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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 THE 2022 THIRD EXTRAORDINARY GENERAL MEETING TO BE CONVENED AND HELD ON TUESDAY, 21 JUNE 2022

NOTICE IS HEREBY GIVEN THAT the 2022 third extraordinary general meeting (the “**Extraordinary General 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 11:00 a.m. or at any adjournment thereof for the following purposes.

*Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the notice dated 4 June 2022 issued by the Company (the “**Notice**”).*

SPECIAL RESOLUTIONS

1. To consider and approve the fulfillment by the Company of the requirements for the Proposed Issue and the Proposed Listing;
2. To consider and approve the Proposed Issue as follows (each and every item as a separate resolution):
 - i. *Class and nominal value of new Shares to be issued*

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

Except as otherwise provided in the relevant laws, rules, regulations, regulatory documents, business rules and the Articles of Association, the RMB ordinary shares (A shares) allotted and issued in the Proposed Issue shall rank *pari passu* in all respects with the issued Domestic Shares and H Shares.

ii. *Issue size*

The Proposed Issue only involves the allotment and issue of new A Shares, and will not involve sale of the Shares by any existing Shareholders. The Company proposes to allot and issue not more than 116,062,930 new A Shares, representing approximately 12.11% of the share capital of the Company as of the Latest Practicable Date, and approximately 10.80% of the enlarged share capital upon completion of the Proposed Issue. If any over-allotment arrangement is made, the number of A Shares that may be over-allotted shall not exceed 15% of the initial number of A Shares to be issued, and shall be counted within the limit of 116,062,930 A Shares.

The final issue size and arrangements of over-allotment (if any) will be determined by the Board after consultation with the lead underwriter(s) according to the authorization (if granted at the Extraordinary General Meeting and the Class Meetings), the conditions required by the laws and regulations of the PRC and the regulatory authorities, and the market conditions then. If there is any ex-right event (such as bonus issue and conversion of capital reserve to share capital) prior to the Proposed Issue, the number of A Shares to be allotted and issued will be adjusted accordingly.

iii. *Target subscribers*

The Proposed Issue shall be open to price consultation participants, strategic investors and other qualified investors who meet the requirements set by the relevant PRC laws, regulations and the conditions stipulated by regulatory authorities. If the regulatory authorities such as CSRC or the Shanghai Stock Exchange stipulate otherwise, they will be dealt with in accordance with their regulations.

Before proceeding with the Proposed Issue, the Company will also ascertain whether such target subscribers are connected persons of the Company. In the event that such target subscribers are connected persons of the Company and the Company decides to allot and issue the A Shares to such target subscribers, the Company will comply with the requirements under Chapter 14A of the Listing Rules in advance.

iv. *Pricing methodology*

The pricing of the Proposed Issue will be determined by the Company and the lead underwriter on the basis of the results of the enquiry from the price consultation participants who meet the conditions stipulated by the relevant PRC laws, regulations and the conditions stipulated by regulatory authorities, or by other means approved by the CSRC and/or Shanghai Stock Exchange at that time, in accordance with the conditions of the PRC securities market at the time of the Proposed Issue, with due regard to the interests of the existing shareholders of the Company and in accordance with market-based principles.

Based on the Company Law of the PRC, the issue price of the A Shares shall not be lower than the nominal value of the Shares, i.e. RMB1.00 per Share. There are no other legal or regulatory requirements stipulating the floor price for the Proposed Issue. For illustration purpose, the net asset value per Share as at 31 December 2021 was RMB2.49. 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.

v. *Method of issuance*

The Proposed Issue will be conducted through a combination of targeted placement to strategic investors, offline placement to price consultation participants and pricing to qualified investors for online fund subscription or other issuance methods approved by the CSRC and/or the Shanghai Stock Exchange.

vi. *Strategic Allotment*

The Proposed Issue may be allotted to strategic investors. The specific plan for the allotment will be determined in accordance with the specific circumstances of the securities market at the time of the issuance and will be delegated by Shareholders at the Extraordinary General Meeting and the Class Meetings to the Board or persons authorised by the Board in accordance with the applicable provisions of laws and regulations in the PRC, the approvals of the CSRC and the Shanghai Stock Exchange and the prevailing market conditions.

If the senior management and employees of the Company intend to participate in the strategic allotment and subscribe for the A Shares in the Proposed Issue, the Company will comply with the corresponding consideration procedures and other relevant required procedures in accordance with the requirements of the relevant laws and regulations in the PRC in due course and disclose them in detail in accordance thereunder.

In the event that any connected person of the Company intends to participate in the strategic allotment and the Company decides to allot and issue the A Shares to such participants, the Company will comply with the requirements under Chapter 14A of the Listing Rules in advance.

vii. *Method of underwriting*

The method of underwriting of the Proposed Issue is standby underwriting.

viii. *Place of listing*

The place for the Proposed Listing is the Sci-Tech Board.

ix. *Timing of issue and listing*

The Company shall select the timing of the Proposed Issue within twelve months from the date of obtaining the decision of the CSRC on the consent for registration of the public issue of the A Shares. Upon the Company has obtained the approval of the Shanghai Stock Exchange, the Board shall determine the timing of the Proposed Listing and the Proposed Issue in consultation with the lead underwriter.

x. *Use of proceeds*

The proceeds raised from the Proposed Issue, after deducting the relevant listing expenses, are intended to be used for research and development of surgical robots, industrialization of surgical robots, marketing system construction and academic promotion, as well as replenishing working capital.

xi. *Validity period of the resolutions*

The resolutions in respect of the Proposed Issue shall be valid for a period of twelve months from the date of consideration and approval at the Extraordinary General Meeting and the Class Meetings. If the Company is not able to complete the Proposed Issue within such validity period, the Company may convene and hold another general meeting and class meetings of the Shareholders to extend the validity period of the relevant resolutions.

3. To consider and approve the investment projects to be funded by the proceeds raised from the Proposed Issue and feasibility analysis. The proceeds raised by the Company from the Proposed Issue will be used for the following projects (the “**Projects**”) after deducting the issuance expenses and professional fees:

No.	Name of the project	Proposed Amount of investment from funds raised (RMB'000,000)
1	Research and development of surgical robots	1,500.00
2	Industrialization of surgical robots	170.00
3	Marketing system construction and academic promotion	410.00
4	Working capital	720.00
Total		<u>2,800.00</u>

As the Proposed Issue is not expected to take place in 2022 and is further subject to the approvals of the CSRC and the Shanghai Stock Exchange, the market condition and other uncertainties, the Company anticipates that extra funding is necessary on top of the net proceeds from the Listing to support its ongoing R&D activities and commercialization of its pipeline products.

Without the proceeds from the Proposed Issue, the Company may need to finance its investment proceeds with cash balance and cash from operating activities through commercialization of the Company's pipeline products and bank borrowings, and thereby reducing the cashflow available and/or increasing the gearing ratio of the Company.

The Company will use the proceeds from the Proposed Issue in strict accordance with the relevant regulations in the PRC, and the proceeds may be used to replace the self-financing funds invested in the project in the previous stages and to pay the outstanding balance of the project in accordance with the requirements and procedures of relevant laws, regulations and regulatory documents. The Board considers that the extra proceeds raised from the Proposed Listing will enable the Group to maintain flexibility as to its general working capital and avoid creating financial burden to the Group.

In estimating the proceeds to be raised from the Proposed Issue, the Board has considered, apart from the net proceeds from the Listing, the total funding requirements of the Group's investment projects, the proposed offering percentage, the recent market capitalization of the Company and the future capital market trend. The expected amount of proceeds is not indicative of the issue price. The pricing of the Proposed Issue will be determined in the issuance process by the Company and the lead underwriter on the basis of the results of the enquiry from the price consultation participants.

The Board has fully analyzed the feasibility of the projects to be invested by the proceeds of the Proposed Issue and considers that such projects are feasible.

Within the scope of the above-mentioned proceeds investment projects, the Company may make appropriate adjustments to the order of investment and specific amounts of the corresponding fund-raising investment projects in accordance with the actual situation of the progress and financing needs of the projects.

When the proceeds from the Proposed Issue are available, if the actual net proceeds are less than the total amount of proceeds required for the above-mentioned projects, the shortfall shall be settled by the Company's self-financing funds. If the actual net proceeds exceed the total amount of proceeds required for the above-mentioned projects, the excessive amount will be used to supplement the working capital related to the Company's main business or utilized in accordance with the relevant regulations of the regulatory authorities.

It is agreed that the Company shall establish a dedicated account deposit system for the proceeds, which will be deposited in a dedicated account decided by the Board for centralized management and dedicated use.

4. To consider and approve the authorization to the Board and its authorized persons to deal with matters relating to the Proposed Issue and the Proposed Listing at their absolute discretion

The authorization proposed to be granted to the Board shall include without limitation:

- (a) To handle the reporting matters and relevant procedural works of the Proposed Issue and Proposed Listing, including but not limited to the approval, registration, filing, registration and consent procedures with relevant government departments, regulatory bodies and stock exchanges, securities registration and settlement institutions; to sign, execute, amend and complete all necessary documents related to the Proposed Issue and Proposed Listing (including but not limited to letter of intent, prospectus, sponsorship agreement, underwriting agreement, listing agreement, declaration and undertaking and various announcements, etc.);
- (b) In accordance with the requirements of the CSRC and the Shanghai Stock Exchange and the actual situation of the securities market, to decide specifically on the number of issues, the target subscribers, the issue price, the pricing method, the method of issue, the strategic allotment, the over-allotment option, the timing of the issue, etc. within the issue proposal to be considered and approved at the Extraordinary General Meeting and the Class Meetings;
- (c) According to the implementation of the plan for the Proposed Issue, market conditions, policy adjustments and the views or recommendations of the regulatory authorities, make necessary adjustments to the specific contents of the plan for the Proposed Issue;
- (d) Within the scope of the total investment amount of the fund-raising investment projects considered and approved by the Extraordinary General Meeting and the Class Meetings, decide on the specific implementation plan of the projects; the Board shall, based on the actual operational needs of the Company and on the basis of full demonstration of the feasibility of the fund-raising investment projects, make changes, additions, deletions or other forms of adjustments to the investment direction of the Proposed Listing and the scale of fund-raising and other related matters; in accordance with the actual progress of the project, organize and implement the construction of the project with its own or self-financing funds before the availability of the proceeds from the Proposed Issue; when the proceeds from the Proposed Issue become available, utilize the proceeds to replace the indirect financing such as own funds and bank loans invested in the project which shall be invested with the proceeds; determine the dedicated deposit account for the proceeds; enter into the tripartite supervision agreement for the proceed; specific implementation of the investment of the proceeds after the completion of the Proposed Issue and Proposed Listing; enter into major contracts and relevant legal documents involved in the implementation of the investment projects of the proceeds, etc;
- (e) According to the results of the implementation of the plan for the Proposed Issue and the opinions or suggestions of the regulatory bodies, make adaptive amendments to the relevant provisions of the Articles of Association and relevant internal systems, and to handle registration/filing matters such as the registration of changes in industrial and commercial registration;

- (f) Make or amend the public commitments made by the Company in relation to the Proposed Issue and Proposed Listing in accordance with the laws and regulations and the opinions or requirements of the regulatory bodies;
- (g) After the completion of the Proposed Issue, handle matters in relation to the registration and settlement of the A Shares with China Securities Depository and Clearing Corporation Limited, including but not limited to the registration of share custody, circulation lock-up and other matters;
- (h) Engage intermediaries such as the sponsor, underwriter, legal adviser and auditor for the Proposed Issue and Proposed Listing, negotiate with the intermediaries to determine the service fees and enter into the engagement agreement;
- (i) In the event of force majeure or other circumstances sufficient to make the plan of the Proposed Issue difficult to implement, or that the implementation of the plan of the Proposed Issue would bring extremely adverse consequences to the Company, exercise the discretion to suspend or terminate of the plan of the Proposed Issue;
- (j) To handle other matters related to the Proposed Issue and Proposed Listing as appropriate and suitable;
- (k) The above authorization shall be valid for a period of twelve months from the date of consideration and approval by the Extraordinary General Meeting and the Class Meetings.

On the basis that this proposal has been considered and approved by the Extraordinary General Meeting and the Class Meetings, the Board has agreed to further authorize the chairman of the Board and the general manager (president) of the Company to carry out the above-mentioned authorizations.

5. To consider and approve the proposal for accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed Issue:

For any undistributed accumulated profit before the Proposed Issue and the Proposed Listing, it is proposed that such profit shall be shared between the Shareholders after the Proposed Issue and the Proposed Listing in proportion to their shareholdings after the Proposed Issue.

For any unrecovered loss prior to the Proposed Issue and the Proposed Listing, it is proposed that such loss shall be borne by the new and existing Shareholders after the Proposed Issue and the Proposed Listing in proportion to their shareholdings after the Proposed Issue.

6. To consider and approve the “Share Price Stabilization Plan within Three Years after Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A-shares) on Sci-Tech Board”.

7. To consider and approve the “Shareholder Dividend Distribution Plan within Three Years after Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A-shares) on Sci-Tech Board”.
8. To consider and approve the undertakings and restraining measures relating to the Proposed Issue and the Proposed Listing, and to authorize the Board to make appropriate undertakings for the purpose of the Proposed Issue in accordance with the laws, regulations and regulatory documents of the PRC, the relevant regulations and policies of the securities regulatory departments, and combining the review for the Proposed Listing in practice and the actual situation of the Company.
9. To consider and approve the analysis on dilution on immediate return by the Proposed Issue and adoption of recovery measures.
10. To consider and approve the engagement of intermediaries, including China International Capital Corporation Limited as the sponsor/lead underwriter, Jia Yuan Law Offices as the legal adviser to the Company as to PRC laws, and KPMG Huazhen LLP as the auditor, as well as other intermediaries (if necessary) for the Proposed Issue and the Proposed Listing.
11. To consider and approve the “Report on the Use of Proceeds from the Previous Offering by Shanghai MicroPort MedBot (Group) Co., Ltd.”.
12. To consider and approve the Proposed Amendments.
13. To consider and approve the amendments to the “Rules of Procedure of the General Meeting of Shareholders”.
14. To consider and approve the amendments to the “Rules of Procedure of the Board of Directors”.
15. To consider and approve the amendments to the “Rules of Procedure of the Supervisory Committee”.
16. To consider and approve the status of transactions with related parties during the Reporting Period.

ORDINARY RESOLUTIONS

17. To consider and approve the amendments to the “System for the Work of Independent Non-executive directors”.
18. To consider and approve the amendments to and/or formulation of each of the following internal management policies:
 - i. the “Implementation rules of cumulative voting system (Draft)”;
 - ii. the “External Investment Management System (Draft)”;
 - iii. the “External Guarantee Management System (Draft)”;
 - iv. the “Raised Funds Management System (Draft)”;
 - v. the “Investor Relations Management System (Draft)”;
 - vi. the “A-Share Related Party Transaction Decision-making System (Draft)”.
19. To consider and approve the appointment of Mr. MUI Wing Hong as an independent non-executive Director, and to authorize the Board to fix his remuneration.
20. To consider and approve the uncovered deficit of the Company amounting to one-third of its total share capital:

As at 31 December 2021, the accumulated loss of the Company was RMB717.989 million and the total share capital of the Company was RMB958,593.831.

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

Shanghai, China, 4 June 2022

Notes:

1. For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Thursday, 16 June 2022 to Tuesday, 21 June 2022, both dates inclusive, during which period no transfer of H Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 15 June 2022.
2. A Shareholder entitled to attend and vote at the above Extraordinary General 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/her. A proxy need not be a shareholder of the Company.

3. In the case of joint holders of any Shares, any one of such persons may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Extraordinary General 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 Shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of him/her 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 Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company’s registered office in the PRC at Room 101, Area B, Building 1, 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (for holders of domestic Shares) (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 Extraordinary General Meeting (i.e. not later than 11:00 a.m. on Monday, 20 June 2022). The completion and delivery of the form of proxy shall not preclude the Shareholder from attending and voting in person at the Extraordinary General Meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
5. All resolutions at the Extraordinary General 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 Hong Kong Exchanges and Clearing Limited and the Company.
6. Shareholders attending the Extraordinary General 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.