

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



Shanghai Bio-heart Biological Technology Co., Ltd.
上海百心安生物技術股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2185)

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (the “**AGM**”) of Shanghai Bio-heart Biological Technology Co., Ltd. (the “**Company**”) will be held at Fourth Floor, Building 7, 59 Kaiqing Road, East Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, PRC on Monday, June 27, 2022, at 2:00 p.m. for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the work report of board of directors of the Company (the “**Board**”) for 2021.
2. To consider and approve the work report of supervisory committee (the “**Supervisory Committee**”) of the Company for 2021.
3. To consider and approve the profit distribution plan for 2021.
4. To consider and approve the audited consolidated financial statements of the Company for 2021.
5. To consider and approve the annual report of the Company for 2021.
6. To authorise the Board to determine the remuneration of the Directors.
7. To authorise the Supervisory Committee to determine the remuneration of the supervisors of the Company.
8. To consider and approve the re-appointment of Ernst & Young as the auditors of the Company for a term until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine its remuneration.

SPECIAL RESOLUTIONS

9. To consider and approve the proposed amendments to the Articles of Association.
10. To consider and approve the proposed adoption of the 2022 H Share Incentive Scheme.
11. To consider and approve the proposed authorization to the Board and/or the Delegatee to handle matters pertaining to the 2022 H Share Incentive Scheme.
12. To consider and approve the Company to issue additional H Shares, additional Domestic Shares and additional Unlisted Foreign Shares, in the share capital of the Company (“**Additional Shares**”) and to grant to the Board a general mandate (“**General Mandate**”), subject to terms and conditions set out in this resolution, for the exercise by the Board during the Relevant Period (as defined below) of powers to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares (such Additional Shares being subject to a maximum of 20% of the respective aggregate number of issued H Shares, Domestic Shares and Unlisted Foreign Shares of the Company as at the date of approval of this resolution), and to make or grant offers or agreements in respect of such Additional Shares:
 - (1) To consider and approve the Company to issue additional H Shares, additional Domestic Shares and additional Unlisted Foreign Shares in the share capital of the Company and to grant to the Board a general mandate, subject to terms and conditions set out, to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares and to make or grant offers or agreements in respect of such Additional Shares:
 - i. such General Mandate shall not extend beyond the Relevant Period (as defined in (iv)) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
 - ii. the total number of shares of the Company approved to be allotted or agreed conditionally or unconditionally to be allotted by the Board, shall not exceed: (a) 20% of the total number of H Shares of the Company in issue at the date of the passing of this resolution; (b) 20% of the total number of Domestic Shares of the Company in issue at the date of the passing of this resolution; and/or (c) 20% of the total number of Unlisted Foreign Shares of the Company in issue at the date of the passing of this resolution, otherwise than pursuant to any scrip dividend scheme or similar arrangement providing for the allotment of such shares of the Company in lieu of the whole or part of a dividend on such shares in accordance with the articles of association of the Company;

iii. the Board will only exercise its power under such mandate in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Hong Kong Listing Rules and only if all necessary approvals from the China Securities Regulatory Commission, The Stock Exchange of Hong Kong Limited. (the “**Hong Kong Stock Exchange**”) and/or other relevant PRC government authorities are obtained; and

iv. for the purposes of this resolution:

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

“**Domestic Shares**” means the ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and are held by domestic investors and are not listed or traded in any stock exchange;

“**Unlisted Foreign Shares**” means the ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are held by foreign investors and are not listed on any stock exchange;

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

- (a) the conclusion of the 2022 annual general meeting of the Company following the passing of this resolution; or
- (b) the date on which the authority conferred by this resolution is revoked or varied by a special resolution in a general meeting of the Company.

(2) Subject to the Board issuing additional H Shares, additional Domestic Shares and additional Unlisted Foreign Shares pursuant to this resolution, the Board be authorised to:

- i. approve, execute and do or procure to be executed and done, all documents, deeds and things as it may consider necessary in connection with the issue of such new shares of the Company (including, but not limited to the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreement);
- ii. determine the use of proceeds and make all necessary filing, registration and applications with or to the relevant authorities in the PRC and/or Hong Kong (if required);

- iii. determine the registered capital and the number of shares of the Company pursuant to the issue or allotment of shares pursuant to this resolution, and register with the relevant authorities in the PRC and/or Hong Kong upon an increase of registered capital and the number of shares of the Company; and
- iv. make amendments to the articles of association of the Company accordingly as it thinks fit so as to reflect relevant matters such as the registered capital and new capital structure of the Company after the issue and allotment of shares of the Company.

By order of the Board
Shanghai Bio-heart Biological Technology Co., Ltd.
Philip Li WANG
Chairman and executive director

Shanghai, the People's Republic of China, May 20, 2022

As at the date of this notice, the Board comprises:

Executive directors:

Mr. Philip Li WANG (*Chairman*)
Ms. Yunqing WANG

Independent non-executive directors:

Mr. Charles Sheung Wai CHAN
Mr. Xubo LU
Mr. George Chien Cheng LIN

Non-executive directors:

Ms. Li CAI
Mr. Quan ZHOU
Mr. Ji CHEN
Mr. Jie YIN

Notes:

1. Closure of register of members of H Shares and ascertaining of eligibility for attending the AGM

The register of members of H Shares of the Company will be closed from Saturday, May 28, 2022 to Monday, June 27, 2022, both days inclusive, during which no transfer of H Shares will be registered, in order to determine the holders of the H Shares who are entitled to attend and vote at the forthcoming AGM. To be eligible to attend and vote at the AGM, all properly completed transfer documents, accompanied by relevant share certificate, must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, May 27, 2022 for registration.

2. Proxy

- (1) Each shareholder entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. A proxy need not be a shareholder of the Company. **The Company strongly recommends you to monitor the development of the situation with the COVID-19 and to assess, based on the social distancing policies, the necessity for attending the above meeting in person, and the board of directors of the Company respectfully recommends that, for the same reason, the shareholders to appoint the chairman of the above meeting as their proxy rather than a third party to attend and vote on their behalf at the above meeting (or any adjournment thereof).**

- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised.
- (3) To be valid, the form of proxy and notarised power of attorney or other document of authorisation (if any) must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (if any) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holders of H Shares) or the Company's registered office at Room 302, 3/F, Building 4, No.590 Ruiqing Road, East Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, PRC (in case of holders of Domestic Shares and Unlisted Foreign Shares) not less than 24 hours before the time appointed for the AGM (i.e. no later than 2:00 p.m. on Sunday, June 26, 2022) or any adjournment thereof (as the case may be). Completion and return of the proxy will not preclude shareholders from attending and vote at the meeting should they wish to do so.
- (4) Any voting at the AGM shall be taken by poll.

3. Registration procedures for attending the AGM

- (1) Shareholders of the Company whose names appear on the register of members of the Company on June 27, 2022 will be entitled to attend and vote at the AGM or any adjourned meetings.
- (2) A shareholder or his proxy should present proof of identity when attending the AGM. If a shareholder is a legal person, its legal representative or other person authorised by the Board or other governing body of such shareholder may attend the AGM by providing a copy of the resolution of the Board or other governing body of such shareholder appointing such person to attend the meeting.
- (3) Shareholders of the Company intending to attend the AGM in person or by their proxies should complete and return the reply slip for attending the AGM on or before Wednesday, June 22, 2022 to (a) the Company's registered office at Room 302, 3/F, Building 4, No.590 Ruiqing Road, East Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, PRC (for holders of Domestic Shares and Unlisted Foreign Shares); or (b) Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares).
- (4) A shareholder may return the above reply slip in person, by post or by facsimile to the Company's registered office (for holders of Domestic Shares and Unlisted Foreign Share) or the office of Computershare Hong Kong Investor Services Limited (for holders of H Shares).
- (5) Shareholders or proxies attending the AGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. The votes abstained will be counted in the calculation of the required majority.

4. Voting method at the AGM

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a shareholders' general meeting must be taken by poll. Accordingly, the chairman of the AGM will demand a poll in relation to all the proposed resolutions at the AGM.

5. Miscellaneous

- (1) The AGM is expected to take no more than half a day. Shareholders who attend the AGM shall bear their own travelling and accommodation expenses.

- (2) The address of the Company's H Share Registrar is:

Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

- (3) The address and contact details of the Company's registered office is:

Room 302, 3/F, Building 4
No.590 Ruiqing Road, East Zhangjiang Hi-Tech Park
Pudong New Area, Shanghai
The People's Republic of China

Telephone: (86) 021-68798511
Facsimile: (86) 021-50720533-8016
Email: info@bio-heart.com

- (4) Precautionary measures for the AGM

During the period for the prevention and control of the coronavirus disease (COVID-19) in China and overseas, the Company will strictly comply with the requirements regarding the pandemic prevention and control stipulated by government departments, and take relevant prevention and control measures including monitoring the temperatures of shareholders attending the AGM. Shareholders attending the AGM shall pay early attention to and comply with the relevant regulations and requirements regarding health report, quarantine and observation during the pandemic prevention and control period in Shanghai.

Shareholders having a fever or other symptoms, not wearing a surgical mask as required, or failing to comply with the relevant regulations and requirements regarding the pandemic prevention and control will not be able to enter the venue of the AGM. If the number of shareholders attending the AGM reaches the maximum (if any) stipulated by the relevant government departments at the date of the AGM in accordance with the regulations and requirements regarding the pandemic prevention and control, shareholders shall be admitted on a "first-come-first-served" basis, and shareholders subsequently arriving may not be able to enter the venue of the AGM.

The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. Shareholders are reminded that physical attendance at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person, by completing and returning the form of proxy. The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the AGM.

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

As at the date of this announcement, the Board of the Company comprises Mr. Philip Li WANG as chairman and executive director, Mr. Yunqing WANG as executive director, Ms. Li CAI, Mr. Quan ZHOU, Mr. Ji CHEN and Mr. Jie YIN as non-executive directors, and Mr. Charles Sheung Wai CHAN, Mr. Xubo LU and Mr. George Chien Cheng LIN as independent non-executive directors.