

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



**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 2024 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2024 annual general meeting (the “**AGM**”) 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, June 19, 2025, at 2:00 p.m. for the purpose of considering, and if thought fit, passing the following resolutions. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated May 28, 2025.

**ORDINARY RESOLUTIONS**

1. To consider and approve the work report of board of directors of the Company (the “**Board**”) for 2024.
2. To consider and approve the work report of supervisory committee of the Company (the “**Supervisory Committee**”) for 2024.
3. To consider and approve the profit distribution plan of the Company for 2024.
4. To consider and approve the audited consolidated financial statements of the Company for 2024.
5. To consider and approve the annual report of the Company for 2024.
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 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. To authorize the Board to determine the remunerations of directors of the Company.
8. To authorize the Supervisory Committee to determine the remunerations of the supervisors of the Company.

### SPECIAL RESOLUTIONS

9. To consider and approve the proposal on the repurchase and cancellation of H Shares in relation to the 2022 H Share Incentive Scheme and the reduction of the registered share capital (the “**Proposal**”), which comprises (a) approving the proposed repurchase and cancellation of H Shares, the reduction of the registered share capital of the Company; and (b) confirming the authority to handle matters pertaining to the Proposal granted to the management committee of the 2022 H Share Incentive Scheme, as well as person(s) authorized by the management committee, by the Board resolution passed on May 23, 2025, as well as authorizing the Board and for the Board to further authorize the Authorized Persons to handle matters pertaining to the Proposal with full authority. The scope of the abovementioned authorization includes but is not limited to:
  - (i) to appoint a securities broker on behalf of the Company to open an account with the Central Clearing and Settlement System (“**CCASS**”) of Hong Kong Securities Clearing Company Limited and execute any or all of the related documents. The aforementioned securities broker or Authorized Persons shall act as the representative of this account for the purposes of trading, withdrawing funds and securities, and executing all documents in relation to the Proposal;
  - (ii) to withdraw the repurchased H Shares and funds (if any) on behalf of the Company from CCASS through the aforementioned securities broker or Authorized Persons;
  - (iii) to authorize the Authorized Persons to handle the cancellation of H shares and the update of the register of members of H Shares with Computershare Hong Kong Investor Services Limited, and confirm that the Authorized Persons shall have full authorization in the matter of the Proposal, including but not limited to executing any or all of the related documents;
  - (iv) to authorize Computershare Hong Kong Investor Services Limited to cancel the share certificates of the repurchased H Shares mentioned above and update the register of members of H Shares accordingly;
  - (v) in the event of changes in the policies of regulatory authorities regarding the Proposal, or changes in market conditions, or changes in the method of handling repurchased H Shares after negotiation with the Trustee, except for matters that require the decision of the Board or Shareholders’ general meeting as stipulated by

relevant laws, regulations, normative documents and the articles of association of the Company, the Authorized Persons shall have the right to make corresponding adjustments to the specific details of the Proposal (including but not limited to the method, timing, price and quantity of H Shares to be repurchased and cancelled) and any other related matters;

- (vi) to implement, amend, authorize, execute and complete all necessary documents, agreements and contracts in relation to the Proposal;
- (vii) to fulfil all necessary obligations, including information disclosure, reporting to regulatory authorities and filings required by relevant domestic and foreign laws and regulations and the Listing Rules for the purpose of the Proposal;
- (viii) to handle the amendments to the articles of association of the Company, the change of registered capital of the Company and the reporting to relevant departments or authorities upon the completion of the repurchase and cancellation of the Acquired Award Shares; and
- (ix) to handle any other matters that are not listed above but are necessary for the Proposal.

10. To consider and approve the proposed amendments to the articles of association of the Company.

11. To consider and approve the Company to issue additional H Shares and/or additional Unlisted Foreign Shares (excluding treasury 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, sell and/or transfer treasury shares (such Additional Shares being subject to a maximum of 20% of the respective aggregate number of issued H Shares (excluding any treasury 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, sell and/or transfer treasury 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 (excluding any treasury 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 Listing Rules and only if all necessary approvals from the China Securities Regulatory Commission, The Stock Exchange of Hong Kong Limited (the “**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 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 next annual general meeting of the Company following the passing of this resolution;

- (b) the expiration of a period of twelve months following the passing of this resolution at the AGM; or
  - (c) 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 28, 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. 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 Friday, June 13, 2025 to Thursday, June 19, 2025, 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 have been 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, June 12, 2025 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 Wednesday, June 18, 2025) or any adjournment thereof (as the case may be). Completion and return of the form of 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 Friday, June 13, 2025 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 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.

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 AGM, 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.

#### **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, Computershare Hong Kong Investor Services Limited 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  
Email: info@bio-heart.com
- (4) All times and dates set out in this notice refer to Hong Kong local time and dates.