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## Shanghai MicroPort MedBot (Group) Co., Ltd.

上海微创医疗机器人(集团)股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2252)

# NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING TO BE CONVENED AND HELD ON TUESDAY, 21 JUNE 2022

**NOTICE IS HEREBY GIVEN THAT** a domestic shareholders' class meeting (the "**Domestic Shareholders' Class Meeting**") of Shanghai MicroPort MedBot (Group) Co., Ltd. (the "**Company**") will be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Tuesday, 21 June 2022 at 10:30 a.m. or immediately after the conclusion of the 2021 annual general meeting (the "**Annual General Meeting**") of the Company or any adjournment thereof (whichever is the later) for the following purposes:

### SPECIAL RESOLUTION

1. To consider and, if thought fit, to approve the following general mandate for the directors (the "**Directors**") of the Company and the persons authorised by the Directors to buy back domestic shares and/or H shares of the Company:
  - (a) the Directors be granted a general mandate, by reference to market conditions and in accordance with needs of the Company, to buy back domestic shares and/or H shares of the Company not exceeding 10% of each of the total number of domestic shares and/or H shares of the Company, respectively, in issue at the time when this resolution is passed at the Annual General Meeting and the relevant resolutions are passed at class meetings of shareholders.
  - (b) the Directors be authorised to (including but not limited to the following):
    - (i) formulate and implement the buyback plan, including but not limited to determining the time of buyback, period of buyback, buyback price and number of shares to buy back, etc.;

- (ii) notify creditors and issue announcements pursuant to the requirements of the applicable laws and regulations in the PRC and the articles of association of the Company;
- (iii) open overseas share accounts and money accounts and carry out related change of foreign exchange registration procedures;
- (iv) carry out relevant procedures or filing procedures (if any) pursuant to the applicable laws, regulations and rules; and
- (v) carry out cancellation procedures for bought back shares, make corresponding amendments to the articles of association of the Company relating to, among others, share capital and shareholdings, and carry out modification registrations and make filings.

(c) Authorisation period

The period of the above general mandate shall not exceed the relevant period (the “**Relevant Period**”). The Relevant Period commences from the day when the authority conferred by this special resolution is approved by a special resolution of shareholders at the Annual General Meeting and the relevant class meetings of the Company and ends at the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the date of passing of this resolution;
- (ii) the expiration of a period of twelve months following the passing of this special resolution at the Annual General Meeting, the class meeting of holders of domestic shares of the Company and the class meeting of holders of H shares of the Company;  
or
- (iii) the date on which the authority conferred by this resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at a class meeting of holders of domestic shares of the Company or a class meeting holders of H shares of the Company.

By order of the Board  
**Shanghai MicroPort MedBot (Group) Co., Ltd.**  
**Mr. Sun Hongbin**  
*Chairman*

Shanghai, China, 20 May 2022

*Notes:*

1. A shareholder entitled to attend and vote at the above Domestic Shareholders' Class Meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In the case of joint holders of any share, any one of such persons may vote at the Domestic Shareholders' Class Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Domestic Shareholders' Class Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's registered office in the PRC at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 24 hours before the time fixed for holding of the Domestic Shareholders' Class Meeting (i.e. not later than 10:30 a.m. on Monday, 20 June 2022) or any adjournment thereof. The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person at the Domestic Shareholders' Class Meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
4. All resolutions at the Domestic Shareholders' Class Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company.
5. In respect of the special resolution 1, the Directors wish to state that they have no immediate plans to buy back any existing domestic shares and/or H shares.
6. Shareholders attending the Domestic Shareholders' Class Meeting in person or by proxy shall bear their own travelling and accommodation expenses, and shall produce their identity documents.
7. References to dates and time in this notice are to Hong Kong dates and time. The English text of this notice shall prevail over the Chinese text for the purpose of interpretation.

*As at the date of this notice, the executive Director is Dr. He Chao, the non-executive Directors are Mr. Sun Hongbin, Mr. Sun Xin and Mr. Chen Chen, and the independent non-executive Directors are Ms. Lee Kit Ying, Dr. Li Minghua and Mr. Yao Haisong*