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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 THE 2022 FIRST CLASS MEETING OF DOMESTIC SHAREHOLDERS AND UNLISTED FOREIGN SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2022 first class meeting of domestic shareholders and unlisted foreign shareholders (the “**Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders**”) of Shanghai HeartCare Medical Technology Corporation Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC immediately after the conclusion of the 2022 first class meeting of H shareholders of the Company to be held at the same location on Wednesday, November 9, 2022 or any adjournment thereof 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 October 24, 2022 (the “**Circular**”).

SPECIAL RESOLUTIONS

1. To consider and approve the proposed Issue of A Shares as follows (each and every items as a separate resolution):
 - i. Class of new Shares to be issued: Ordinary Shares (A Shares).
 - ii. Place of listing: All A Shares will be listed and traded on the Sci-Tech Board.
 - iii. Nominal value of new Shares to be issued: RMB1.00 each.
 - iv. Issue size: The Company proposes to issue not more than 13,000,000 new A Shares (excluding the number of A Shares to be issued pursuant to the over-allotment option), representing approximately 33.48% of the share capital of the Company as of the Latest Practicable Date, and approximately 25.08% of the enlarged share capital upon completion of the Issue of A Shares (excluding the number of A Shares to be issued pursuant to the over-allotment option). The Issue of A Shares only involves issue of new Shares, and will not involve sale of Shares by existing shareholders. The Issue of A Shares can adopt the over-allotment option, which shall not exceed 15% of the Shares initially available under the Issue of A Shares. The final issue size will be determined by the Board after consultation with the lead underwriter(s) according to the authorization (if granted at the EGM and the Class Meetings), and be subject to final number of A Shares registered by the CSRC.

- v. Target subscribers: Qualified price consultation participants, PRC natural person, legal persons and other investors who fulfill the relevant rules and requirements relating to the Sci-Tech Board published by the Shanghai Stock Exchange and the CSRC (excluding those in respect of which subscription has been prohibited by laws, regulations and regulatory documents of the PRC).
 - vi. Method of issuance: The Issue of A Shares will be conducted through a combination of off-line placement to the price consultation participants and offering by way of on-line subscription by public investors, or other methods of issuance approved by the securities regulatory authorities (including but not limited to offering to strategic investors).
 - vii. Method of underwriting: The Issue of A Shares will be underwritten by the lead underwriter(s) by way of standby commitment.
 - viii. Pricing methodology: The issue price for the A Shares will be determined by the Company and the lead underwriter(s) in accordance with applicable laws and regulations, or by other pricing methods recognized by the CSRC and the Shanghai Stock Exchange.
 - ix. Schedule of issuance: The Company will proceed with the Issue within 12 months after the Shanghai Stock Exchange issues the approval opinion and CSRC approves the Issue. The Board and the lead underwriter(s) will determine the listing date for the A Shares after the CSRC agrees to the registration of the A Shares and after completion of the offering.
 - x. Validity period of the resolutions: The resolutions will be valid for a period of 12 months from the date of approval at the EGM and the Class Meetings.
2. To consider and approve the authorization to the Board of Directors to fully handle matters in connection with the Issue of A Shares and the listing on the Sci-Tech Board

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

- i. The formulation and implementation of the specific proposals for this issuance, including but not limited to specific matters such as issue size, target subscribers, method of issuance, timing of issuance, pricing methodology, issue price, and method of subscription in accordance with laws and regulations, the relevant requirements of securities regulatory authorities and the securities market conditions, and within the framework and in accordance with the principles adopted by the Shareholders at the EGM and the Class Meetings.

- ii. The performance of all procedures relating to the Proposed Issue of A Shares and listing on the Sci-Tech Board, including the procedures relating to registration, approval, registration, review, filing with the relevant regulatory authorities, and to sign, execute, amend and complete all necessary documents to be submitted to the government, authority and organization.
- iii. The appropriate adjustment to the specific matters relating to the Proposed Issue of A Shares and listing on the Sci-Tech Board within the effective period for the Issue of A Shares, including the amendment and submission of listing application materials as required by a change of policies or market circumstances.
- iv. The preparation, amendment, signing, submission, publication, disclosure, implementation, suspension and termination of all agreements, contracts, announcement or other documents relating to this issuance and listing (including but not limited to the prospectus for the Issue of A Shares and listing on the Sci-Tech Board, sponsoring agreement, underwriting agreement, listing agreement, engagement agreements of intermediaries), the engagement of sponsor(s), underwriter(s), legal adviser(s), auditing firm(s), asset valuer(s), receiving bank(s) and other in involved intermediaries this issuance and listing, and the determination and payment of all expenses relating to this issuance and listing.
- v. The necessary supplement and amendment to the Articles (draft) and the internal management policies of the Company, the “Analysis on Dilution on Immediate Return by the Initial Public Offering of A Shares and Recovery Measures for the Immediate Return”, the “Three-Year Dividend Distribution Plan for Shareholders after the Initial Public Offering of A Shares and the Listing on the Sci-Tech Board”, the “Plan for Stabilization of Price of Shares after the Initial Public Offering of A Shares and the Listing on the Sci-Tech Board” and other application documents and undertakings by the Company according to the applicable laws and regulations, requirements and suggestions of the relevant securities regulatory authorities or according to the actual conditions of this issuance.
- vi. The appropriate adjustments to be made to the relevant matters of the investment projects funded by the proceeds raised according to the implementation process of this issuance and listing, market conditions, policy adjustments and comments of the relevant securities regulatory authorities, including but not limited to the confirmation of the process of the investment projects, the allocation of funds when applying the proceeds raised, the confirmation of a special deposit account for the proceeds raised, etc., so long as such adjustments comply with applicable laws.
- vii. After the completion of the Issue of A Shares and listing on the Sci-Tech Board, the amendments of the Articles, capital verification, commercial registration changes and relevant approvals, registrations and filings.
- viii. According to the implementation process of this issuance, in accordance with the undertakings of each Shareholder, handling the matters of listing of the A Shares on the Shanghai Stock Exchange and settlement of shareholdings at the China Securities Depository and Clearing Co., Ltd. (including but not limited to the registration, circulation and lock-up of shares).

- ix. The authorization to handle matters in relation to the opening of the depository account for the funds raised.
- x. To the extent permitted by relevant laws, regulations and regulatory documents, the handling of other matters considered to be necessary, desirable or appropriate for this issuance and listing.

The above authorization, if approved, shall be valid for a period of 12 months from the date of approval at the EGM and the Class Meetings.

- 3. To consider and approve the use of proceeds raised from the Issue of A Shares and the listing on the Sci-Tech Board. The proceeds raised by the Company from the proposed Issue of A Shares will be used for the following projects after deducting the issuance expenses:

No.	Project name	Proposed amount from proceeds raised (RMB)(million)
1	Manufacture and R&D facility of high-end medical device	839.7
2	Marketing and branding	192.2
3	Working Capital	400.0
	Total	<u><u>1,431.9</u></u>

Before the proceeds raised from the Issue of A Shares are in place, the Company may make an initial investment with its own funds according to the needs of the projects, and after the proceeds raised are in place, the Company can replace the initial investment funds with the proceeds raised from the Issue of A Shares.

After the proceeds raised from the Issue of A Shares are in place, if the proceeds raised from this issuance cannot meet the capital requirements of the above proposed projects, the Company will invest according to the priority of the projects, the shortfall shall be covered by the Company with its own raised funds. If the proceeds raised from this issuance exceeds the capital requirements of the above projects, the surplus amount will be mainly used to supplement working capital and other projects relating to the main business.

The Company believes that there are good prospects for abovementioned projects which are complementary to the current businesses of the Company. The projects are also in line with the relevant national policies, environmental policies and other relevant laws and regulations. The projects and amounts of proceeds are appropriate for the current business size, financial status, technology standard and management capability of the Company. The proposed use of proceeds are in the interests of the Company and the Shareholders as a whole and are feasible.

4. To consider and approve the proposal for accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Issue of A Shares and the listing on the Sci-Tech Board:

As of the Latest Practicable Date, the Company has no undistributed accumulated profit. If the Company has undistributed accumulated profit or unrecovered losses before the Issue of A Shares and listing on the Sci-Tech Board, then it is proposed that the new and existing Shareholders shall share such profit or bear such losses in proportion to their respective shareholdings after the Issue of A Shares and listing on the Sci-Tech Board.

5. To consider and approve the analysis on dilution on immediate return by the Company's initial public offering of A Shares and adoption of recovery measures for the immediate return.
6. To consider and approve the Company's three-year dividend distribution plan for Shareholders and profit distribution policy after the Company's initial public offering of A Shares and the listing on the Sci-Tech Board.
7. To consider and approve the Company's share price stabilization plan after the Company's initial public offering of A Shares and listing on the Sci-Tech Board.
8. To consider and approve the status of major transactions with related parties during the Track Record Period (i.e. the three years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022).
9. To consider and approve the undertakings and restraining measures relating to the Issue of A Shares and listing on the Sci-Tech Board, and to authorize the Board to make appropriate undertakings for the purpose of the Issue of A Shares 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 listing on the Sci-Tech Board in practice and the actual situation of the Company.
10. To consider and approve the proposed amendments to the Articles.

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

Shanghai, October 24, 2022

Notes:

1. Any Shareholder of the Company entitled to attend and vote at the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member 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 shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's registered office at Floor 1 and 3, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC (for holders of Unlisted Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders (i.e., at or before 10:00 a.m. on November 8, 2022 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy shall not preclude the Shareholders of the Company from attending and voting in person at the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
6. The Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders is expected to take less than half a day. Shareholders who attend the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders shall be responsible for their own travel and accommodation expenses. Shareholders may contact the Investor Relations Department of the Company at +86 21 5897 5056 or info@strokemedical.com for any enquiries in respect of the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders.

As at the date of this notice, the executive Directors are Mr. Wang Guohui, Ms. Zhang Kun and Mr. Wei Jiawei; the non-executive Director is Mr. Ding Kui; and the independent non-executive Directors are Mr. Guo Shaomu, Mr. Feng Xiangqian and Mr. Gong Ping.