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**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 2022 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 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 26, 2023, 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 2022.
2. To consider and approve the work report of supervisory committee (the “**Supervisory Committee**”) of the Company for 2022.
3. To consider and approve the profit distribution plan for 2022.
4. To consider and approve the audited consolidated financial statements of the Company for 2022.
5. To consider and approve the annual report of the Company for 2022.
6. To consider and approve the re-appointment of Ernst & Young Hua Ming LLP as the domestic auditor of the Company and Ernst & Young as the international auditor of the Company, respectively for a term until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their respective remuneration.

7. Each as a separate resolution, to consider and approve the election of Directors of the second session of the Board of Directors:
  - 7.1 election of Mr. Philip Li WANG (汪立) as an executive director of the Company;
  - 7.2 election of Mr. Yunqing WANG (王雲磬) as an executive director of the Company;
  - 7.3 election of Ms. Peili WANG (王佩麗) as an executive director of the Company;
  - 7.4 election of Mr. Charles Sheung Wai CHAN (陳尚偉) as an independent non-executive director of the Company; and
  - 7.5 election of Mr. Xubo LU (魯旭波) as an independent non-executive director of the Company.
8. Each as a separate resolution, to consider and approve the election of Supervisors of the second session of the Supervisory Committee:
  - 8.1 election of Mr. Tao CAI (蔡濤) as a supervisor of the Company; and
  - 8.2 election of Mr. Lei ZHU (朱磊) as a supervisor of the Company.
9. To consider and approve the appointment of Mr. Wing Yiu DJEN (鄭榮曜) as an independent non-executive director of the second session of the Board of Directors and to authorize the Board to determine his remuneration.
10. To authorize the Board to determine the remuneration of Directors.
11. To authorize the Supervisory Committee to determine the remuneration of the Supervisors.

### **SPECIAL RESOLUTIONS**

12. To consider and approve the proposed amendments to the Articles of Association.
13. To consider and approve the Company to issue additional H Shares and/or 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 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 and/or 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; and/or (b) 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;

“**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 2023 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 and/or additional Unlisted Foreign Shares pursuant to this resolution, the Board be authorized 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 31, 2023

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

*Executive Directors:*

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

*Independent Non-executive Directors:*

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

*Non-executive Directors:*

Mr. Quan ZHOU  
Mr. Ji CHEN

*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 27, 2023 to Monday, June 26, 2023, 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(s), 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 Thursday, May 25, 2023 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.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized 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 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 25, 2023) 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 26, 2023 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 authorized 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 2:00 p.m. on Wednesday, June 21, 2023 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 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 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) 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 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.*