

Shanghai Bio-heart Biological Technology Co., Ltd.

上海百心安生物技術股份有限公司

PROCEDURES FOR SHAREHOLDERS TO NOMINATE AN INDIVIDUAL AS A DIRECTOR OR A SUPERVISOR OF THE COMPANY

The following procedures apply to the nomination of an individual as a director or a supervisor proposed by the shareholders (the “**Shareholders**”) of Shanghai Bio-heart Biological Technology Co., Ltd. (the “**Company**”) upon receiving the notice of the general meeting of the Company. These procedures are subject to the articles of association of the Company (the “**Articles of Association**”) and other applicable laws and regulations:

1. According to the Articles of Association, when the Company convenes a general meeting, Shareholder(s) individually or jointly holding more than 3% of the total outstanding and voting shares of the Company may, by way of a written proposal, put forward to the general meeting about the candidates for directors and supervisors (not being staff representatives) no less than 10 days before the convening of the general meeting. However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number to be elected.
2. The written notices shall include (i) the intention to nominate a candidate as a director or a supervisor and the acceptance of nomination by such nominee and (ii) the relevant written materials of the nominee shall be given to the Company no less than 10 days prior to the date of convening the general meeting. The information and biography of the nominee shall comply with the requirements under the Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)
3. Upon receipt of the above notice from a shareholder which is received after publication of the notice of general meeting, the Company shall, on no less than 10 days prior to the date of convening the general meeting, publish an announcement or issue a supplementary circular in respect of disclosing the particulars of the director or supervisor candidate pursuant to Rule 13.70 and Rule 13.73 of the Listing Rules.
4. In the general meeting, voting for each candidate for a director and supervisor shall be taken separately.
5. In the case of ad hoc addition or replacement of any director or supervisor, the Board and the board of supervisors shall respectively put forward a proposal to the general meeting for such election or replacement.
6. These procedures shall take effect from the date of the listing of the Company on The Stock Exchange of Hong Kong Limited.