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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 Cryofocus Medtech (Shanghai) Co., Ltd., you should at once hand this circular with the enclosed proxy form 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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**Cryofocus Medtech (Shanghai) Co., Ltd.**  
**康澧生物科技(上海)股份有限公司**

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

**(Stock Code: 6922)**

- (1) WORK REPORT OF THE BOARD FOR 2022;**
  - (2) WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2022;**
  - (3) PROFIT DISTRIBUTION PLAN FOR 2022;**
  - (4) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2022;**
  - (5) 2022 ANNUAL REPORT;**
  - (6) REMUNERATION OF DIRECTORS;**
  - (7) REMUNERATION OF SUPERVISORS;**
  - (8) RE-APPOINTMENT OF AUDITORS FOR 2023;**
  - (9) PROPOSED APPOINTMENT OF DIRECTOR;**
  - (10) GENERAL MANDATE TO ISSUE SHARES;**
- AND**
- (11) NOTICE OF THE AGM**

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Capitalized terms used on this cover page shall have the same meanings as those defined in this circular.

The notice convening the AGM to be held at 3<sup>rd</sup> Floor, Building 25, Lane 3399, Kangxin Road, Pudong New Area, Shanghai, the People's Republic of China at 10:00 a.m. on Friday, June 16, 2023 is set out on pages 11 to 15 of this circular.

A proxy form for use at the AGM is enclosed and is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cryofocus.com](http://www.cryofocus.com)). Shareholders who intend to attend the AGM or to appoint a proxy to attend the AGM shall complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the AGM (i.e. no later than 10:00 a.m. on Thursday, June 15, 2023) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not prevent you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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

April 26, 2023

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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:*

“2022 Annual Report”	the annual report of the Company for the year ended December 31, 2022, which is published on the website of the Stock Exchange ( <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> ) and the website of the Company ( <a href="http://www.cryofocus.com">www.cryofocus.com</a> )
“AGM”	the 2022 annual general meeting of the Company to be held at 3 <sup>rd</sup> Floor, Building 25, Lane 3399, Kangxin Road, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Friday, June 16, 2023 or any adjournment thereof for the purpose of, considering and, if thought fit, approving the resolutions contained in the notice of the AGM as set out on pages 11 to 15 of this circular
“Articles of Association”	the articles of association of the Company, as conditionally adopted on December 2, 2021 and effective upon listing of the H Shares on the Main Board of the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Company”	Cryofocus Medtech (Shanghai) Co., Ltd. (康禮生物科技(上海)股份有限公司), a joint stock company incorporated in the PRC with limited liability on July 21, 2021, or, where the context requires (as the case may be), its predecessor, Cryofocus Medtech (Shanghai) Company Limited (康禮生物科技(上海)有限公司), a limited liability company established in the PRC on March 15, 2013
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries, or any one of them as the context may require or, where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries, or any one of them as the context may require, were or was engaged in and which were subsequently assumed by it

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“PRC”	the People’s Republic of China excluding, for the purposes of this circular, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Unlisted Share(s)”	ordinary share(s) issued by the Company with a nominal value of RMB1.00 each and not listed on any stock exchange
“%”	per cent

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LETTER FROM THE BOARD

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**Cryofocus Medtech (Shanghai) Co., Ltd.**  
**康澧生物科技(上海)股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 6922)**

<i>Executive Directors:</i>	<i>Registered Office, Headquarters and</i>
Mr. LI Kejian (Chairman)	<i>Principal Place of Business in the PRC:</i>
Mr. ZHU Jun	Building 15
	Lane 3399, Kangxin Road
<i>Non-executive Directors:</i>	Pudong New Area
Mr. LV Shiwen	Shanghai
Mr. ZHAO Chunsheng	PRC
<i>Independent Non-executive Directors:</i>	<i>Principal Place of Business in Hong Kong:</i>
Dr. GAO Dayong	Room 1901, 19/F, Lee Garden One
Mr. LIANG Hsien Tse Joseph	33 Hysan Avenue
Dr. QIN Zheng	Causeway Bay
Dr. HU Henan	Hong Kong

April 26, 2023

*To the Shareholders*

Dear Sir or Madam,

- (1) WORK REPORT OF THE BOARD FOR 2022;**
- (2) WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2022;**
- (3) PROFIT DISTRIBUTION PLAN FOR 2022;**
- (4) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2022;**
- (5) 2022 ANNUAL REPORT;**
- (6) REMUNERATION OF DIRECTORS;**
- (7) REMUNERATION OF SUPERVISORS;**
- (8) RE-APPOINTMENT OF AUDITORS FOR 2023;**
- (9) PROPOSED APPOINTMENT OF DIRECTOR;**
- (10) GENERAL MANDATE TO ISSUE SHARES;**
- AND**
- (11) NOTICE OF THE AGM**

## **INTRODUCTION**

The purpose of this circular is to provide you with the notice of the AGM (as set out on pages 11 to 15 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 for the approval of, among others, (i) the work report of the Board for 2022 (the “**2022 Work Report of the Board**”); (ii) the work report of the Board of Supervisors for 2022 (the “**2022 Work Report of the Board of Supervisors**”); (iii) the profit distribution plan for 2022 (the “**2022 Profit Distribution Plan**”); (iv) the audited consolidated financial statements for 2022 (the “**2022 Financial Statements**”); (v) the 2022 Annual Report; (vi) the authorization to the Board to determine the remuneration of the Directors; (vii) the authorization to the Board of Supervisors to determine the remuneration of the Supervisors; (viii) the re-appointment of the auditors of the Company for 2023 and the authorization to the Board to determine its remuneration; and (ix) the proposed appointment of Mr. LIU Wei (劉偉) as an executive Director. A special resolution will also be proposed for the grant of a general mandate to the Board to issue Shares.

### ORDINARY RESOLUTIONS

#### 1. 2022 Work Report of the Board

An ordinary resolution will be proposed at the AGM to approve the 2022 Work Report of the Board. Please refer to the report of the Directors as set out in the 2022 Annual Report.

The 2022 Work Report of the Board was considered and approved by the Board on March 30, 2023, and is hereby proposed at the AGM for consideration and approval.

#### 2. 2022 Work Report of the Board of Supervisors

An ordinary resolution will be proposed at the AGM to approve the 2022 Work Report of the Board of Supervisors. Please refer to the report of the Supervisors as set out in the 2022 Annual Report.

The 2022 Work Report of the Board of Supervisors was considered and approved by the Board of Supervisors on March 30, 2023, and is hereby proposed at the AGM for consideration and approval.

#### 3. 2022 Profit Distribution Plan

Based on the operating results, financial position and future development plan of the Company, the Board did not recommend payment of a final dividend for the year ended December 31, 2022.

The 2022 Profit Distribution Plan was considered and approved by the Board on March 30, 2023, and is hereby proposed at the AGM for consideration and approval.

#### 4. 2022 Financial Statements

Please refer to the audited consolidated financial statements contained in the 2022 Annual Report.

The 2022 Financial Statements were considered and approved by the Board on March 30, 2023, and are hereby proposed at the AGM for consideration and approval.

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## LETTER FROM THE BOARD

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### 5. 2022 Annual Report

An ordinary resolution will be proposed at the AGM to approve the 2022 Annual Report.

The 2022 Annual Report was considered and approved by the Board on March 30, 2023, and is hereby proposed at the AGM for consideration and approval.

### 6. Authorization to the Board to determine the remuneration of the Directors

An ordinary resolution will be proposed at the AGM to authorize the Board to determine the remuneration of the Directors.

### 7. Authorization to the Board of Supervisors to determine the remuneration of the Supervisors

An ordinary resolution will be proposed at the AGM to authorize the Board of Supervisors to determine the remuneration of the Supervisors.

### 8. Re-appointment of the auditors of the Company for 2023 and authorization to the Board to determine its remuneration

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of Ernst & Young as the external auditors of the Company for 2023 with a term until the conclusion of the next annual general meeting of the Company. and to authorize the Board to determine its remuneration.

### 9. Proposed appointment of Mr. LIU Wei (劉偉) as an executive Director

An ordinary resolution will be proposed at the AGM to approve the proposed appointment of Mr. LIU Wei (劉偉) (“Mr. Liu”) as an executive Director and to authorize the Board to do all such acts and things to give effect to such matter.

Reference is made to the announcement of the Company dated March 30, 2023 in relation to the proposed appointment of Mr. Liu as an executive Director. The biographical details of Mr. Liu are set out below:

**Mr. LIU Wei (劉偉)**, aged 33, has joined the Group as the chief financial officer of the Company and the Board secretary since October 2020. He is primarily responsible for financial planning of the Group, investor relations and providing support to the Board. Mr. Liu is also currently a director of the Company’s subsidiaries, Beijifeng Biotechnology (Shanghai) Co., Ltd.\* (北極豐生物科技(上海)有限公司) and Huifeng Biotechnology (Shanghai) Co., Ltd.\* (輝豐生物科技(上海)有限公司), and a joint company secretary of the Company.

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## LETTER FROM THE BOARD

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Mr. Liu has approximately eight years of experience in audit. Prior to joining the Group, from October 2012 to September 2020, he worked as an audit project manager at the Shanghai branch of Ernst & Young Hua Ming LLP (安永華明會計師事務所(特殊普通合夥)), where he was primarily responsible for financial audit of listed companies and multinational corporations.

Mr. Liu obtained his bachelor's degree in international accounting from Shanghai Lixin University of Accounting and Finance (上海立信會計金融學院) (previously known as Shanghai Lixin University of Commerce (上海立信會計學院)) in Shanghai in July 2012. He is currently a non-practicing member of the Chinese Institute of Certificated Public Accountants (中國註冊會計師協會).

Save as disclosed above, as at the date of this circular, Mr. Liu does not hold any other positions with the Group, nor did he hold any other directorships in the last three years in public companies the securities of which are listed on any securities markets in Hong Kong or overseas, major appointments or professional qualifications. Further, as at the date of this circular, Mr. Liu has no relationship with any Directors, Supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company, nor does he have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Subject to the approval by the Shareholders at the AGM, Mr. Liu will enter into a service contract with the Company for a term commencing from the date of approval by the Shareholders at the AGM and ending on the expiration of the term of office of the current session of the Board. Pursuant to the Articles of Association, Mr. Liu will be subject to re-election upon the expiry of his term of office. Mr. Liu will not receive remuneration as an executive Director from the Company.

Save as disclosed above, as far as the Board is aware, as at the date of this circular, there is no other matter in relation to the proposed appointment of Mr. Liu as an executive Director that needs to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The above proposed appointment has been considered and approved by the Board on March 30, 2023, and is hereby proposed at the AGM for consideration and approval.



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## LETTER FROM THE BOARD

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### SPECIAL RESOLUTION

#### 10. Grant of a general mandate to the Board to issue Shares

To provide more flexibility and convenience to fundraising activities by the Company, the proposal to grant the Board a general mandate is hereby proposed at the AGM for consideration and approval by the Shareholders:

- A. The Board be granted a general mandate (the “**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, issue and/or otherwise deal with additional H Shares and additional Unlisted Shares in the share capital of the Company (“**Additional Shares**”) and/or make offers, agreements or options which might require the issue, allotment and/or dealing with 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 as at the date of approval of this resolution), and to make or grant offers or agreements in respect of such Additional Shares:
- i. the 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 in issue as 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 as 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 exercise its power under the General Mandate only in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Listing Rules and if all necessary approvals from the China Securities Regulatory Commission (中國證券監督管理委員會) and/or other relevant PRC government authorities are obtained;

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## LETTER FROM THE BOARD

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- iv. for the purposes of this resolution:

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

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

- (a) the conclusion of the 2023 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;

“**Shares**” means ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares;

“**Unlisted Shares**” means the ordinary share(s) issued by the Company with a nominal value of RMB1.00 each and not listed on any stock exchange.

- B. Subject to the Board issuing additional H Shares and/or Unlisted Shares pursuant to this resolution, the Board be authorized 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 (including but not limited to the time, price, quantity and place of issue, the filing of all necessary filings, registration and applications with or to relevant authorities in the PRC and/or Hong Kong (if applicable), the entering into of an underwriting agreement or any other agreement (if applicable));
  - ii. determine the use of proceeds;
  - iii. determine the registered capital and the number of Shares 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; and
  - iv. make corresponding amendments to the Articles of Association 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.

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## LETTER FROM THE BOARD

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### AGM

The Company will hold the AGM at 3<sup>rd</sup> Floor, Building 25, Lane 3399, Kangxin Road, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Friday, June 16, 2023, for the Shareholders to consider, and if thought fit, approve, among others, (i) the 2022 Work Report of the Board; (ii) the 2022 Work Report of the Board of Supervisors; (iii) the 2022 Profit Distribution Plan; (iv) the 2022 Financial Statements; (v) the 2022 Annual Report; (vi) the authorization to the Board to determine the remuneration of the Directors; (vii) the authorization to the Board of Supervisors to determine the remuneration of the Supervisors; (viii) the re-appointment of the auditors of the Company for 2023 and the authorization to the Board to determine its remuneration; (ix) the proposed appointment of Mr. Liu as an executive Director; and (x) the grant of a general mandate to the Board to issue Shares. The notice of the AGM is set out on pages 11 to 15 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 Wednesday, May 17, 2023 to Friday, June 16, 2023, both days inclusive, during which no transfer of H Shares will be registered, in order to determine the holders of the H Shares who are entitled to attend and vote at the AGM.

To be eligible to attend and vote at the AGM, all properly completed transfer documents in respect of H Shares, accompanied by relevant share certificate(s), must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, May 16, 2023 for registration.

Enclosed herewith is the proxy form for the AGM. If you intend to attend the AGM or 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 share 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 registered office at Building 15, Lane 3399, Kangxin Road, Pudong New Area, 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 10:00 a.m. on Thursday, June 15, 2023) 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.

### VOTING BY WAY OF POLL

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

No Shareholder will have a material interest in the matters to be approved at the AGM and will be required to abstain from voting on any resolutions at the AGM.

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## LETTER FROM THE BOARD

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The announcement of the poll results of the AGM will be published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.cryofocus.com](http://www.cryofocus.com)) after the conclusion of the AGM in accordance with the requirements of the Listing Rules.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 is no other matter the omission of which would make any statement in this circular misleading.

### RECOMMENDATIONS

The Directors (including the independent non-executive Directors) consider that all the resolutions as set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM.

\* *For identification purpose*

By order of the Board  
**Cryofocus Medtech (Shanghai) Co., Ltd.**  
**Mr. LI Kejian**  
*Chairman of the Board*

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## NOTICE OF THE AGM

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### **Cryofocus Medtech (Shanghai) Co., Ltd.** **康豐生物科技(上海)股份有限公司**

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

**(Stock Code: 6922)**

**NOTICE IS HEREBY GIVEN** that the 2022 annual general meeting (the “**AGM**”) of Cryofocus Medtech (Shanghai) Co., Ltd. (the “**Company**”) will be held at 3<sup>rd</sup> Floor, Building 25, Lane 3399, Kangxin Road, Pudong New Area, Shanghai, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Friday, June 16, 2023, for the purpose of considering, and if thought fit, passing the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the work report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for 2022.
2. To consider and approve the work report of the board (the “**Board of Supervisors**”) of supervisors (the “**Supervisors**”) of the Company for 2022.
3. To consider and approve the profit distribution plan for 2022.
4. To consider and approve the audited consolidated financial statements of the Company for 2022.
5. To consider and approve the annual report of the Company for 2022.
6. To authorize the Board to determine the remuneration of the Directors.
7. To authorize the Board of Supervisors to determine the remuneration of the Supervisors.
8. 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 authorize the Board to determine its remuneration.
9. To consider and approve the proposed appointment of Mr. LIU Wei (劉偉) as an executive Director.

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## NOTICE OF THE AGM

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### SPECIAL RESOLUTION

10. To consider and approve the grant of a general mandate (the “**General Mandate**”) to the Board, 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, issue and/or otherwise deal with additional H Shares and additional Unlisted Shares in the share capital of the Company (“**Additional Shares**”) and/or make offers, agreements or options which might require the issue, allotment and or dealing with 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 as at the date of approval of this resolution), and to make or grant offers or agreements in respect of such Additional Shares:
- i. the 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 in issue as 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 as 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 of the Company;
  - iii. the Board will exercise its power under the General Mandate only in accordance with the relevant laws and regulations of the People’s Republic of China (the “**PRC**”) (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time) and if all necessary approvals from the China Securities Regulatory Commission (中國證券監督管理委員會) and/or other relevant PRC government authorities are obtained;
  - iv. for the purposes of this resolution:

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

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

    - (a) the conclusion of the 2023 annual general meeting of the Company following the passing of this resolution; or

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## NOTICE OF THE AGM

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- (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;

“**Shares**” means ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares;

“**Unlisted Shares**” means the ordinary share(s) issued by the Company with a nominal value of RMB1.00 each and not listed on any stock exchange.

Subject to the Board issuing additional H Shares and/or Unlisted Shares pursuant to this resolution, to authorize the Board 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 (including but not limited to the time, price, quantity and place of issue, the filing of all necessary filings, registration and applications with or to relevant authorities in the PRC and/or Hong Kong (if applicable), the entering into of an underwriting agreement or any other agreement (if applicable));
- ii. determine the use of proceeds;
- iii. determine the registered capital and the number of Shares 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; and
- iv. make corresponding amendments to the articles of association of the Company 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.

By Order of the Board  
**Cryofocus Medtech (Shanghai) Co., Ltd.**  
**Mr. LI Kejian**  
*Chairman of the Board*

Hong Kong, April 26, 2023

*As at the date of this notice, the Board comprises Mr. LI Kejian and Mr. ZHU Jun as executive Directors, Mr. LV Shiwen and Mr. ZHAO Chunsheng as non-executive Directors, and Dr. GAO Dayong, Mr. LIANG Hsien Tse Joseph, Dr. QIN Zheng and Dr. HU Henan as independent non-executive Directors.*

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## NOTICE OF THE AGM

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Notes:

**1. Closure of register of members of H shares of the Company (“H Shares”) and ascertaining of eligibility for attending the AGM**

The register of members of H Shares will be closed from Wednesday, May 17, 2023 to Friday, June 16, 2023, both days inclusive, during which no transfer of H Shares will be registered, in order to determine the holders of the H Shares who are entitled to attend and vote at the AGM. To be eligible to attend and vote at the AGM, all properly completed transfer documents in respect of H Shares, accompanied by relevant share certificate(s), must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, May 16, 2023 for registration.

**2. Proxy**

(1) Each shareholder of the Company 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/her behalf. A proxy needs not be a shareholder of the Company.

(2) The instrument appointing a proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.

(3) To be valid, the proxy form and notarized power of attorney or other document of authorization (if any) must be delivered to the Company’s H share 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 registered office at Building 15, Lane 3399, Kangxin Road, Pudong New Area, Shanghai, PRC (in case of holders of Unlisted Shares) not less than 24 hours before the time appointed for the AGM (i.e. no later than 10:00 a.m. on Thursday, June 15, 2023) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude the shareholders of the Company from attending and vote at the meeting should they so wish.

(4) All voting at the AGM shall be taken by way of 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 June 16, 2023 will be entitled to attend and vote at the AGM or any adjournment thereof.

(2) A shareholder or his/her proxy should present proof of identity when attending the AGM. If a shareholder is a legal person, its legal representative or other person authorized 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 AGM.

(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 THE AGM

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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 registered office is:

Building 15  
Lane 3399, Kangxin Road  
Pudong New Area  
Shanghai  
PRC

Telephone: +86 21 209 77850

Email: IR@cryofocus.com

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

### 6. Arrangements for bad weather

If a Typhoon Signal No. 8 or above is hoisted, or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the AGM, which requires the date of the AGM to be changed, the AGM will be automatically postponed or adjourned. The Company will post an announcement on the Company's website ([www.cryofocus.com](http://www.cryofocus.com)) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.