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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)**

# **(1) POLL RESULTS OF THE 2022 THIRD EXTRAORDINARY GENERAL MEETING, 2022 THIRD DOMESTIC SHAREHOLDERS' CLASS MEETING AND 2022 THIRD H SHAREHOLDERS' CLASS MEETING; (2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND (3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

References are made to the notice (the “**Extraordinary General Meeting Notice**”) of the 2022 third extraordinary general meeting (the “**Extraordinary General Meeting**”), notices (the “**Class Meetings Notices**”) of the 2022 third domestic shareholders’ class meeting and the 2022 third H shareholders’ class meeting and the circular (the “**Circular**”) of Shanghai MicroPort MedBot (Group) Co., Ltd. (the “**Company**”) dated 4 June 2022. Capitalised terms used herein shall, unless otherwise defined, have the same meanings as those defined in the Circular.

The Board is pleased to announce that the Company convened and held the Extraordinary General Meeting and the Class Meetings at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, the PRC on Tuesday, 21 June 2022. All the proposed resolutions as set out in the Extraordinary General Meeting Notice and the Class Meetings Notices were duly passed by way of poll at the Extraordinary General Meeting and the Class Meetings.

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND THE CLASS MEETINGS**

### **Extraordinary General Meeting**

As at the date of the Extraordinary General Meeting, the total number of Shares in issue was 958,593,831, which entitled the holders to attend the Extraordinary General Meeting and vote for or against or abstain from voting on the resolutions proposed thereat. The Shareholders and proxies of Shareholders attending the Extraordinary General Meeting held a total of 915,437,346 voting Shares, representing approximately 95.50% of the total number of issued Shares as at the date of the Extraordinary General Meeting.

Shanghai Latent AI Technology Co., Ltd. (“**Shanghai Latent**”), Shanghai Qingzhen Enterprise Management Consultation Center LLP (“**Shanghai Qingzhen**”), Shanghai Qingmin Enterprise Management Consultation Center LLP (“**Shanghai Qingmin**”), Shanghai Qingxing Enterprise Management Consultation Center LLP (“**Shanghai Qingxing**”), Shanghai Qinghe Enterprise Management Consultation Center LLP (“**Shanghai Qinghe**”), Shanghai Maijin Enterprise Management Consultation Center LLP (“**Shanghai Maijin**”), Shanghai Yajian Enterprise Management Consultation Center LLP (“**Shanghai Yajian**”) and Shanghai Changlong Lifescience Technology Co., Ltd. (“**Shanghai Changlong**”), each being an existing Shareholder, were deemed to have related relationship in resolution no. 16 proposed at the Extraordinary General Meeting and have abstained from voting on resolution no. 16. As at the date of the Extraordinary General Meeting, Shanghai Latent, Shanghai Qingzhen, Shanghai Qingmin, Shanghai Qingxing, Shanghai Qinghe, Shanghai Maijin, Shanghai Yajian and Shanghai Changlong held an aggregate of 754,677,687 Shares. Accordingly, the total number of Shares entitling the holders to attend and vote for or against resolution no. 16 proposed at the Extraordinary General Meeting was 203,916,144 Shares.

The poll results in respect of the resolutions proposed at the Extraordinary General Meeting were as follows:

Special Resolutions		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the fulfillment by the Company of the requirements for the Proposed Issue and the Proposed Listing.	915,437,346 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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;	915,353,346 (99.990824%)	84,000 (0.009176%)	0 (0.000000%)
	ii. Issue size;	915,353,346 (99.990824%)	84,000 (0.009176%)	0 (0.000000%)
	iii. Target subscribers;	915,353,346 (99.990824%)	84,000 (0.009176%)	0 (0.000000%)
	iv. Pricing methodology;	915,353,346 (99.990824%)	84,000 (0.009176%)	0 (0.000000%)
	v. Method of issuance;	915,353,346 (99.990824%)	84,000 (0.009176%)	0 (0.000000%)
	vi. Strategic allotment;	915,353,346 (99.990824%)	84,000 (0.009176%)	0 (0.000000%)
	vii. Method of underwriting;	912,833,355 (99.715547%)	84,000 (0.009176%)	2,519,991 (0.275277%)

Special Resolutions		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
	viii. Place of listing;	915,353,346 (99.990824%)	84,000 (0.009176%)	0 (0.000000%)
	ix. Timing of issue and listing;	915,353,346 (99.990824%)	84,000 (0.009176%)	0 (0.000000%)
	x. Use of proceeds; and	915,353,346 (99.990824%)	84,000 (0.009176%)	0 (0.000000%)
	xi. Validity period of the resolutions.	910,834,117 (99.497155%)	84,000 (0.009176%)	4,519,229 (0.493669%)
3.	To consider and approve the investment projects to be funded by the proceeds raised from the Proposed Issue and feasibility analysis.	915,437,346 (100.000000%)	0 (0.000000%)	0 (0.000000%)
4.	To consider and approve the authorization to the Board and its authorized persons to deal with matters relating to the Proposed Issue and Proposed Listing at their absolute discretion.	915,437,346 (100.000000%)	0 (0.000000%)	0 (0.000000%)
5.	To consider and approve the proposal for accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed Issue.	915,437,346 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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”.	915,437,346 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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”.	915,437,346 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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.	915,437,346 (100.000000%)	0 (0.000000%)	0 (0.000000%)
9.	To consider and approve the analysis on dilution on immediate return by the Proposed Issue and adoption of recovery measures.	915,437,346 (100.000000%)	0 (0.000000%)	0 (0.000000%)

Special Resolutions		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
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.	915,437,346 (100.000000%)	0 (0.000000%)	0 (0.000000%)
11.	To consider and approve the “Report on the Use of Proceeds from the Previous Offering by Shanghai MicroPort MedBot (Group) Co., Ltd.”.	910,239,319 (99.432181%)	0 (0.000000%)	5,198,027 (0.567819%)
12.	To consider and approve the Proposed Amendments.	910,239,319 (99.432181%)	0 (0.000000%)	5,198,027 (0.567819%)
13.	To consider and approve the amendments to the “Rules of Procedure of the General Meeting of Shareholders”.	907,719,328 (99.156904%)	0 (0.000000%)	7,718,018 (0.843096%)
14.	To consider and approve the amendments to the “Rules of Procedure of the Board of Directors”.	910,239,319 (99.432181%)	0 (0.000000%)	5,198,027 (0.567819%)
15.	To consider and approve the amendments to the “Rules of Procedure of the Supervisory Committee”.	910,239,319 (99.432181%)	0 (0.000000%)	5,198,027 (0.567819%)
16.	To consider and approve the status of transactions with related parties during the Reporting Period.	155,561,632 (100.000000%)	0 (0.000000%)	0 (0.000000%)
Ordinary Resolutions		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
17.	To consider and approve the amendments to the “System for the Work of Independent Non-executive directors”.	910,239,319 (99.432181%)	0 (0.000000%)	5,198,027 (0.567819%)
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)”;	905,720,090 (98.938512%)	0 (0.000000%)	9,717,256 (1.061488%)
	ii. the “External Investment Management System (Draft)”;	905,720,090 (98.938512%)	0 (0.000000%)	9,717,256 (1.061488%)
	iii. the “External Guarantee Management System (Draft)”;	905,720,090 (98.938512%)	0 (0.000000%)	9,717,256 (1.061488%)

Ordinary Resolutions		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
	iv. the “Raised Funds Management System (Draft)”;	905,720,090 (98.938512%)	0 (0.000000%)	9,717,256 (1.061488%)
	v. the “Investor Relations Management System (Draft)”;	905,720,090 (98.938512%)	0 (0.000000%)	9,717,256 (1.061488%)
	vi. the “A-Share Related Party Transaction Decision-making System (Draft)”.	905,720,090 (98.938512%)	0 (0.000000%)	9,717,256 (1.061488%)
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.	909,241,473 (99.323179%)	997,846 (0.109002%)	5,198,027 (0.567819%)
20.	To consider and approve the uncovered deficit of the Company amounting to one-third of its total share capital.	910,239,319 (99.432181%)	0 (0.000000%)	5,198,027 (0.567819%)

In respect of each of the above special resolutions numbered 1 to 16, as more than two-thirds of the voting rights represented by the Shareholders (including their proxies) attending the Extraordinary General Meeting were cast in favour of each of these resolutions, all these resolutions were duly passed as special resolutions at the Extraordinary General Meeting.

In respect of each of the above ordinary resolutions numbered 17 to 20, as more than half of the voting rights represented by the Shareholders (including their proxies) attending the Extraordinary General Meeting were cast in favour of each of these resolutions, all these resolutions were duly passed as ordinary resolutions at the Extraordinary General Meeting.

### **Domestic Shareholders’ Class Meeting**

As at the date of the Domestic Shareholders’ Class Meeting, the total number of Domestic Shares in issue was 6,599,543, which entitled the holders to attend the Domestic Shareholders’ Class Meeting and vote for or against or abstain from voting on the resolution proposed thereat. The Domestic Shareholders and proxies of Domestic Shareholders attending the Domestic Shareholders’ Class Meeting held a total of 6,599,543 voting Domestic Shares, representing all the issued Domestic Shares as at the date of the Domestic Shareholders’ Class Meeting.

The poll results in respect of the resolutions proposed at the Domestic Shareholders' Class Meeting were as follows:

Special Resolutions		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the fulfillment by the Company of the requirements for the Proposed Issue and the Proposed Listing.	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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;	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	ii. Issue size;	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	iii. Target subscribers;	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	iv. Pricing methodology;	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	v. Method of issuance;	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	vi. Strategic allotment;	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	vii. Method of underwriting;	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	viii. Place of listing;	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	ix. Timing of issue and listing;	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	x. Use of proceeds; and	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	xi. Validity period of the resolutions.	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
3.	To consider and approve the investment projects to be funded by the proceeds raised from the Proposed Issue and feasibility analysis.	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)



Special Resolutions		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
4.	To consider and approve the authorization to the Board and its authorized persons to deal with matters relating to the Proposed Issue and Proposed Listing at their absolute discretion.	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
5.	To consider and approve the proposal for accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed Issue.	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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”.	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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”.	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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.	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
9.	To consider and approve the analysis on dilution on immediate return by the Proposed Issue and adoption of recovery measures.	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)
10.	To consider and approve the Proposed Amendments.	6,599,543 (100.000000%)	0 (0.000000%)	0 (0.000000%)

In respect of each of the above special resolutions numbered 1 to 10, as more than two-thirds of the voting rights represented by the Domestic Shareholders (including their proxies) attending the Domestic Shareholders’ Class Meeting were cast in favour of each of these resolutions, all these resolutions were duly passed as special resolutions at the Domestic Shareholders’ Class Meeting.

### H Shareholders’ Class Meeting

As at the date of the H Shareholders’ Class Meeting, the total number of H Shares in issue was 951,994,288, which entitled the holders to attend the H Shareholders’ Class Meeting and vote for or against or abstain from voting on the resolution proposed thereat. The H Shareholders and proxies of H Shareholders attending the H Shareholders’ Class Meeting held a total of 908,837,803 voting H Shares, representing approximately 95.47% of the total number of issued H Shares as at the date of the H Shareholders’ Class Meeting.

The poll results in respect of the resolutions proposed at the H Shareholders' Class Meeting were as follows:

Special Resolutions		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the fulfillment by the Company of the requirements for the Proposed Issue and the Proposed Listing.	908,834,478 (99.999634%)	3,325 (0.000366%)	0 (0.000000%)
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;	908,750,478 (99.990392%)	87,325 (0.009608%)	0 (0.000000%)
	ii. Issue size;	908,750,478 (99.990392%)	87,325 (0.009608%)	0 (0.000000%)
	iii. Target subscribers;	908,750,478 (99.990392%)	87,325 (0.009608%)	0 (0.000000%)
	iv. Pricing methodology;	908,750,478 (99.990392%)	87,325 (0.009608%)	0 (0.000000%)
	v. Method of issuance;	908,750,478 (99.990392%)	87,325 (0.009608%)	0 (0.000000%)
	vi. Strategic allotment;	908,750,478 (99.990392%)	87,325 (0.009608%)	0 (0.000000%)
	vii. Method of underwriting;	908,750,478 (99.990392%)	87,325 (0.009608%)	0 (0.000000%)
	viii. Place of listing;	908,750,478 (99.990392%)	87,325 (0.009608%)	0 (0.000000%)
	ix. Timing of issue and listing;	908,750,478 (99.990392%)	87,325 (0.009608%)	0 (0.000000%)
	x. Use of proceeds; and	908,750,478 (99.990392%)	87,325 (0.009608%)	0 (0.000000%)
	xi. Validity period of the resolutions.	908,750,478 (99.990392%)	87,325 (0.009608%)	0 (0.000000%)
3.	To consider and approve the investment projects to be funded by the proceeds raised from the Proposed Issue and feasibility analysis.	908,834,478 (99.999634%)	3,325 (0.000366%)	0 (0.000000%)



Special Resolutions		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
4.	To consider and approve the authorization to the Board and its authorized persons to deal with matters relating to the Proposed Issue and Proposed Listing at their absolute discretion.	908,834,478 (99.999634%)	3,325 (0.000366%)	0 (0.000000%)
5.	To consider and approve the proposal for accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed Issue.	908,834,478 (99.999634%)	3,325 (0.000366%)	0 (0.000000%)
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”.	908,834,478 (99.999634%)	3,325 (0.000366%)	0 (0.000000%)
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”.	908,834,478 (99.999634%)	3,325 (0.000366%)	0 (0.000000%)
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.	908,834,478 (99.999634%)	3,325 (0.000366%)	0 (0.000000%)
9.	To consider and approve the analysis on dilution on immediate return by the Proposed Issue and adoption of recovery measures.	908,834,478 (99.999634%)	3,325 (0.000366%)	0 (0.000000%)
10.	To consider and approve the Proposed Amendments.	908,834,478 (99.999634%)	3,325 (0.000366%)	0 (0.000000%)

In respect of each of the above special resolutions numbered 1 to 10, as more than two-thirds of the voting rights represented by the H Shareholders (including their proxies) attending the H Shareholders’ Class Meeting were cast in favour of each of these resolutions, all these resolutions were duly passed as special resolutions at the H Shareholders’ Class Meeting.

The Extraordinary General Meeting and the Class Meetings were convened by the Board. Mr. Sun Hongbin, the non-executive Director and chairman of the Board, was the chairman of the Extraordinary General Meeting and the Class Meetings and presided over the Extraordinary General

Meeting and the Class Meetings. The attendance records of the Directors at the Extraordinary General Meeting and the Class Meetings were as follows:

- the executive Director, Dr. He Chao; and the non-executive Director, Mr. Sun Hongbin, attended the Extraordinary General Meeting and the Class Meetings in person; and
- the non-executive Directors, Mr. Sun Xin and Mr. Chen Chen; and the independent non-executive Directors, Ms. Lee Kit Ying, Dr. Li Minghua and Mr. Yao Haisong, attended the Extraordinary General Meeting and the Class Meetings by online conferencing.

Save as disclosed, as at the date of the Extraordinary General Meeting and the Class Meetings, (i) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions proposed at the Extraordinary General Meeting or the Class Meetings pursuant to Rule 13.40 of the Listing Rules; (ii) none of the Shareholders were required under the Listing Rules to abstain from voting at the Extraordinary General Meeting or the Class Meetings; and (iii) none of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the Extraordinary General Meeting or the Class Meetings.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for vote-taking at the Extraordinary General Meeting and the Class Meetings.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. MUI Wing Hong (“**Mr. MUI**”) has been appointed as independent non-executive Director, the chairperson of the Audit Committee and a member of the Nomination Committee with effect from the conclusion of the Extraordinary General Meeting. The Company has entered into an appointment letter with Mr. MUI and he will hold office until the end of the first session of the Board.

The Board would like to express its warm welcome to Mr. MUI for joining the Board.

## **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Proposed Amendments have been approved by the Shareholders by way of special resolutions at the Extraordinary General Meeting and the Class Meetings and the Core Standards' Amendments and the Business Scope Amendment have become effective upon such approval on 21 June 2022, with all other amended Articles as shown in Appendix IV to the Circular becoming effective upon the Proposed Listing. The full text of the amended Articles of Association will be published on the websites of the Stock Exchange and the Company.

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

Shanghai, China, 21 June 2022

*As at the date of this announcement, 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 Dr. Li Minghua, Mr. Yao Haisong and Mr. Mui Wing Hong.*