be admitted on a "first-come-first-served" basis, and shareholders subsequently arriving may not be able to enter the venue of the AGM.

The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. Shareholders are reminded that physical attendance at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person, by completing and returning the form of proxy. The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the AGM.

(5) All times set out in this notice refer to Hong Kong local time.