

*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)**

**RETIREMENT OF NON-EXECUTIVE DIRECTOR AT THE AGM  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**RETIREMENT OF NON-EXECUTIVE DIRECTOR AT THE AGM**

The Board has been informed by Mr. Ji CHEN (“**Mr. Chen**”), a non-executive Director, that he would retire from office upon conclusion of the AGM and would not offer himself for re-election at the AGM in order to devote more time to his other work commitments. Following the retirement of Mr. Chen, the Board shall comprise 7 Directors.

Mr. Chen has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company hereby announces that the Board convened a meeting of the Board on March 31, 2023 and approved, among others, the resolutions in relation the proposed amendments to the Articles of Association. Details of the proposed amendments to the Articles of Association are set out as follows:

Prior to the amendment	After the amendment
<p><b>Chapter 8 Article 67</b></p> <p>When the Company convenes the annual general meeting, a written notice of the meeting shall be provided in no less than twenty days prior to the date of the meeting to notify all the shareholders registered in the register of shares with respect to the matters to be considered, and the date and the place of the meeting. When the Company convenes the extraordinary general meeting, a written notice of the meeting shall be provided in no less than fifteen days prior to the date of the meeting to notify all the shareholders registered in the register of shares with respect to the matters to be considered, and the date and the place of the meeting. Shareholders intending to attend the general meeting shall send the Company their written replies regarding their attendance at least 5 days prior to the convening of the meeting.</p>	<p><b>Chapter 8 Article 67</b></p> <p>When the Company convenes the annual general meeting, a written notice of the meeting shall be provided in no less than twenty days prior to the date of the meeting to notify all the shareholders registered in the register of shares with respect to the matters to be considered, and the date and the place of the meeting. When the Company convenes the extraordinary general meeting, a written notice of the meeting shall be provided in no less than fifteen days prior to the date of the meeting to notify all the shareholders registered in the register of shares with respect to the matters to be considered, and the date and the place of the meeting. <del>Shareholders intending to attend the general meeting shall send the Company their written replies regarding their attendance at least 5 days prior to the convening of the meeting.</del></p>
<p><b>Chapter 10 Article 101</b></p> <p>The Company shall establish a Board of Directors, which shall comprise 8 directors. There shall be 2 executive directors, 3 non-executive directors, 3 independent non-executive directors who are not shareholders of the Company and do not hold any positions within the Company. There shall be one chairman of the Board of Directors.</p>	<p><b>Chapter 10 Article 101</b></p> <p>The Company shall establish a Board of Directors, which shall comprise <del>8</del> <b>78</b> directors. There shall be <del>2</del> <b>32</b> executive directors, <del>3</del> <b>13</b> non-executive directors, 3 independent non-executive directors who are not shareholders of the Company and do not hold any positions within the Company. There shall be one chairman of the Board of Directors.</p>

Save for the aforesaid proposed amendments to the Articles of Association, the other provisions of the Articles of Association remain unchanged.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company by way of a special resolution at the AGM; and will come into effect after obtaining all necessary approvals, authorizations or registration (if applicable) from or filing with the relevant government or regulatory authorities. A circular of the Company containing, among other things, details in relation to the proposed amendments to the Articles of Association and a notice convening the AGM, will be despatched to the shareholders of the Company as soon as practicable.

## DEFINITIONS

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

“AGM”	the forthcoming annual general meeting of the Company
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	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 on December 8, 2020, or, where the context requires (as the case may be), its predecessor with the same English name (上海百心安生物技術有限公司), a limited liability company established in the People’s Republic of China on July 18, 2014
“Director(s)”	the director(s) of the Company or any one of them
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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, March 31, 2023

*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 and Ms. Peili WANG as executive Directors, Mr. Quan ZHOU and Mr. Ji CHEN as non-executive Directors, and Mr. Charles Sheung Wai CHAN, Mr. Xubo LU and Mr. George Chien Cheng LIN as independent non-executive Directors.*