
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 forms, 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.

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)

- (1) 2024 ANNUAL REPORT;**
- (2) 2024 REPORT OF THE SUPERVISORY COMMITTEE;**
- (3) PROPOSED 2024 ANNUAL PROFIT DISTRIBUTION PLAN;**
- (4) PROPOSED GRANTING OF GENERAL MANDATE TO
ISSUE NEW SHARES;**
- (5) PROPOSED GRANTING OF GENERAL MANDATE TO
BUY BACK SHARES;**
- (6) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR;**
- (7) PROPOSED RE-APPOINTMENT OF AUDITORS;**
- AND**
- (8) NOTICE OF 2024 ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Shanghai MicroPort MedBot (Group) Co., Ltd. to be held on Wednesday, 25 June 2025 at 9:30 a.m. at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC is set out on pages 19 to 22 of this circular. A proxy form for use at the Annual General Meeting is also enclosed. Such proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.medbotsurgical.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the proxy form 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the Company's registered office in the PRC at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (for Domestic Shareholders) as soon as possible but in any event not less than 24 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (i.e. 9:30 a.m. on Tuesday, 24 June 2025). Completion and return of the proxy form shall not preclude you from attending and voting in person at the Annual General Meeting if you so wish and in such event the proxy form 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.

27 May 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
INTRODUCTION	5
2024 ANNUAL REPORT	5
2024 REPORT OF THE SUPERVISORY COMMITTEE	5
PROPOSED 2024 ANNUAL PROFIT DISTRIBUTION PLAN	5
PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES	5
PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES	8
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR	9
PROPOSED RE-APPOINTMENT OF AUDITORS	12
ANNUAL GENERAL MEETING	12
PROXY ARRANGEMENT	12
VOTING BY WAY OF POLL	13
RECOMMENDATION	13
APPENDIX I — GENERAL INFORMATION	14
APPENDIX II — EXPLANATORY STATEMENT ON THE BUYBACK MANDATE	15
NOTICE OF ANNUAL GENERAL MEETING	19

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 2024
“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, 25 June 2025 at 9:30 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 19 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Buyback Mandate”	a general mandate proposed to be granted to the Directors to buy back the existing Domestic Shares and the H Shares, details of which are set out in this circular
“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
“Company”	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, the H Shares of which are listed on the main board of the Stock Exchange (Stock Code: 02252)
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid for in RMB
“Domestic Shareholder(s)”	holder(s) of the Domestic Shares
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) in the 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 Share(s) converted into H Share(s) upon the Domestic Share(s) been approved for full circulation under the full circulation scheme
“H Shareholder(s)”	holder(s) of the H Shares
“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 additional Domestic Shares and the H Shares, details of which are set out in this circular
“Latest Practicable Date”	21 May 2025, being the latest practicable date prior to the printing in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC
“Share(s)”	Domestic Share(s) and/or H Share(s)

DEFINITIONS

“Shareholder(s)”	the shareholder(s) of the Company
“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 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 Directors:

Dr. He Chao

Ms. Fang Cong

Non-executive Directors:

Mr. Sun Hongbin (Chairman)

Mr. Chen Chen

Independent non-executive Directors:

Dr. Li Minghua

Mr. Yao Haisong

Mr. Chung Wai Man

*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

*Principal place of business
in Hong Kong:*

Room 1922, 19/F

Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

27 May 2025

To the Shareholders

Dear Sir/Madam,

- (1) 2024 ANNUAL REPORT;**
(2) 2024 REPORT OF THE SUPERVISORY COMMITTEE;
(3) PROPOSED 2024 ANNUAL PROFIT DISTRIBUTION PLAN;
**(4) PROPOSED GRANTING OF GENERAL MANDATE TO
ISSUE NEW SHARES;**
**(5) PROPOSED GRANTING OF GENERAL MANDATE TO
BUY BACK SHARES;**
(6) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR;
(7) PROPOSED RE-APPOINTMENT OF AUDITORS;
AND
(8) NOTICE OF 2024 ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of the Annual General Meeting 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.

2024 ANNUAL REPORT

An ordinary resolution will be proposed at the Annual General Meeting to approve the 2024 Annual Report, which comprises the Group's consolidated financial statements for the year ended 31 December 2024, 2024 report of the Board and auditors' report. The 2024 annual report of the Group prepared in accordance with the Hong Kong Financial Reporting Standards was set out and published on the websites of the Company (www.medbotsurgical.com) and the Hong Kong Stock Exchange (www.hkexnews.hk) on 30 April 2025.

2024 REPORT OF THE SUPERVISORY COMMITTEE

An ordinary resolution will be proposed at the Annual General Meeting to approve the 2024 report of the Supervisory Committee. For details, please refer to the "Report of the Supervisory Committee" in the Annual Report.

PROPOSED 2024 ANNUAL PROFIT DISTRIBUTION PLAN

An ordinary resolution will be proposed at the Annual General Meeting to approve the proposed 2024 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 2024, 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 ended 31 December 2024.

PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES

A special resolution will be proposed at the Annual General Meeting to approve the grant of the Issue Mandate.

Pursuant to the special resolution passed by Shareholders on 25 June 2024, 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.

LETTER FROM THE BOARD

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, 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 special resolution at the Annual General Meeting to allot, issue or deal with, either separately or concurrently, additional Shares not exceeding 20% of the total number of issued Shares (including Domestic Shares and H Shares) on the date of passing such resolution.

As at the Latest Practicable Date, there were in issue in aggregate of 1,031,330,331 Shares (including 6,599,543 Domestic Shares and 1,024,730,788 H Shares). Subject to the passing of the resolution on the Issue Mandate, the Board would be allowed under the Issue Mandate to issue, allot and/or deal with additional Shares up to a maximum of 206,266,066 Shares (including Domestic Shares and/or H Shares), representing 20% of the total number of issued Shares of the Company as at the date of passing the relevant resolution at the Annual General Meeting, on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting.

Any exercise of the power by the Board under the Issue Mandate shall comply with the relevant requirements under the Listing Rules, the Articles of Association, and the applicable laws and regulations of the PRC, as amended from time to time, and only if relevant registration/filing procedures are performed in accordance with the requirements of the relevant PRC government authorities (including the CSRC).

(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 or options 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).

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 and warrants to subscribe for or convertible into Shares or other securities with rights to subscribe for or convert into Shares (which shall

LETTER FROM THE BOARD

be calculated on the basis of the number of Domestic Shares and 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 the total number of issued Shares of the Company (including Domestic Shares and H Shares).

- (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 awards/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 Issue 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.
- (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.

LETTER FROM THE BOARD

(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, reduce internal approval procedures 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 GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

(A) Buyback Mandate

A special resolution will be proposed at the Annual General Meeting to approve the grant of the 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.

LETTER FROM THE BOARD

The laws and regulations of the PRC 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 the laws and regulations of the PRC 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.

As at the Latest Practicable Date, there were in issue in aggregate of 6,599,543 Domestic Shares and 1,024,730,788 H Shares. The Domestic Shares and the H Shares which may be bought back pursuant to the Buyback Mandate shall not exceed 10% of the total number of the Domestic Shares and/or the H Shares in issue as at the date of passing of the resolution for approving the Buyback Mandate, equivalent to a maximum of 659,954 Domestic Shares and/or 102,473,078 H Shares, on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting.

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.

(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; 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.

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.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

An ordinary resolution will be proposed at the Annual General Meeting to approve the appointment of Mr. Liu Yu (“**Mr. Liu**”) as an executive Director of the Company.

LETTER FROM THE BOARD

Mr. Liu has been nominated as an executive Director of the Company with the term of office of not more than three years commencing from the date of which approval is obtained at the Annual General Meeting until the expiry of the term of office of the second session of the Board. The proposed appointment of Mr. Liu as an executive Director of the Company is subject to the consideration and approval by the Shareholders at the Annual General Meeting.

The biographical details of Mr. Liu are as follows:

Mr. Liu Yu (劉雨), aged 55, joined the Group on 1 December 2020 as the chief commercial officer and vice president. From March 2021 to May 2022, Mr. Liu served as the chief commercial officer and senior vice president of the Group, and since June 2022, he has been serving as the chief commercial officer and executive vice president of the Group. Mr. Liu is primarily responsible for sales and marketing, and clinical and medical affairs of the Group. Mr. Liu has also been serving as the executive director and manager of 1.1 Medical (Beijing) Health Technology Co., Ltd. (易達醫(北京)健康科技有限公司) since September 2020, where he is primarily responsible for its operations and management. Mr. Liu has over 30 years of experience in pharmaceuticals and medical devices. Prior to joining the Group, Mr. Liu joined the Beijing office of American Medtronic China Co., Ltd. (美國美敦力中國有限責任公司北京辦事處), a medical technology company, in November 2001. In April 2003, Mr. Liu joined Chindex (Beijing) International Trade Co., Ltd. (美中互利北京國際貿易有限公司) (“**Chindex Beijing**”), a company principally engaged in provision of medical and health services and distribution of medical devices, as a north regional manager primarily responsible for product management. Mr. Liu then joined the Beijing office of Germany BrainLAB Co., Ltd. (德國博醫來公司北京代表處), a company principally engaged in surgical software and hardware development, as a sales manager until October 2006 where he was primarily responsible for its marketing and sales. He also served as the chief representative of the Beijing branch of Canadian IMRIS Co., Ltd. (加拿大醫美瑞有限公司北京代表處), a company principally engaged in medical device management, where he was primarily responsible for overseeing its daily operation. From July 2008 to 2017, Mr. Liu served as chief operating officer and senior vice president of Chindex Beijing and Chindex Medical Limited (美中互利醫療有限公司), a distribution partner for Intuitive Surgical’s da Vinci Surgical Systems in China. From January 2017 to August 2019, Mr. Liu successively served as a senior vice president and chief operation officer of the medical device department of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司), a pharmaceutical company whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 2196), and a senior vice president and chief commercial officer of Intuitive Surgical-Fosun Medical Technology (Shanghai) Co., Ltd. (直觀復星醫療器械技術(上海)有限公司), a company principally engaged in the medical device industry, where Mr. Liu was primarily responsible for managing the sales and marketing of its da Vinci surgical robot. From September 2019 to June 2020, Mr. Liu served as the

LETTER FROM THE BOARD

chief executive officer of Shanghai Ruidao Medical Technology Co., Ltd. (上海睿刀醫療科技有限公司), a company principally engaged in the production of medical devices, where he was primarily responsible for its overall operations and management.

Mr. Liu obtained a bachelor's degree in mechanical instruments engineering from Tianjin University of Technology and a master's degree in economic management from Tsinghua University.

Save as disclosed above, (i) Mr. Liu does not hold any other positions with the Company and/or any of its subsidiaries; (ii) Mr. Liu does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) Mr. Liu does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) Mr. Liu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters relating to the proposed appointment of Mr. Liu that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment of Mr. Liu that need to be brought to the attention of the Shareholders.

Upon the proposed appointment of Mr. Liu being approved by the Shareholders, he will enter into a service contract with the Company for a term of not more than three years commencing from the date of being elected at the Annual General Meeting until the end of the second session of the Board. Pursuant to the service contract and during his tenure as a senior management of the Company, Mr. Liu will not receive any remuneration from the Group for his office as an executive Director and solely receives remuneration from the Group in his capacity as a senior management.

To ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business and corporate governance, the Board has adopted the nomination policy of the Company, setting out the criteria for nomination and appointment of directors, as well as the nomination process.

The nomination committee under the Board, when proposing to elect Mr. Liu as an executive Director, has been following the Company's nomination policy, which has been set out in the annual report and the website of the Company.

LETTER FROM THE BOARD

The Board is of the view that Mr. Liu has appropriate professional qualifications and extensive knowledge and experience in business development and corporate governance, and his track records, experience and professional strengths can provide the Board with valuable views and can improve the diversity of the Board composition and satisfy the balance of expertise, skills and experience to corporate governance requirements and ongoing development of the Group.

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 as the overseas auditor of the Company and (2) to re-appoint KPMG Huazhen LLP as the domestic auditor of the Company, for the year ending 31 December 2025 and until the next annual general meeting of the Company, to provide financial report audit services or other related audit and/or consult services, and to authorise the Board to fix their remuneration.

The appointment of the auditors of the Company has been reviewed by the audit committee of the Company which made recommendation to the Board that the appointment be submitted and proposed for Shareholders' approval at the Annual General Meeting.

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 19 to 22 of this circular.

For determining the eligibility of the H Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 20 June 2025 to Wednesday, 25 June 2025, 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, 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 Thursday, 19 June 2025.

PROXY ARRANGEMENT

The proxy form for use at the Annual General Meeting is enclosed with this circular. Such form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.medsurgical.com). Whether or not you intend to attend the Annual General Meeting, you are required to complete and sign the proxy forms 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 17M Floor, Hopewell

LETTER FROM THE BOARD

Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the Company's registered office at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (for Domestic Shareholders) not less than 24 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (i.e. 9:30 a.m. on Tuesday, 24 June 2025). Completion and delivery of the proxy form shall not preclude you from attending and voting in person at the Annual General Meeting 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, 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 in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors consider that all the proposed resolutions 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.

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.

Except otherwise specified in this circular, the English text of this circular and the accompanying form of proxy shall prevail over the Chinese text in the case of any inconsistency.

APPENDIX II EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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 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 RMB1,031,330,331 comprising 6,599,543 Domestic Shares and 1,024,730,788 H 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, 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; 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 (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.

APPENDIX II EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

The exercise in full of the Buyback Mandate (on the basis of 1,024,730,788 H Shares and 6,599,543 Domestic Shares in issue as at the Latest Practicable Date and that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) would result in a maximum of 102,473,078 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 the total number of H Shares and/or Domestic Shares in issue as at the date of passing the relevant resolution.

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 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) 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 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.

The Company has confirmed that neither the explanatory statement nor the proposed share buy back has any unusual features.

APPENDIX II EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

STATUS OF BOUGHT BACK H SHARES AND DOMESTIC SHARES

If the Company purchases any H Shares pursuant to the Buyback Mandate, the H Shares of the Company shall be transferred or cancelled within the respective period of time stipulated under the Articles of Association based on the respective reasons of buyback. 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>
2024		
April	15.18	11.40
May	16.28	13.36
June	14.52	8.81
July	9.71	6.48
August	7.53	6.29
September	12.26	6.03
October	15.34	8.30
November	10.46	8.10
December	13.16	8.13
2025		
January	16.64	8.58
February	25.65	14.46
March	23.35	16.50
April	19.60	13.50
May (<i>up to the Latest Practicable Date</i>)	20.30	15.52

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 (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 56.90% 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, the shareholding of Dr. He Chao and parties acting in concert with him would increase to approximately 63.23% of the total number of issued Shares of the Company. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

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 notice, 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 notice.



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, 25 JUNE 2025

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, 25 June 2025 at 9:30 a.m. for the following purposes. Unless the content otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 27 May 2025 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the 2024 Annual Report of the Company, which comprises the Group's audited consolidated financial statements, the 2024 report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company and the auditors' report of the Company for the year ended 31 December 2024.
2. To consider and approve the 2024 report of the supervisory committee of the Company.
3. To consider and approve proposed 2024 annual profit distribution plan.
4. To consider and approve the appointment of Mr. Liu Yu as an executive director of the Company, and to authorise the Board to fix his remuneration.
5. To consider and approve the appointment of KPMG and KPMG Huazhen LLP as the overseas and domestic auditors of the Company and authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

6. To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares (including Domestic Shares and H Shares) of the Company; 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 resolution are set out in the Circular.
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:
 - (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 not exceeding 10% of the total number of Domestic Shares and/or H Shares in issue at the time when this resolution is passed at the Annual General Meeting.
 - (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 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.

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 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 of the Company.

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

Shanghai, China, 27 May 2025

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 Friday, 20 June 2025 to Wednesday, 25 June 2025, 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 Thursday, 19 June 2025.
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 authorised 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 authorised, and must be deposited with the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M 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) (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof)

NOTICE OF ANNUAL GENERAL MEETING

not less than 24 hours before the time fixed for holding of the Annual General Meeting (i.e. not later than 9:30 a.m. on Tuesday, 24 June 2025) or any adjournment thereof. The completion and delivery of the form of proxy shall not preclude the shareholders of the Company 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 9, the Directors wish to state that they have no immediate plans to buy back any existing Domestic Shares and/or H Shares.
7. Shareholders of the Company 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 notice, the executive Directors are Dr. He Chao and Ms. Fang Cong, the non-executive Directors are Mr. Sun Hongbin and Mr. Chen Chen, and the independent non-executive Directors are Dr. Li Minghua, Mr. Yao Haisong and Mr. Chung Wai Man.