
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shanghai MicroPort MedBot (Group) Co., Ltd.**, you should at once hand this circular, together with the accompanying proxy form, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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) CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31 DECEMBER 2022, 2022 REPORT OF
THE BOARD OF DIRECTORS AND AUDITORS' REPORT,**
- (2) 2022 WORK REPORT OF THE SUPERVISORY COMMITTEE,**
- (3) PROPOSED 2022 ANNUAL PROFIT DISTRIBUTION PLAN,**
- (4) 2023 ANNUAL FINANCIAL BUDGET PLAN,**
- (5) PROPOSED GRANTING OF GENERAL MANDATE
TO BUY BACK SHARES,**
- (6) PROPOSED GRANTING OF GENERAL MANDATE
TO ISSUE NEW SHARES,**
- (7) PROPOSED RE-APPOINTMENT OF AUDITORS,**
- (8) NOTICE OF 2022 ANNUAL GENERAL MEETING,**
- (9) NOTICE OF 2023 FIRST DOMESTIC SHAREHOLDERS'
CLASS MEETING
AND**
- (10) NOTICE OF 2023 FIRST H SHAREHOLDERS' CLASS MEETING**

Notices convening the Annual General Meeting and the Class Meetings of Shanghai MicroPort MedBot (Group) Co., Ltd. to be held on Wednesday, 21 June 2023 at 10:30 a.m. at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC are set out on pages 17 to 26 of this circular. Forms of proxy for use at the Annual General Meeting and Class Meetings are also enclosed. Such forms of proxy are also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (www.medbotsurgical.com) respectively.

Whether or not you intend to attend the Annual General Meeting and/or the Class Meetings, you are required to complete the forms of proxy in accordance with the instructions printed thereon and return them to 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 holders of H Shares) or the Company's registered office in the PRC at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (for holders of Domestic Shares) as soon as possible but in any event not less than 24 hours before the time appointed for holding the Annual General Meeting and/or the Class Meetings (as the case may be) or any adjournment thereof. Completion and return of the forms of proxy shall not preclude you from attending and voting in person at the Annual General Meeting and/or the Class Meetings if you so wish and in such event the forms of proxy shall be deemed to be revoked.

References to dates and time in this circular are to Hong Kong dates and time. Where the context so permits or requires in this circular, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa.

30 May 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual Report”	the annual report of the Company for the year ended 31 December 2022
“Annual General Meeting”	the annual general meeting of the Company to be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Wednesday, 21 June 2023 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 17 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of the Directors
“Buyback Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting and the Class Meetings to buy back the Domestic Shares and the H Shares not exceeding 10% of each of the total number of the issued Domestic Shares and the H Shares, respectively, as at the date of passing of the relevant resolution granting such general mandate
“China” or the “PRC”	the People’s Republic of China, but for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Class Meetings”	the Domestic Shareholders’ Class Meeting and the H Shareholders’ Class Meeting
“Company”	Shanghai MicroPort Medbot (Group) Co., Ltd, a company incorporated in the People’s Republic of China, the H Shares of which are listed on the main board of the Stock Exchange (Stock Code: 2252)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary Shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid for in RMB

DEFINITIONS

“Domestic Shareholder(s)”	holder(s) of the Domestic Shares
“Domestic Shareholders’ Class Meeting”	the 2023 first class meeting of Domestic Shareholders or any adjourned meeting to be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Wednesday, 21 June 2023 immediately after the conclusion of the Annual General Meeting or any adjournment thereof (whichever is the later)
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign 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 main board of the Stock Exchange and such Domestic Shares converted into H Shares upon the Domestic Shares been approved for full circulation under the full circulation scheme
“H Shareholder(s)”	holder(s) of the H Shares
“H Shareholders’ Class Meeting”	the 2023 first class meeting of H Shareholders or any adjourned meeting to be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Wednesday, 21 June 2023 immediately after the conclusion of the Domestic Shareholders’ Class Meeting or any adjournment thereof
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general mandate to be granted to the Directors for exercising the power of the Company to allot and issue the Domestic Shares and the H Shares not exceeding 20% of each of the total number of the Domestic Shares and the H Shares, respectively, in issue as at the date of passing the relevant resolution, subject to the conditions set out in the resolution proposed at the Annual General Meeting for approving such general mandate
“Latest Practicable Date”	23 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the H Shares and the Domestic Shares
“Shareholder(s)”	the shareholders of the Company and in the context of the Domestic Shareholders’ Class Meeting, refers to the Domestic Shareholders; in the context of the H Shareholders’ Class Meeting, refers to the H Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Director:

Dr. He Chao

Non-executive Directors:

Mr. Sun Hongbin (*Chairman of the Board*)

Mr. Sun Xin

Mr. Chen Chen

*Registered office, headquarters and
principal place of business in the PRC:*

Room 101, Area B, Building 1

1601 Zhangdong Road

China (Shanghai) Pilot Free Trade Zone

Shanghai

PRC

Independent non-executive Directors:

Dr. Li Minghua

Mr. Yao Haisong

Mr. Mui Wing Hong

Principal place of business in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road, Kowloon

Hong Kong

30 May 2023

To the Shareholders

Dear Sir/Madam,

- (1) CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31 DECEMBER 2022, 2022 REPORT OF
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(3) PROPOSED 2022 ANNUAL PROFIT DISTRIBUTION PLAN,
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CLASS MEETING**
AND
(10) NOTICE OF 2023 FIRST H SHAREHOLDERS' CLASS MEETING

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide the Shareholders with notices of the Annual General Meeting, the Class Meetings and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting.

CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022, 2022 REPORT OF THE BOARD OF DIRECTORS AND AUDITORS' REPORT

An ordinary resolution will be proposed at the Annual General Meeting to approve the consolidated financial statements for the year ended 31 December 2022, 2022 report of the board of Directors and auditors' report. For details, please refer to the "Report of the Directors" and "Independent Auditor's Report" in the Annual Report.

2022 WORK REPORT OF THE SUPERVISORY COMMITTEE

An ordinary resolution will be proposed at the Annual General Meeting to approve the 2022 work report of the Supervisory Committee. For details, please refer to the "Work Report of the Supervisory Committee" in the Annual Report.

PROPOSED 2022 ANNUAL PROFIT DISTRIBUTION PLAN

An ordinary resolution will be proposed at the Annual General Meeting to approve the proposed 2022 annual profit distribution plan of the Company. Based on the actual situation of the Company's financial position and business development as at 31 December 2022, the Company has no distributable profits, and therefore the Company decided not to distribute profit or convert capital reserves into share capital for the year 2022.

2023 ANNUAL FINANCIAL BUDGET PLAN

An ordinary resolution will be proposed at the Annual General Meeting to approve the 2023 annual financial budget plan of the Company. The 2023 annual financial budget plan to be approved is prepared with reference to the Company's historical results and development targets for 2023.

LETTER FROM THE BOARD

PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

(A) Buyback Mandate

The applicable law and regulations in the PRC (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not buy back its shares unless such buyback is effected for the purpose of (a) reducing its registered share capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as reward to the staff of the company; (d) the buyback is made at the request of its shareholders who disagrees with shareholders' resolutions in connection with a merger or division; (e) utilising the shares for conversion of corporate bonds which are convertible into shares issued by the company; or (f) where it is necessary for safeguarding the value of the company and the interests of its shareholders. Subject to the Articles of Association, share buybacks may be effected by a company for the purpose of reducing its share capital or in connection with a merger between itself and another entity that holds its shares or in circumstances permitted by law or administrative regulations.

PRC laws and regulations and the Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the directors to buy back H shares of such company that are listed on the Stock Exchange and PRC laws and regulations also permit such company to grant a general mandate to the directors to buy back domestic shares of such company. Such mandate is required to be given by way of a special resolution passed by shareholders in the general meeting and special resolutions passed by class shareholders at separate class meetings.

As the H Shares are listed and traded on the Stock Exchange in Hong Kong dollars and the price payable by the Company upon any buyback of H Shares will, therefore, be paid in Hong Kong dollars, the approval of the SAFE will be required for the Company to exchange and remit such amount of Hong Kong dollars to effect the buyback.

Accordingly, approval is being sought from the Shareholders for a general mandate to buy back the Domestic Shares and the H Shares in issue. In accordance with the legal and regulatory requirements described herein, the Directors will convene and hold the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting. A special resolution will be proposed at the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting to grant to the Directors the Buyback Mandate, details of which will be set out in the notice of the Annual General Meeting, the notice of the Domestic Shareholders' Class Meeting and the notice of the H Shareholders' Class Meeting. The Domestic Shares and the H Shares which may be bought back pursuant to the Buyback Mandate shall not exceed 10% of each of the total number of the Domestic Shares and the H Shares, respectively, in issue as at the date of passing of the resolution for approving the Buyback Mandate.

LETTER FROM THE BOARD

(B) General

The Buyback Mandate would expire on the earlier of (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolutions at the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting; or (b) the date on which the authority conferred by the relevant special resolutions is revoked or varied by special resolutions of the Shareholders at a general meeting or by the holders of Domestic Shares or the holders of H Shares at their respective class meeting.

With reference to the Buyback Mandate, the Directors wish to state that they have no immediate plan to buy back any Domestic Shares and/or H Shares pursuant thereto. An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buyback Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution proposed at the Annual General Meeting and the Class Meetings.

PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES

Pursuant to the special resolution passed by Shareholders on 21 June 2022, a general mandate was granted to the Directors to allot and issue the Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

In order to meet the capital requirements of the Company for its continuous business development, to utilise financing platforms effectively and flexibly and to take advantage of capital market windows in a timely manner, and in accordance with the applicable laws and regulations of the PRC, the Listing Rules and the Articles of Association, the Company proposes to grant the Issue Mandate to the Directors by way of a resolution at the Annual General Meeting to allot, issue or deal with, either separately or concurrently, additional Domestic Shares and H Shares not exceeding 20% of each of the total number of Domestic Shares and H Shares, respectively, in issue on the date of passing such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 6,599,543 Domestic Shares and 951,994,288 H Shares. Subject to the passing of the resolution related to the granting of the Issue Mandate and on the basis that no further Shares will be issued before the Annual General Meeting, the Company will be allowed to allot and issue a maximum of 1,319,908 Domestic Shares and 190,398,858 H Shares in accordance with the Issue Mandate.

(A) Special plans on the Issue Mandate:

- (i) Subject to the conditions set out in (ii) below, the Directors are hereby authorised to approve, allot, issue, grant and/or otherwise deal with additional Shares (Domestic Shares and/or H Shares), securities convertible into Shares, and options, warrants to subscribe for or convertible into Shares or other securities with rights to subscribe for or convert into Shares, separately or at the same time during the Relevant Period (as defined below).

LETTER FROM THE BOARD

Notwithstanding the fulfillment of the conditions set out in (ii) below, if the allotment of voting Shares will result in a de facto change of control of the Company, the Directors shall separately obtain authorisation by way of a special resolution in advance before making such an allotment.

- (ii) The number of additional Shares (Domestic Shares and/or H Shares), securities convertible into Shares, or options, warrants to subscribe for or convertible into Shares or other securities with rights to subscribe for or convert to Shares (which shall be calculated on the basis of the number of Domestic Shares and/or H Shares that such securities can be converted into/be allotted) proposed to be approved, allotted, issued, granted and/or otherwise dealt with by the Directors shall not exceed 20% of each class of Domestic Shares and H Shares, respectively, in issue as at the date on which this resolution is passed at the Annual General Meeting.

- (iii) For the purposes of this resolution:

“**Relevant Period**” means the period from the date on which this special resolution is passed at the Annual General Meeting until the earliest of: (1) the conclusion of the next annual general meeting of the Company following the date of passing of this resolution; or (2) the date on which the authority granted to the Directors under this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.

- (iv) The Directors are hereby authorised to determine whether to issue in batches and the specific plan for each issuance, including but not limited to: (1) the class and number of Shares proposed to be allotted and issued; (2) the pricing basis and/or the offer price (including the price range); (3) the date of opening and closing of the issuance; (4) the specific use of the proceeds raised; (5) the recommendation, agreement and share options to be made or granted for the exercise of the said power; and (6) other contents to be included in the detailed issuance plan as required by the relevant laws and regulations and other regulatory documents, the relevant regulatory authorities and the local stock exchange.
- (v) The Directors are hereby authorised to engage intermediaries for the issuance under the general mandate; to approve and execute all relevant acts, deeds, documents and other related matters necessary, appropriate, desirable and relevant for the issuance; to review, approve and execute on behalf of the Company the agreements related to the issuance, including but not limited to placing and underwriting agreements and engagement agreements of the intermediaries.
- (vi) The Directors are hereby authorised to review, approve and execute on behalf of the Company legal documents related to the issuance submitted to relevant regulatory authorities. To perform relevant approval procedures pursuant to the requirements of regulatory authorities and the place where the Company is listed, and complete all necessary filing, registration, approval and record procedures in relevant government departments and securities regulatory authorities.

LETTER FROM THE BOARD

(vii) The Directors are hereby authorised to make amendments to the relevant agreements and legal documents in the above items (v) and (vi) in accordance with requirements of the relevant government departments and securities regulatory authorities.

(viii) The Directors are hereby authorised to implement the issuance plan and deal with the matters related to an increase in the registered capital of the Company so as to reflect the Shares authorised to be allotted and issued by the Company under this resolution, and to make such amendments as it deems appropriate and necessary to the provisions related to the issuance of Shares and registered capital in the Articles of Association, and to adopt and complete any other actions and procedures that are necessary for the implementation of the issuance plan and the completion of the increase in the registered capital of the Company.

(B) Relevant mandate:

In order to enhance the efficiency of decision-making and grasp market opportunities, in respect of the Issue Mandate to allot and issue the Shares, it is proposed at the Annual General Meeting to approve the authorisation of the Directors and any persons authorised by the Directors to deal with the matters in connection with the Issue Mandate to allot and issue the Shares. The specific details of the mandate given to the authorised persons will be separately determined upon the exercise of the Issue Mandate by the Directors under this resolution.

PROPOSED RE-APPOINTMENT OF AUDITORS

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting (1) to re-appoint KPMG; and (2) to re-appoint KPMG Huazhen LLP as the overseas and domestic auditors of the Company for the year 2023 and until the next annual general meeting of the Company, to provide 2023 annual financial report audit services or other related consultancy services, and to authorize the Board to fix their remuneration.

The appointment of the auditors of the Company has been reviewed by the Audit Committee which made recommendation to the Board that the appointment be submitted and proposed for Shareholders' approval at the Annual General Meeting. As KPMG is relatively familiar with the Group's financials and affairs, the Board considers that the audit and other related work in respect of the Group for the year ending 31 December 2023 could be performed more efficiently by KPMG, which is in the best interests of the Company and the Shareholders as a whole.

ANNUAL GENERAL MEETING AND THE CLASS MEETINGS

The notice of the Annual General Meeting is set out on pages 17 to 20 of this circular. The notice of the Domestic Shareholders' Class Meeting is set out on pages 21 to 23 of this circular. The notice of the H Shareholders' Class Meeting is set out on pages 24 to 26 of this circular.

LETTER FROM THE BOARD

For determining the eligibility of the holders of H Shares to attend and vote at the Annual General Meeting and the H Shareholders' Class Meeting, the register of members of the Company will be closed from Saturday, 17 June 2023 to Wednesday, 21 June 2023, both days inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting and/or the H Shareholders' Class Meeting, all transfer of H Shares documents, accompanied by the relevant share certificates and transfer forms, 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 Friday, 16 June 2023.

PROXY ARRANGEMENT

Forms of proxy for use at the Annual General Meeting and the Class Meetings are enclosed with this circular. Such forms of proxy are also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (www.medbotsurgical.com). Whether or not you intend to attend the Annual General Meeting and/or the Class Meetings, you are required to complete and sign the forms of proxy in accordance with the instructions printed thereon and return it to 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 holders of H Shares) or the Company's registered office at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, not less than 24 hours before the time fixed for the holding of the Annual General Meeting and/or the Class Meetings (as the case may be) or any adjournment thereof. Completion and delivery of the forms of proxy shall not preclude you from attending and voting in person at the Annual General Meeting and/or the Class Meetings if you so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the Annual General Meeting and/or the Class Meetings, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting and the Class Meetings in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that all the proposed resolutions including the granting of the Buyback Mandate and the Issue Mandate, and the re-appointment of the auditors of the Company are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting and the Class Meetings.

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

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 are no other matters in the omission of which would make any statement herein or this circular misleading.

GENERAL

The Company's share registrar in Hong Kong is Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

The English text of this circular and the accompanying form of proxy shall prevail over the Chinese text in the case of any inconsistency.

In accordance with the Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution(s) to be proposed at the Annual General Meeting and the Class Meetings for the grant of the Buyback Mandate to the Directors.

BUYBACK MANDATE

Reasons for buying back the Domestic Shares and/or the H Shares

The Directors believe that the flexibility afforded by the Buyback Mandate would be beneficial to and in the best interest of the Company and its Shareholders. Such buyback may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Such buyback will only be made when the Directors believe that such buyback will benefit the Company and its Shareholders.

Registered Capital

As at the Latest Practicable Date, the total registered share capital of the Company was RMB958,593,831, comprising 951,994,288 H Shares and 6,599,543 Domestic Shares of RMB1.00 each.

Exercise of the Buyback Mandate

Subject to the passing of the relevant special resolution in relation to the grant of the Buyback Mandate to the Directors proposed at the Annual General Meeting and the Class Meetings, the Directors will be granted the Buyback Mandate until the earlier of: (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution at the Annual General Meeting and the Class Meetings; or (b) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting or by the Domestic Shareholders or the H Shareholders at their respective class meeting (the “**Relevant Period**”). The exercise of the Buyback Mandate is subject to the approval of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained (if applicable).

In accordance with the Listing Rules, the Company will not buy back H Shares if the buyback price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which H Shares were traded on the Stock Exchange.

The exercise in full of the Buyback Mandate (on the basis of 951,994,288 H Shares and 6,599,543 Domestic Shares in issue as at the Latest Practicable Date and no H Shares and/or Domestic Shares will be allotted and issued or bought back by the Company on or prior to the date of the Annual General Meeting and the Class Meetings) would result in a maximum of 95,199,428 H Shares and 659,954 Domestic Shares that may be bought back by the Company during the Relevant Period, being the maximum of 10% of each of the total number of H Shares and Domestic Shares, respectively, in issue as at the date of passing the relevant resolution(s).

Funding of the buyback

In buying back its H Share and/or Domestic Share, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC. The Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares and/or Domestic Shares so cancelled. The Company may not buy back securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

GENERAL

An exercise of the Buyback Mandate in full could have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2022) at any time during the proposed buyback period. However, the Directors do not propose to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital needs of the Company or the gearing level of the Company. The number of H Shares and/or Domestic Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy back under the Buyback Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

STATUS OF BOUGHT BACK H SHARES AND DOMESTIC SHARES

The Listing Rules provide that the listing of all the H Shares bought back by the Company shall automatically be cancelled, and the registered capital of the Company shall be reduced accordingly based on the total nominal value of H Shares cancelled. The Domestic Shares so bought back shall be dealt in accordance with PRC laws and regulations as well as the Articles of Association.

H SHARES PRICES

The highest and lowest prices per Share at which the H Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2022		
April	30.40	21.80
May	31.35	20.35
June	37.80	21.30
July	44.80	31.10
August	36.50	24.10
September	29.60	19.38
October	34.50	16.40
November	33.50	24.65
December	38.80	29.40
2023		
January	38.80	29.55
February	35.30	28.65
March	30.35	24.80
April	29.00	22.25
May (up to the Latest Practicable Date)	23.50	18.54

H SHARES AND/OR DOMESTIC SHARES BOUGHT BACK BY THE COMPANY

No buyback of H Shares and/or Domestic Shares has been made by the Company during the 12 months prior to the Latest Practicable Date and up to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

DISCLOSURE OF INTERESTS

If as a result of a share buyback by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Dr. He Chao and parties acting in concert with him together held approximately 64.81% of the total number of issued Shares. In the event that the Directors exercised in full the power to buy back H Shares and/or Domestic Shares in accordance with the terms of the Buyback Mandate proposed at the Annual General Meeting and the Class Meetings,

the shareholding of Dr. He Chao and parties acting in concert with him would increase to approximately 72.01% of the total number of issued Shares of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any buyback to be made under the Buyback Mandate. Moreover, the Directors will not make share buyback on the Stock Exchange if such buyback would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates presently intends to sell H Shares and/or Domestic Shares to the Company under the Buyback Mandate in the event that the Buyback Mandate is approved by the Shareholders and the conditions (if any) to which the Buyback Mandate is subject are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares and/or Domestic Shares to the Company, or that they have undertaken not to sell any H Shares and/or Domestic Shares held by them to the Company in the event that the Buyback Mandate is approved by its Shareholders and the conditions (if any) to which the Buyback Mandate is subject are fulfilled.

NOTICE OF ANNUAL GENERAL MEETING

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.



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 ANNUAL GENERAL MEETING TO BE CONVENED AND HELD ON WEDNESDAY, 21 JUNE 2023

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual 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 Wednesday, 21 June 2023 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries, the 2022 report of the board of directors (the “**Directors**”) of the Company and the auditors’ report of the Company for the year ended 31 December 2022.
2. To consider and approve the 2022 work report of the supervisory committee of the Company.
3. To consider and approve proposed 2022 annual profit distribution plan.
4. To consider and approve 2023 annual financial budget plan.
5. To consider and approve the appointment of KPMG and KPMG Huazhen LLP as the overseas and domestic auditors of the Company and authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

6. To consider and, if thought fit, to approve the grant of a general mandate to the Directors to allot, issue and deal with, either separately or concurrently, additional domestic shares and/or H shares of the Company not exceeding 20% of each of the total number of issued domestic shares and H shares of the Company, respectively, and to authorise the Directors to make such amendments as it deems appropriate to the provisions of the articles of association of the Company, so as to reflect the new capital structure upon additional allotment and issuance of shares pursuant to such mandate. Details of the resolutions are set out in the circular of the Company dated 30 May 2023.
7. To consider and, if thought fit, approve the following general mandate for the Directors and the persons authorised by the Directors to buy back domestic shares and/or H shares of the Company:
 - (a) the Directors be granted a general mandate, by reference to market conditions and in accordance with needs of the Company, to buy back domestic shares and/or H shares of the Company not exceeding 10% of each of the total number of domestic shares and/or H shares of the Company, respectively, in issue at the time when this resolution is passed at the Annual General Meeting and the relevant resolutions are passed at class meetings of shareholders.
 - (b) the Directors be authorised to (including but not limited to the following):
 - (i) formulate and implement the buyback plan, including but not limited to determining the time of buyback, period of buyback, buyback price and number of shares to buy back, etc.;
 - (ii) if applicable, notify creditors and issue announcements pursuant to the requirements of the applicable laws and regulations in the PRC and the articles of association of the Company;
 - (iii) open overseas share accounts and money accounts and carry out related change of foreign exchange registration procedures;
 - (iv) carry out relevant procedures or filing procedures (if any) pursuant to the applicable laws, regulations and rules; and
 - (v) carry out cancellation procedures for bought back shares, make corresponding amendments to the articles of association of the Company relating to, among others, share capital and shareholdings, and carry out modification registrations and make filings.

NOTICE OF ANNUAL GENERAL MEETING

(c) Authorisation period

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

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

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

Shanghai, China, 30 May 2023

Notes:

1. For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Saturday, 17 June 2023 to Wednesday, 21 June 2023, 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 Friday, 16 June 2023.
2. A shareholder entitled to attend and vote at the above Annual 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. A proxy need not be a shareholder of the Company.
3. In the case of joint holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Annual 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 share 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 his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the 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 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (for

NOTICE OF ANNUAL GENERAL MEETING

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 Annual General Meeting (i.e. not later than 10:30 a.m. on Tuesday, 20 June 2023) or any adjournment thereof. The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person at the Annual 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 Annual 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 The Stock Exchange of Hong Kong Limited and the Company.
6. In respect of the special resolution 7, the Directors wish to state that they have no immediate plans to buy back any existing domestic shares and/or H shares.
7. Shareholders attending the Annual General Meeting in person or by proxy shall bear their own travelling and accommodation expenses, and shall produce their identity documents.
8. 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 circular, 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.

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

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Shanghai MicroPort MedBot (Group) Co., Ltd.

上海微创医疗机器人(集团)股份有限公司

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

(Stock Code: 2252)

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING TO BE CONVENED AND HELD ON WEDNESDAY, 21 JUNE 2023

NOTICE IS HEREBY GIVEN THAT the 2023 first domestic shareholders' class meeting (the "**Domestic Shareholders' Class Meeting**") of Shanghai MicroPort MedBot (Group) Co., Ltd. (the "**Company**") will be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Wednesday, 21 June 2023 immediately after the conclusion of the 2022 annual general meeting (the "**Annual General Meeting**") of the Company or any adjournment thereof for the following purposes:

SPECIAL RESOLUTION

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

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

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

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

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

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

Shanghai, China, 30 May 2023

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

Notes:

1. A shareholder entitled to attend and vote at the above Domestic Shareholders' Class Meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In the case of joint holders of any share, any one of such persons may vote at the Domestic Shareholders' Class Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Domestic Shareholders' Class Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's registered office in the PRC at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 24 hours before the time fixed for holding of the Domestic Shareholders' Class Meeting (i.e. not later than 10:30 a.m. on Tuesday, 20 June 2023) or any adjournment thereof. The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person at the Domestic Shareholders' Class Meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
4. All resolutions at the Domestic Shareholders' Class Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company.
5. In respect of the special resolution 1, the Directors wish to state that they have no immediate plans to buy back any existing domestic shares and/or H shares.
6. Shareholders attending the Domestic Shareholders' Class Meeting in person or by proxy shall bear their own travelling and accommodation expenses, and shall produce their identity documents.
7. References to dates and time in this notice are to Hong Kong dates and time. The English text of this notice shall prevail over the Chinese text for the purpose of interpretation.

As at the date of this circular, 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.

NOTICE OF H SHAREHOLDERS' CLASS MEETING

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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 H SHAREHOLDERS' CLASS MEETING TO BE CONVENED AND HELD ON WEDNESDAY, 21 JUNE 2023

NOTICE IS HEREBY GIVEN THAT the 2023 first H shareholders' class meeting (the "**H Shareholders' Class Meeting**") of Shanghai MicroPort MedBot (Group) Co., Ltd. (the "**Company**") will be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Wednesday, 21 June 2023 immediately after the conclusion of the 2023 first domestic shareholders' class meeting of the Company or any adjournment thereof for the following purposes:

SPECIAL RESOLUTION

1. To consider and, if thought fit, to approve the following general mandate for the directors (the "**Directors**") of the Company and the persons authorised by the Directors to buy back domestic shares and/or H shares of the Company:
 - (a) the Directors be granted a general mandate, by reference to market conditions and in accordance with needs of the Company, to buy back domestic shares and/or H shares of the Company not exceeding 10% of each of the total number of domestic shares and/or H shares of the Company, respectively, in issue at the time when this resolution is passed at the 2022 annual general meeting (the "**Annual General Meeting**") of the Company and the relevant resolutions are passed at class meetings of shareholders.
 - (b) the Directors be authorised to (including but not limited to the following):
 - (i) formulate and implement the buyback plan, including but not limited to determining the time of buyback, period of buyback, buyback price and number of shares to buy back, etc.;

NOTICE OF H SHAREHOLDERS' CLASS MEETING

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

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

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

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

Shanghai, China, 30 May 2023

NOTICE OF H SHAREHOLDERS' CLASS MEETING

Notes:

1. For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the H Shareholders' Class Meeting, the register of members of the Company will be closed from Saturday, 17 June 2023 to Wednesday, 21 June 2023, 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 Friday, 16 June 2023.
2. A shareholder entitled to attend and vote at the above H Shareholders' Class Meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. In the case of joint holders of any share, any one of such persons may vote at the H Shareholders' Class Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the H Shareholders' Class Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the 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 (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 H Shareholders' Class Meeting (i.e. not later than 10:30 a.m. on Tuesday, 20 June 2023) or any adjournment thereof. The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person at the H Shareholders' Class Meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
5. All resolutions at the H Shareholders' Class Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company.
6. In respect of the special resolution 1, the Directors wish to state that they have no immediate plans to buy back any existing domestic shares and/or H shares.
7. Shareholders attending the H Shareholders' Class Meeting in person or by proxy shall bear their own travelling and accommodation expenses, and shall produce their identity documents.
8. 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 circular, 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.