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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Shanghai Bio-heart Biological Technology Co., Ltd. (the “**Company**”) will be held at Room 302, 3/F, Building 4, No. 590 Ruiqing Road, East Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, PRC on Thursday, February 13, 2025 at 2:00 p.m. (the “**EGM**”) for the purpose of considering, and if thought fit, passing the following resolutions:

**ORDINARY RESOLUTION**

1. To consider and approve the amendments to the business scope of the Company.

**SPECIAL RESOLUTIONS**

1. To consider and approve the entering of the Investment Agreement and the Shareholders Agreement, the grant of Repurchase Options and provision of share pledge (as defined in the circular of the Company dated January 24, 2025) and the transactions contemplated thereunder and the implementation thereof.
2. To consider and approve the proposed amendments to the articles of association 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, January 24, 2025

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. Yiqing CHEN

Mr. Xubo LU

Mr. Yifei JIANG

*Notes:*

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the circular of the Company dated January 24, 2025.
2. All the resolutions set out in this notice shall be decided by poll.
3. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
4. 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 authorization must be notarised.
5. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited 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 EGM (i.e. no later than Wednesday, February 12, 2025 at 2:00 p.m.) or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of an appointment of corporate representative by a corporate shareholder (other than a shareholder which is a recognized clearing house (as the Hong Kong Securities and Futures Ordinance) (or its nominee(s))), a copy of the resolution of its directors or other governing body of the shareholder authorizing the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the shareholder's constitutive documents and a list of directors or

members of the governing body of the shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that shareholder and notarised, must be deposited at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited 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 EGM (i.e. no later than Wednesday, February 12, 2025 at 2:00 p.m.) or the adjourned meeting (as the case may be).

7. For determining the entitlement to attend and vote at the EGM, the register of members of H shares of the Company will be closed from Tuesday, February 4, 2025 to Thursday, February 13, 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 EGM, unregistered holders of H shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates 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 for registration not later than 4:30 p.m. on Monday, February 3, 2025.
8. Shareholders of the Company whose names appear on the register of members of the Company on February 13, 2025 will be entitled to attend and vote at the EGM or any adjourned meetings.
9. Shareholders or proxies attending the EGM 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. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
10. The EGM is expected to take no more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
11. The address of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
12. The address and contact details of the Company's registered office are as follows:  
  
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  
Email: info@bio-heart.com
13. References to time and dates in this notice are to Hong Kong time and dates.