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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 UNLISTED FOREIGN
SHAREHOLDERS' CLASS MEETING**

NOTICE IS HEREBY GIVEN that the unlisted foreign shareholders' class 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 4:00 p.m. (or immediately after the conclusion or adjournment of the H Shareholders' Class Meeting) for the purpose of considering, and if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. 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. The resolution set out in this notice shall be decided by poll.
3. Any shareholder of the Company entitled to attend and vote at the Unlisted Foreign Shareholders' Class 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 authorizing that attorney to sign or other document of authorization must be notarized.
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 registered office at Room 302, 3/F, Building 4, No. 590 Ruiqing Road, East Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, PRC not less than 24 hours before the time appointed for the Unlisted Foreign Shareholders' Class Meeting or 24 hours before the time appointed for taking the poll. 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 notarized, must be deposited at 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 not less than 24 hours before the time appointed for the Unlisted Foreign Shareholders' Class Meeting or 24 hours before the time appointed for taking the poll.

7. Shareholders or proxies attending the Unlisted Foreign Shareholders' Class Meeting 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 Unlisted Foreign Shareholders' Class Meeting, 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.
8. The Unlisted Foreign Shareholders' Class Meeting is expected to take no more than half a day. Shareholders who attend the Unlisted Foreign Shareholders' Class Meeting shall bear their own travelling and accommodation expenses.
10. 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
11. References to time and dates in this notice are to Hong Kong time and dates.