
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shanghai HeartCare Medical Technology Corporation Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**Shanghai HeartCare Medical Technology
Corporation Limited**

上海心璋醫療科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6609)

- (1) WORK REPORT OF THE BOARD OF DIRECTORS FOR 2022**
 - (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2022**
 - (3) PROFIT DISTRIBUTION PLAN FOR 2022**
 - (4) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2022**
 - (5) 2022 ANNUAL REPORT**
 - (6) REMUNERATION OF DIRECTORS**
 - (7) REMUNERATION OF SUPERVISORS**
 - (8) RE-APPOINTMENT OF AUDITORS FOR 2023**
 - (9) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
 - (10) GENERAL MANDATE TO ISSUE SHARES**
- AND**
- (11) NOTICE OF 2022 ANNUAL GENERAL MEETING**

Notice convening the AGM to be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC at 10:00 a.m. on Thursday, May 18, 2023 is set out on pages 29 to 34 of this circular.

A form of proxy for use at the AGM is enclosed and is also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.heartcare.com.cn). Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the AGM (i.e. no later than 10:00 a.m. on Wednesday, May 17, 2023) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Reference to times and dates in this circular are to Hong Kong local times and dates.

April 18, 2023

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DEFINITIONS

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

“2022 Annual Report”	the annual report of the Company for the year ended December 31, 2022, which can be found on the HKExnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company’s website (www.heartcare.com.cn)
“AGM” or “Annual General Meeting”	the 2022 annual general meeting of the Company to be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC at 10:00 a.m. on Thursday, May 18, 2023 or any adjournment thereof for the purpose of, considering and, if thought fit, approving the resolutions contained in the notice of the 2022 annual general meeting which is set out on pages 29 to 34 of this circular
“Articles of Association”	the articles of association of the Company currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“China”, “PRC” or “the PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Company”	Shanghai HeartCare Medical Technology Corporation Limited (上海心瑋醫療科技股份有限公司), a joint stock limited liability company incorporated in the PRC, whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 6609)
“Company Law”	the Company Law of the People’s Republic of China revised and adopted by the Standing Committee of the Twelfth National People’s Congress on December 28, 2013 and enforced on March 1, 2014 (as amended, supplemented or otherwise modified from time to time)
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Domestic Share(s)”	the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi by domestic investors and are not listed on any stock exchange
“Group”, “the Group”, “our Group”, “we”, or “us”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) 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
“H Shareholder(s)”	the holder(s) of H Share(s)
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars”, “HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Director(s)” or “Independent Non-executive Director(s)”	the independent non-executive Director(s) of the Company
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Board at the AGM to allot, issue and/or deal with the Unlisted Shares and H Shares not exceeding 20 percent of each of the total number of Unlisted Shares and H Shares, respectively, in issue on the date of passing the related resolution, subject to the conditions set out in the resolution proposed at the Annual General Meeting for approving the general mandate
“Latest Practicable Date”	April 11, 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	August 20, 2021, on which the H Shares were listed and from which dealings therein were permitted to take place on the Stock Exchange

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising Domestic Share(s), Unlisted Foreign Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“Unlisted Foreign Share(s)”	the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid for in currency other than RMB by foreign investors and are not listed on any stock exchange
“Unlisted Share(s)”	Domestic Shares and Unlisted Foreign Shares
“%”	per cent

LETTER FROM THE BOARD



Shanghai HeartCare Medical Technology Corporation Limited

上海心璋醫療科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6609)

Executive Directors:

Mr. Wang Guohui (*Chairman*)
Ms. Zhang Kun
Mr. Wei Jiawei

Non-executive Directors:

Mr. Ding Kui
Mr. Chen Shaoxiong

Independent Non-executive Directors:

Mr. Guo Shaomu
Mr. Feng Xiangqian
Mr. Gong Ping

*Registered office and headquarters in
the PRC:*

Floor 1 and 3, Building 38
No. 356, Zhengbo Road
Lingang New District
Pilot Free Trade Zone
Shanghai
PRC

Principal place of business in

Hong Kong:
Room 1901, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

April 18, 2023

To the Shareholders

Dear Sir or Madam,

- (1) WORK REPORT OF THE BOARD OF DIRECTORS FOR 2022
- (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2022
- (3) PROFIT DISTRIBUTION PLAN FOR 2022
- (4) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2022
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- (10) GENERAL MANDATE TO ISSUE SHARES
- AND
- (11) NOTICE OF 2022 ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM (set out on pages 29 to 34 of this circular) and information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

LETTER FROM THE BOARD

At the AGM, ordinary resolutions will be proposed to approve, among others, (i) the work report of the Board of Directors for 2022 (the “**2022 Work Report of the Board**”); (ii) the work report of the Supervisory Committee for 2022 (the “**2022 Work Report of the Supervisory Committee**”); (iii) the profit distribution plan for 2022 (the “**2022 Profit Distribution Plan**”); (iv) the audited consolidated financial statements for 2022 (the “**2022 Financial Statements**”); (v) the 2022 Annual Report; (vi) to authorise the Board to determine the remuneration of the Directors; (vii) to authorise the Supervisory Committee to determine the remuneration of the Supervisors; and (viii) the re-appointment of auditors of the Company for 2023 and authorise the Board to determine their respective remuneration. At the AGM, special resolutions concerning the following matters of the Company will be proposed to consider and approve (i) the amendments to the Articles of Association; and (ii) the grant of general mandate to the Board to issue Shares.

ORDINARY RESOLUTIONS:

1. 2022 Work Report of the Board

An ordinary resolution will be proposed at the AGM to approve the 2022 Work Report of the Board. Please refer to the report of Directors in the 2022 Annual Report.

The 2022 Work Report of the Board was considered and approved by the Board on March 20, 2023 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

2. 2022 Work Report of the Supervisory Committee

An ordinary resolution will be proposed at the AGM to approve the 2022 Work Report of the Supervisory Committee. Please refer to the report of Supervisory Committee in the 2022 Annual Report.

The 2022 Work Report of the Supervisory Committee was considered and approved by the Supervisory Committee on March 20, 2023 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

3. 2022 Profit Distribution Plan

Based on the operating results, financial position and future development plan of the Company, the Board recommended not to distribute a final dividend for 2022.

The 2022 Profit Distribution Plan was considered and approved by the Board on March 20, 2023 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

LETTER FROM THE BOARD

4. 2022 Financial Statements

Please refer to the audited consolidated financial statements contained in the 2022 Annual Report.

The 2022 Financial Statements were considered and approved by the Board on March 20, 2023 and are hereby proposed at the AGM for consideration and approval by the Shareholders.

5. 2022 Annual Report

An ordinary resolution will be proposed at the AGM to approve the 2022 Annual Report.

The 2022 Annual Report was considered and approved by the Board on March 20, 2023 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

6. To authorise the Board to determine the remuneration of the Directors

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration plan for the Directors for the year ending December 31, 2023 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

Mr. Guo Shaomu and Mr. Gong Ping will be entitled to an annual remuneration of HKD 260,000 (after tax) and RMB200,000 (before tax) respectively from the Company for the year 2023. Mr. Feng Xiangqian shall not be entitled to any Directors' remuneration for his role as independent non-executive Director. The executive Directors and non-executive Directors shall not be entitled to any Directors' remuneration for their roles as Directors, but shall be entitled to remuneration based on their other employment in the Company and in accordance with the Company's internal policies (if applicable).

7. To authorise the Supervisory Committee to determine the remuneration of the Supervisor

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration plan for the Supervisors for the year ending December 31, 2023 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

The employee Supervisors, namely Mr. Xing Tingyu and Ms. Jiang Xue, shall not receive any remuneration for his/her role as Supervisor, but shall be entitled to remuneration, based on his/her other employment position and in accordance with the Company's internal policies. Mr. Jiang Xinbei shall not be entitled to any remuneration from the Company.

LETTER FROM THE BOARD

8. Resolution on the re-appointment of auditors of the Company for 2023

The Board proposes that Ernst & Young Hua Ming LLP be re-appointed as the domestic auditor for the Company in 2023, responsible for providing relevant external auditing service in accordance with China Standards on Auditing until the close of the annual general meeting of the Company for 2023. The Board proposes that Ernst & Young be re-appointed as the international auditor for the Company in 2023, responsible for providing relevant international auditing and reviewing service in accordance with Hong Kong Standards on Auditing and Hong Kong Standard on Review Engagements 2410, respectively, until the close of the annual general meeting of the Company for 2023. The proposal on the re-appointment of domestic and international auditors and the authorisation to the Board to fix their remuneration is hereby proposed at the AGM for consideration and approval.

SPECIAL RESOLUTIONS:

9. Proposed Amendments to the Articles of Association

In order to bring its existing Articles of Association to be in line with the relevant requirements of the applicable laws of the Listing Rules, in particular Appendix 3 to the Listing Rules regarding the core shareholder protection standards which became effective on January 1, 2022, to make other miscellaneous and housekeeping changes, and taking the practical circumstances of the Company into consideration, the Board resolved to amend the existing Articles of Association.

The details of the proposed amendments to the Articles of Association (the “**Proposed Amendments**”), which were prepared in the Chinese language, is set out in Appendix I to this circular. In the event of any discrepancy between the English translation and the Chinese version of the proposed amendments to the Articles of Association, the Chinese version shall prevail.

Reference is also made to the Company’s circular dated October 24, 2022 and the extraordinary general meeting held on November 9, 2022, pursuant to which the Company has proposed to revise its Articles of Association to prepare for the proposed issue of A shares, listing on the Science and Technology Innovation Board of the Shanghai Stock Exchange and compliance with the relevant rules and requirements (the “**A Shares Listing Articles of Association**”). The Shareholders approved the A Shares Listing Articles of Association on November 9, 2022 and the amendments will take effect and be put into force after the listing of the Company’s A shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange. The Proposed Amendments (if adopted by the Shareholders) will therefore take effect prior to the A Shares Listing Articles of Association if it is adopted prior to the aforementioned listing, and the A Share Listing Articles of Association shall only take effect after listing of the Company’s A shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange.

The Proposed Amendments to the Articles of Association is hereby proposed at the AGM for consideration and approval by the Shareholders.

LETTER FROM THE BOARD

10. Resolution on general mandate to issue Shares

To provide more flexibility and convenience to the fundraisings for the Company, the proposal to issue additional shares of the Company and to grant the Board a general mandate is hereby proposed at the AGM for consideration and approval by the Shareholders:

A. To consider and approve the Company to issue additional H Shares, additional Domestic Shares and 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 in (iv)) 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 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:

- i. such General Mandate shall not extend beyond the Relevant Period 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 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 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 in lieu of the whole or part of a dividend on such Shares in accordance with the Articles of Association;
- 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 and/or other relevant PRC government authorities are obtained;
- 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;

LETTER FROM THE BOARD

“**Domestic Shares**” means the ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi by domestic investors and are not listed on any stock exchange;

“**Unlisted Foreign Shares**” means the ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid for in currency other than RMB by foreign investors and are not listed on any stock exchange;

“**Unlisted Shares**” means Domestic Shares and Unlisted Foreign Shares;

“**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.

- B. Subject to the Board issuing additional H Shares, additional Domestic Shares and additional Unlisted Foreign Shares pursuant to this resolution, the Board be authorised 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.

LETTER FROM THE BOARD

AGM

The Company will hold the AGM at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC on Thursday, May 18, 2023, at 10:00 a.m. for the Shareholders to consider, and if thought fit, approve the resolutions relating to, among others, (i) the 2022 Work Report of the Board; (ii) the 2022 Work Report of the Supervisory Committee; (iii) the 2022 Profit Distribution Plan; (iv) the 2022 Financial Statements; (v) the 2022 Annual Report; (vi) to authorise the Board to determine the remuneration of the Directors; (vii) to authorise the Supervisory Committee to determine the remuneration of the Supervisors; and (viii) the re-appointment of auditors of the Company for 2023 and authorise the Board to determine their respective remuneration. At the AGM, special resolutions concerning the following matters of the Company will be proposed to consider and approve (i) the amendments to the Articles of Association; and (ii) the grant of general mandate to the Board to issue Shares. Notice of the AGM is set out on pages 29 to 34 of this circular.

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 Tuesday, April 18, 2023 to Thursday, May 18, 2023, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for attending the AGM and vote for all resolutions to be submitted thereat, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m., on Monday, April 17, 2023 for registration.

Enclosed herewith is the proxy form for the AGM. If you intend to appoint a proxy to attend the AGM, you are required to complete and return the proxy form in accordance with instructions printed thereon and return them to the Company's H Shares 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 headquarters at Floor 1 and 3, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC (in case of holders of Domestic Shares and Unlisted Foreign Shares) as soon as possible and in any event no later than 24 hours before the time appointed for the AGM (i.e. no later than 10:00 a.m. on Wednesday, May 17, 2023) or any adjournment thereof (for the proxy form (if any)). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

Voting by Way of Poll

In accordance with Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at the AGM must be taken by poll. As such, all the resolutions set out in the notice convening the AGM will be voted by poll.

Save as disclosed in the circular, if any, no Shareholder will have a material interest in the matters to be approved and will be required to abstain from voting in respect of such resolutions.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATIONS

The Directors (including the Independent Non-executive Directors) consider that all the above resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the aforesaid resolutions to be proposed at the AGM.

By Order of the Board

Shanghai HeartCare Medical Technology Corporation Limited

WANG Guohui

Chairman of the Board

Before Amendment	After Amendment
<p>Article 14 The Company shall issue shares in a fair and just manner, and each share of the same category shall have the same right.</p> <p>All shares of the same category issued at the same time shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share.</p> <p>The domestic shares and overseas listed foreign shares issued by the Company shall enjoy equal rights in the distribution of dividend (including cash and in-kind distributions) or distribution in any other form. No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person who is interested directly or indirectly therein have failed to disclose his/her interests to the Company.</p>	<p>Article 14 The Company shall issue shares in a fair and just manner, and each share of the same category shall have the same right.</p> <p>All shares of the same category issued at the same time shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share.</p> <p>The domestic shares and overseas listed foreign shares issued by the Company shall enjoy equal rights in the distribution of dividend (including cash and in-kind distributions) or distribution in any other form.</p>
<p>Article 40 Transfer of shares shall be recorded in the register of members. Pursuant to the understanding reached and agreement entered into between the securities regulatory authorities of the State Council and the overseas securities regulatory authorities, the Company may keep the original register of the holders of the overseas listed foreign shares overseas and entrust an overseas entity to manage it. The original register of the holders of the overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall keep a copy of the register of the holders of the overseas listed foreign shares at its residential address. The overseas entrusted agency shall at all times maintain consistency between the original and copy of the register of the holders of the overseas listed foreign shares.</p> <p>In case of inconsistency between the original and copy of the register of the holders of the overseas listed foreign shares, the original shall prevail.</p>	<p>Article 40 Transfer of shares shall be recorded in the register of members. Pursuant to the understanding reached and agreement entered into between the securities regulatory authorities of the State Council and the overseas securities regulatory authorities, the Company may keep the original register of the holders of the overseas listed foreign shares overseas and entrust an overseas entity to manage it. The original register of the holders of the overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall keep a copy of the register of the holders of the overseas listed foreign shares at its residential address and shall be open for inspection by the shareholders. The overseas entrusted agency shall at all times maintain consistency between the original and copy of the register of the holders of the overseas listed foreign shares.</p> <p>In case of inconsistency between the original and copy of the register of the holders of the overseas listed foreign shares, the original shall prevail.</p>

Before Amendment	After Amendment
<p>Article 50 Ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(I) The rights to receive dividends and other forms of benefit distributions in proportion to the number of shares held by them;</p> <p>(II) The rights to request, convene, chair, attend or appoint proxy to attend general shareholders' meeting and exercise corresponding voting rights in accordance with laws;</p> <p>(III) The rights to supervise the operation of the Company and to put forward proposals and raise inquiries;</p> <p>(IV) The rights to transfer, donate, or pledge shares held by them in accordance with laws, administrative regulations and the provisions of the Articles of Association;</p> <p>(V) The rights to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. to obtain a copy of the Articles of Association, subject to payment of the cost of such copy; 2. to inspect and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> (1) all parts of the register of members (the list of all shareholders at the close of trading on the date of equity registration as determined in the Company's latest periodic report); (2) personal particulars of each of the Directors, Supervisors, general manager and other senior management of the Company, including: <ol style="list-style-type: none"> (a) current and previous names and aliases; (b) main address (domicile); (c) nationality; (d) full-time and all other part-time occupations and duties; (e) identification documents and their numbers. 	<p>Article 50 Ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(I) The rights to receive dividends and other forms of benefit distributions in proportion to the number of shares held by them;</p> <p>(II) The rights to request, convene, chair, attend or appoint proxy to attend general shareholders' meeting and exercise corresponding voting rights in accordance with laws;</p> <p>(III) The rights to supervise the operation of the Company and to put forward proposals and raise inquiries;</p> <p>(IV) The rights to transfer, donate, or pledge shares held by them in accordance with laws, administrative regulations and the provisions of the Articles of Association;</p> <p>(V) The rights to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. to obtain a copy of the Articles of Association, subject to payment of the cost of such copy; 2. to inspect and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> (1) all parts of the register of members (the list of all shareholders at the close of trading on the date of equity registration as determined in the Company's latest periodic report); (2) personal particulars of each of the Directors, Supervisors, general manager and other senior management of the Company, including: <ol style="list-style-type: none"> (a) current and previous names and aliases; (b) main address (domicile); (c) nationality; (d) full-time and all other part-time occupations and duties; (e) identification documents and their numbers.

Before Amendment	After Amendment
<p>(3) the status of the Company's share capital;</p> <p>(4) reports (breakdown by domestic shares and foreign shares (and, if applicable, H Shares)) of the aggregate par value, number of shares, highest and lowest prices paid by the Company in respect of each class of shares bought back by the Company since the end of the last financial year and all the expenses paid by the Company therefor;</p> <p>(5) minutes of general shareholders' meeting (only available for shareholders' inspection) and copies of the Company's resolutions made at general shareholders' meeting, meeting of Board of Directors and Board of Supervisors;</p> <p>(6) the latest audited financial statements of the Company, and the reports of the Board of Directors, auditors, and Board of Supervisors;</p> <p>(7) copy of the latest annual return filed with the PRC Administration for Industry and Commerce or other competent authorities;</p> <p>(8) special resolutions of the Company.</p>	<p>(3) the status of the Company's share capital;</p> <p>(4) reports (breakdown by domestic shares and foreign shares (and, if applicable, H Shares)) of the aggregate par value, number of shares, highest and lowest prices paid by the Company in respect of each class of shares bought back by the Company since the end of the last financial year and all the expenses paid by the Company therefor;</p> <p>(5) minutes of general shareholders' meeting (only available for shareholders' inspection) and copies of the Company's resolutions made at general shareholders' meeting, meeting of Board of Directors and Board of Supervisors;</p> <p>(6) the latest audited financial statements of the Company, and the reports of the Board of Directors, auditors, and Board of Supervisors;</p> <p>(7) copy of the latest annual return filed with the PRC Administration for Industry and Commerce or other competent authorities;</p> <p>(8) special resolutions of the Company.</p>

Before Amendment	After Amendment
<p>3. counterfoils of corporate bonds Documents of item 2 (1), (3), (4), (5), (6), (7) and (8) mentioned above shall be made available by the Company, according to the requirements of the Hong Kong Listing Rules, at the Company's address in Hong Kong, for the public and the H shareholders to inspect free of charge (provided that minutes of general shareholders' meeting are available for inspection by the shareholders only). When a shareholder requests to inspect the relevant information mentioned above or obtain such materials, he/she shall provide the Company with such written documents evidencing the class and amount of shares he/she holds in the Company. The Company may provide such information per the shareholder's request after verifying his/her identity;</p> <p>(VI) The rights to participate in the distribution of remaining assets of the Company corresponding to the number of shares held in the event of the termination or liquidation of the Company;</p> <p>(VII) The rights to demand the Company to acquire the shares held by them with respect to shareholders voting against any resolution adopted at the general shareholders' meeting on the merger or division of the Company;</p> <p>(VIII) The shareholders that solely or collectively hold more than 3% of the shares of the Company may put forward an interim proposal and submit it to the convener in written form within 10 days before the general shareholders' meeting is held;</p> <p>(IX) Other rights under the laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p>If any person holding an interest in the shares either directly or indirectly exercises their rights without disclosing their rights to the Company, the Company shall not compromise the rights of such persons by freezing it or in any other manner only on this ground.</p>	<p>3. counterfoils of corporate bonds Documents of item 2 (1), (3), (4), (5), (6), (7) and (8) mentioned above shall be made available by the Company, according to the requirements of the Hong Kong Listing Rules, at the Company's address in Hong Kong, for the public and the H shareholders to inspect free of charge (provided that minutes of general shareholders' meeting are available for inspection by the shareholders only). When a shareholder requests to inspect the relevant information mentioned above or obtain such materials, he/she shall provide the Company with such written documents evidencing the class and amount of shares he/she holds in the Company. The Company may provide such information per the shareholder's request after verifying his/her identity;</p> <p>(VI) The rights to participate in the distribution of remaining assets of the Company corresponding to the number of shares held in the event of the termination or liquidation of the Company;</p> <p>(VII) The rights to demand the Company to acquire the shares held by them with respect to shareholders voting against any resolution adopted at the general shareholders' meeting on the merger or division of the Company;</p> <p>(VIII) The shareholders that solely or collectively hold more than 3% of the shares of the Company may put forward an interim proposal and submit it to the convener in written form within 10 days before the general shareholders' meeting is held;</p> <p>(IX) Other rights under the laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p>

Before Amendment	After Amendment
<p>Article 76 The notice of the general shareholders’ meeting shall be made in writing, including the following contents:</p> <p>(I) The date, the place and the hour of the meeting;</p> <p>(II) The matters and proposals to be discussed at the meeting;</p> <p>(III) A conspicuous statement that all shareholders are entitled to attend the general shareholders’ meeting and appoint a proxy in writing to attend and vote at the meeting and that such shareholder proxy need not be shareholder of the Company;</p> <p>(IV) Name and phone number of the standing contact person;</p> <p>(V) Information and explanations necessary for the shareholders to exercise an informed judgment on the proposals before them. It principally includes (but is not limited to), where a proposal is made to amalgamate the Company, to repurchase shares, to reorganize the share capital or to restructure the Company in any other way, the conditions of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and consequence of such proposal must be properly explained;</p> <p>(VI) Disclosure of the nature and extent, if any, of the material interests of any Director, Supervisor, manager and other senior management members in the matter to be discussed and the effect of the proposed matter on such Director, Supervisor, manager and other senior management members in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;</p>	<p>Article 76 The notice of the general shareholders’ meeting shall be made in writing, including the following contents:</p> <p>(I) The date, the place and the hour of the meeting;</p> <p>(II) The matters and proposals to be discussed at the meeting;</p> <p>(III) A conspicuous statement that all shareholders are entitled to attend the general shareholders’ meeting and appoint a proxy in writing to attend and vote at the meeting and that such shareholder proxy need not be shareholder of the Company; <u>every shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting and, where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorized officer;</u></p> <p>(IV) Name and phone number of the standing contact person;</p> <p>(V) Information and explanations necessary for the shareholders to exercise an informed judgment on the proposals before them. It principally includes (but is not limited to), where a proposal is made to amalgamate the Company, to repurchase shares, to reorganize the share capital or to restructure the Company in any other way, the conditions of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and consequence of such proposal must be properly explained;</p> <p>(VI) Disclosure of the nature and extent, if any, of the material interests of any Director, Supervisor, manager and other senior management members in the matter to be discussed and the effect of the proposed matter on such Director, Supervisor, manager and other senior management members in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;</p>

Before Amendment	After Amendment
<p>(VII) The full text of any special resolution proposed to be voted at the meeting;</p> <p>(VIII) The date and place for serving the power of attorney authorizing the proxy to vote;</p> <p>(IX) The record date for the determination of the entitlements of shareholders to the general shareholders' meeting;</p> <p>(X) Other requirements stipulated in the laws, administrative regulations, regulations of the authorities, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p>Any notice and supplementary notice of general shareholders' meeting shall include the contents prescribed by the Hong Kong Listing Rules and the Articles of Association, and sufficiently and completely disclose all contents of all proposals. If any matter to be discussed requires opinions of the independent Directors, the opinions and reasons of the independent Directors shall be disclosed together with the issuance of such notice. The notice of the general shareholders' meeting of shareholders shall provide a full and clear explanation of the proposals and, for the proposal to be voted on, shall provide the Directors' advice on how the shareholders shall vote in the best interest of the shareholders as a whole. The notice should clearly state whether (and how) shareholders who participate in the general shareholders' meeting by remote means can vote.</p> <p>If the Company needs to provide additional material information on matters proposed at the general shareholders' meeting, it shall provide such information no less than 10 working days in advance. The Company shall, if necessary, adjourn the general shareholders' meeting to ensure compliance with this provision.</p>	<p>(VII) The full text of any special resolution proposed to be voted at the meeting;</p> <p>(VIII) The date and place for serving the power of attorney authorizing the proxy to vote;</p> <p>(IX) The record date for the determination of the entitlements of shareholders to the general shareholders' meeting;</p> <p>(X) Other requirements stipulated in the laws, administrative regulations, regulations of the authorities, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p>Any notice and supplementary notice of general shareholders' meeting shall include the contents prescribed by the Hong Kong Listing Rules and the Articles of Association, and sufficiently and completely disclose all contents of all proposals. If any matter to be discussed requires opinions of the independent Directors, the opinions and reasons of the independent Directors shall be disclosed together with the issuance of such notice. The notice of the general shareholders' meeting of shareholders shall provide a full and clear explanation of the proposals and, for the proposal to be voted on, shall provide the Directors' advice on how the shareholders shall vote in the best interest of the shareholders as a whole. The notice should clearly state whether (and how) shareholders who participate in the general shareholders' meeting by remote means can vote.</p> <p>If the Company needs to provide additional material information on matters proposed at the general shareholders' meeting, it shall provide such information no less than 10 working days in advance. The Company shall, if necessary, adjourn the general shareholders' meeting to ensure compliance with this provision.</p>

Before Amendment	After Amendment
<p>Article 83 Any shareholder who is entitled to attend the general shareholders’ meeting and vote thereat may attend the general shareholders’ meeting in person or appoint one or more proxies (who may not be a shareholder) to attend and vote on its behalf. A shareholder shall authorize his or her proxy in writing, and a power of attorney shall be signed by the proxy or the agent authorised in writing by the proxy. Where the proxy is a corporate, the chop of the corporate should be affixed, or the Director or the agent officially entrusted shall sign such power of attorney.</p> <p>A shareholder proxy can exercise the following rights according to the entrustment of shareholder:</p> <p>(I) The same right as the shareholder to speak at the general shareholders’ meeting;</p> <p>(II) Authority to demand a poll or join in such a demand;</p> <p>(III) The right to vote by show of hands or on a poll, except that, where a shareholder has appointed more than one proxy, his/her proxies may only exercise the voting rights when a poll is taken.</p>	<p>Article 83 Any shareholder who is entitled to attend the general shareholders’ meeting and vote thereat may attend the general shareholders’ meeting in person or appoint one or more proxies (who may not be a shareholder of the Company) to attend and vote on its behalf. <u>Every shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting and, where a corporation is so represented, it shall be treated as being present at any meeting in person.</u> A shareholder shall authorize his or her proxy in writing, and a power of attorney shall be signed by the proxy or the agent authorised in writing by the proxy. Where the proxy is a corporate, the chop of the corporate should be affixed, or the Director or <u>a duly authorised officer execute a form of proxy.</u></p> <p>A shareholder proxy can exercise the following rights according to the entrustment of shareholder:</p> <p>(I) The same right as the shareholder to speak at the general shareholders’ meeting;</p> <p>(II) Authority to demand a poll or join in such a demand;</p> <p>(III) The right to vote by show of hands or on a poll, except that, where a shareholder has appointed more than one proxy, his/her proxies may only exercise the voting rights when a poll is taken.</p>

Before Amendment	After Amendment
<p>Article 84 A shareholder attending the general shareholders’ meeting in person shall present his or her identity card or other valid certificate or proof showing his or her identity. The proxy appointed by the shareholder shall present his or her identity card and power of attorney issued by the shareholder.</p> <p>A corporate shareholder shall entrust the legal representative (person in charge) or the agent entrusted by the corporate shareholder to attend the general shareholders’ meeting. The legal representative (person in charge) attending the general shareholders’ meeting shall present his or her identity card and valid proof showing the status of the legal representative; the agent attending the general shareholders’ meeting shall present his or her identity card and a power of attorney in writing issued by the corporate shareholder in accordance with the law.</p> <p>A shareholder shall authorize his or her proxy in writing, and a power of attorney shall be signed by the proxy or the agent authorised in writing by the proxy. Where the proxy is a corporate, the chop of the corporate should be affixed, or the Director or the agent officially entrusted shall sign such power of attorney.</p>	<p>Article 84 A shareholder attending the general shareholders’ meeting in person shall present his or her identity card or other valid certificate or proof showing his or her identity. The proxy appointed by the shareholder shall present his or her identity card and power of attorney issued by the shareholder.</p> <p>A corporate shareholder shall entrust the legal representative (person in charge) or the agent entrusted by the corporate shareholder to attend the general shareholders’ meeting. The legal representative (person in charge) attending the general shareholders’ meeting shall present his or her identity card and valid proof showing the status of the legal representative; the agent attending the general shareholders’ meeting shall present his or her identity card and a power of attorney in writing issued by the corporate shareholder in accordance with the law.</p> <p>A shareholder shall authorize his or her proxy in writing, and a power of attorney shall be signed by the proxy or the agent authorised in writing by the proxy. Where the proxy is a corporate, the chop of the corporate should be affixed, or the Director or <u>a duly authorised officer execute a form of proxy.</u></p>
<p>Article 85 The power of attorney issued by the shareholder authorizing his or her proxy to attend the general shareholders’ meeting should contain the following:</p> <ul style="list-style-type: none"> (I) The name of the proxy; (II) Whether or not the proxy has any voting right; (III) Instruction to vote for or against or abstain from voting on each and every issue included in the agenda of the general shareholders’ meeting; (IV) The date of issue and validity period of the power of attorney; (V) Signature (or seal) of the appointer. If the appointer is a corporate shareholder, the chop of the corporate shall be affixed, or the Director or the agent or personnel officially entrusted shall sign such power of attorney. 	<p>Article 85 The power of attorney issued by the shareholder authorizing his or her proxy to attend the general shareholders’ meeting should contain the following:</p> <ul style="list-style-type: none"> (I) The name of the proxy; (II) Whether or not the proxy has any voting right; (III) Instruction to vote for or against or abstain from voting on each and every issue included in the agenda of the general shareholders’ meeting; (IV) The date of issue and validity period of the power of attorney; (V) Signature (or seal) of the appointer. If the appointer is a corporate shareholder, the chop of the corporate shall be affixed, or the Director or <u>a duly authorised officer execute a form of proxy.</u>

Before Amendment	After Amendment
<p>Article 87 The power of attorney must be kept at the Company's domicile or other location designated in the notice convening the meeting no later than 24 hours before the meeting at which the power of attorney is put to vote is convened or 24 hours before the designated time. If the power of attorney is signed by another person authorised by the appointor by means of power of attorney or other instrument of authorisation, the power of attorney or other instrument must be verified by a notary. The power of attorney or other instrument verified by the notary must be kept together with the power of attorney at the Company's domicile or other location designated at the notice convening the meeting. If the appointer is a corporate shareholder, the legal representative (person in charge) or such person who is authorised by the resolution of the Board of Directors or other governing body to act as its representative may attend the general shareholders' meeting of the Company.</p> <p>Where such shareholder is a recognized clearing house determined by relevant regulations formulated from time to time in Hong Kong (or its nominee), such shareholder shall be entitled to appoint one or more persons as it deems fit to act on its behalf at any general shareholders' meeting or any other class meetings, provided in the event of more than one person are authorised, the power of attorney shall specify the number and class of shares represented by each person so authorised and shall be executed by the recognized clearing house. Such persons so authorised shall be entitled to exercise the rights on behalf of the recognized clearing house (or its nominee) without presenting evidence of their shareholding, notarized authorization and/or further proof showing their due authorization) as if they were individual shareholders of the Company.</p>	<p>Article 87 The power of attorney must be kept at the Company's domicile or other location designated in the notice convening the meeting no later than 24 hours before the meeting at which the power of attorney is put to vote is convened or 24 hours before the designated time. If the power of attorney is signed by another person authorised by the appointor by means of power of attorney or other instrument of authorisation, the power of attorney or other instrument must be verified by a notary. The power of attorney or other instrument verified by the notary must be kept together with the power of attorney at the Company's domicile or other location designated at the notice convening the meeting. If the appointer is a corporate shareholder, the legal representative (person in charge) or such person who is authorised by the resolution of the Board of Directors or other governing body to act as its representative may attend the general shareholders' meeting of the Company.</p> <p>Where such shareholder is a recognized clearing house determined by relevant regulations formulated from time to time in Hong Kong (or its nominee), <u>Hong Kong Securities Clearing Company Limited (HKSCC)</u> shall be entitled to appoint <u>proxies or corporate representatives</u> to act on its behalf at any general shareholders' meeting or any other class meetings <u>and creditors meetings</u>, provided in the event of more than one person are authorised, the power of attorney shall specify the number and class of shares represented by each person so authorised and shall be executed by the recognized clearing house. Such persons <u>or corporate representatives so authorized must enjoy rights equivalent to the rights of other shareholders, including the right to speak and vote.</u></p>

Before Amendment	After Amendment
<p>Article 101 The following matters shall be approved by the general shareholders' meeting through ordinary resolutions:</p> <p>(I) Work report of the Board of Directors and the Board of Supervisors;</p> <p>(II) Plans of earnings distribution and loss make-up schemes drafted by the Board of Directors;</p> <p>(III) Appointment or dismissal of the members of the Board of Directors and the Board of Supervisors, and their payment and payment methods;</p> <p>(IV) Annual budget and final accounts report, balance sheet, income statement and other financial statements of the Company;</p> <p>(V) Annual report of the Company;</p> <p>(VI) Consideration and approval of transactions specified in Article 62;</p> <p>(VII) Other matters other than those approved by special resolution stipulated in the laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed or the Articles of Association.</p>	<p>Article 101 The following matters shall be approved by the general shareholders' meeting through ordinary resolutions:</p> <p>(I) Work report of the Board of Directors and the Board of Supervisors;</p> <p>(II) Plans of earnings distribution and loss make-up schemes drafted by the Board of Directors;</p> <p>(III) Appointment or dismissal of the members of the Board of Directors and the Board of Supervisors, and their payment and payment methods;</p> <p>(IV) Annual budget and final accounts report, balance sheet, income statement and other financial statements of the Company;</p> <p>(V) Annual report of the Company;</p> <p><u>(VI) the appointment, removal, compensation and method of payment of accounting firm;</u></p> <p>(VII) Consideration and approval of transactions specified in Article 62;</p> <p>(VIII) Other matters other than those approved by special resolution stipulated in the laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed or the Articles of Association.</p>

Before Amendment	After Amendment
<p>Article 103 When shareholders (including his/her proxy) vote at the general shareholders' meeting, they shall exercise their voting rights based on the number of shares held. Each share shall have one vote. For any issue which shareholders shall abstain from voting or can only vote either in favor of or against pursuant to Hong Kong Listing Rules, the shareholders shall abstain from voting according to such regulations. Any votes in violation of the relevant regulations or restrictions casted by the shareholders or their proxies will not be calculated into the voting results.</p> <p>No voting rights shall attach to the shares held by the Company, and such shares shall not be counted among the total number of shares with voting rights present at a general shareholders' meeting.</p> <p>If the laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed stipulate that any shareholder shall waive his/her voting right on a certain resolution or limit any shareholder to cast an affirmative or negative vote on a certain matter, and in case of any violation of such relevant stipulation or limitations, votes casted by such shareholders or proxies thereof shall not be adopted.</p>	<p>Article 103 <u>Shareholders must have the right to (1) speak at a general meeting; and (2) vote at a general meeting except where a shareholder is required, by Listing Rules of the stock exchanges on which the shares of the Company are listed, to abstain from voting to approve the matter under consideration.</u> When shareholders (including his/her proxy) vote at the general shareholders' meeting, they shall exercise their voting rights based on the number of shares held. Each share shall have one vote.</p> <p>For any issue which shareholders shall abstain from voting or can only vote either in favor of or against pursuant to Hong Kong Listing Rules, the shareholders shall abstain from voting according to such regulations. Any votes in violation of the relevant regulations or restrictions casted by the shareholders or their proxies will not be calculated into the voting results.</p> <p>No voting rights shall attach to the shares held by the Company, and such shares shall not be counted among the total number of shares with voting rights present at a general shareholders' meeting.</p> <p>If the laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed stipulate that any shareholder shall waive his/her voting right on a certain resolution or limit any shareholder to cast an affirmative or negative vote on a certain matter, and in case of any violation of such relevant stipulation or limitations, votes casted by such shareholders or proxies thereof shall not be adopted.</p> <p><u>Shareholders holding a minority stake in the total number of shares of the Company must be able to convene an extraordinary general meeting and add resolutions to a meeting agenda. The minimum stake required to do so must not be higher than 10% of the voting rights, on a one vote per share basis, in the share capital of the Company.</u></p>

Before Amendment	After Amendment
<p>Article 119 Any plan of the Company of changing or abolishing the rights of a classified Shareholder is subject to the approval of the general shareholders' meeting in the form of a special resolution and the approval of the affected classified shareholders at a separately convened the shareholders' meeting in accordance with Article 121 to 125 stipulated in the Articles of Association before it can be implemented. Upon approval from the competent securities regulatory authorities of the State Council and approved by the Hong Kong Stock Exchange, the shareholders of domestic unlisted shares of the Company may transfer all or part of their shares to overseas investors and list and trade the said shares on foreign stock exchanges, or convert all or part of the domestic unlisted shares into overseas listed foreign shares and list and trade the said shares on foreign stock exchanges, which shall not be deemed to be a proposed change or nullification of the rights conferred on any class of shareholders.</p>	<p>Article 119 Any plan of the Company of changing or abolishing the attaching rights of a classified Shareholder is subject to the approval of the general shareholders' meeting in the form of a special resolution and the approval of the affected classified shareholders at a separately convened the shareholders' meeting in accordance with Article 121 to 125 stipulated in the Articles of Association before it can be implemented. Upon approval from the competent securities regulatory authorities of the State Council and approved by the Hong Kong Stock Exchange, the shareholders of domestic unlisted shares of the Company may transfer all or part of their shares to overseas investors and list and trade the said shares on foreign stock exchanges, or convert all or part of the domestic unlisted shares into overseas listed foreign shares and list and trade the said shares on foreign stock exchanges, which shall not be deemed to be a proposed change or nullification of the rights conferred on any class of shareholders.</p>

Before Amendment	After Amendment
<p>Article 120 The rights of a classified Shareholder shall be deemed as changed or abolished under the following circumstances:</p> <p>(I) Increase or decrease the number of the classified shares, or increase or decrease the number of classified shares with equal or more voting rights, distribution rights, other privileges than this type of classified shares;</p> <p>(II) Convert all or part of the classified shares into other classes or convert another class of shares, partly or wholly, into the shares of such class, or grant such conversion rights;</p> <p>(III) Remove or reduce the right of the classified shares to accrued dividends generated or rights to cumulative dividends;</p> <p>(IV) Reduce or remove a dividend preference or a liquidation preference attached to shares of such class;</p> <p>(V) Add, remove or reduce the right of the classified shares to convert share rights, options rights, voting rights, transfer rights, and pre-emptive rights, or the right to obtain the securities of the Company;</p> <p>(VI) Remove or reduce the right of the classified shares to receive funds payable of the Company in specified currencies;</p> <p>(VII) Create new classified shares entitled to equal or more voting rights, distribution rights, or other privileges than the classified shares;</p> <p>(VIII) Restrict the transfer or ownership of the classified shares or increase such restrictions;</p> <p>(IX) Issue subscription or conversion rights for this or other classified shares;</p> <p>(X) Increase the rights and privileges of other classes of shares;</p> <p>(XI) The restructuring plan of the Company may constitute different classes of shareholders to assume responsibilities disproportionately in restructuring; and</p> <p>(XII) Amend or abolish clauses stipulated in this section.</p>	<p>Article 120 The attaching rights of a classified Shareholder shall be deemed as changed or abolished under the following circumstances:</p> <p>(I) Increase or decrease the number of the classified shares, or increase or decrease the number of classified shares with equal or more voting rights, distribution rights, other privileges than this type of classified shares;</p> <p>(II) Convert all or part of the classified shares into other classes or convert another class of shares, partly or wholly, into the shares of such class, or grant such conversion rights;</p> <p>(III) Remove or reduce the right of the classified shares to accrued dividends generated or rights to cumulative dividends;</p> <p>(IV) Reduce or remove a dividend preference or a liquidation preference attached to shares of such class;</p> <p>(V) Add, remove or reduce the right of the classified shares to convert share rights, options rights, voting rights, transfer rights, and pre-emptive rights, or the right to obtain the securities of the Company;</p> <p>(VI) Remove or reduce the right of the classified shares to receive funds payable of the Company in specified currencies;</p> <p>(VII) Create new classified shares entitled to equal or more voting rights, distribution rights, or other privileges than the classified shares;</p> <p>(VIII) Restrict the transfer or ownership of the classified shares or increase such restrictions;</p> <p>(IX) Issue subscription or conversion rights for this or other classified shares;</p> <p>(X) Increase the rights and privileges of other classes of shares;</p> <p>(XI) The restructuring plan of the Company may constitute different classes of shareholders to assume responsibilities disproportionately in restructuring; and</p> <p>(XII) Amend or abolish clauses stipulated in this section.</p>

Before Amendment	After Amendment
<p>Article 126 Directors shall be elected or replaced at the general shareholders’ meeting and serve a term of three years. The term of a Director is renewable by re-election after its expiry. A director is not required to hold any shares of the Company.</p> <p>Written notice concerning proposed nomination of a director candidate and indication of the candidate’s intention to accept the nomination shall be sent to the Company 7 days before the general shareholders’ meeting is convened (the period will commence no earlier than the day after the despatch of the notice of the general shareholders’ meeting and end no later than 7 days prior to the date of such meeting). A director’s term of service commences from the date he/she takes office, until the current term of service of the Board ends. A director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until a re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.</p> <p>Any person appointed by the Board to fill a temporary vacancy on or as an addition to the Board shall hold office only until the next following general shareholders’ meeting of the Company, and shall then be eligible for re-election.</p> <p>Where not otherwise provided by laws, regulations and regulatory rules of the place where the shares of the Company are listed, the Company shall have power by ordinary resolution at the general shareholders’ meeting to remove any director (including a managing or other executive director), but without prejudice to any claim for damages under any contract before the expiration of his/her term of office.</p> <p>While observing relevant laws and administrative regulations, shareholders may remove any director whose term does not expire from his position by passing an ordinary resolution (nevertheless, any claim due under any contract shall not be affected by such removal) in the general shareholders’ meeting.</p> <p>The general manager or other senior management may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as general manager or other senior management shall not exceed one half of all the directors of the Company.</p>	<p>Article 126 Directors shall be elected or replaced at the general shareholders’ meeting and serve a term of three years. The term of a Director is renewable by re-election after its expiry. A director is not required to hold any shares of the Company.</p> <p>Written notice concerning proposed nomination of a director candidate and indication of the candidate’s intention to accept the nomination shall be sent to the Company 7 days before the general shareholders’ meeting is convened (the period will commence no earlier than the day after the despatch of the notice of the general shareholders’ meeting and end no later than 7 days prior to the date of such meeting). A director’s term of service commences from the date he/she takes office, until the current term of service of the Board ends. A director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until a re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.</p> <p>Any person appointed by the Board to fill a temporary vacancy on or as an addition to the Board shall hold office only until the first general shareholders’ meeting of the Company after his appointment, and shall then be eligible for re-election.</p> <p>Where not otherwise provided by laws, regulations and regulatory rules of the place where the shares of the Company are listed, the Company shall have power by ordinary resolution at the general shareholders’ meeting to remove any director (including a managing or other executive director), but without prejudice to any claim for damages under any contract before the expiration of his/her term of office.</p> <p>While observing relevant laws and administrative regulations, shareholders may remove any director whose term does not expire from his position by passing an ordinary resolution (nevertheless, any claim due under any contract shall not be affected by such removal) in the general shareholders’ meeting.</p> <p>The general manager or other senior management may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as general manager or other senior management shall not exceed one half of all the directors of the Company.</p>

Before Amendment	After Amendment
<p>Article 216 The Company shall appoint a payment receiving agent for holders of overseas listed foreign shares. The payment receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas listed foreign shares. The payment receiving agent appointed by the Company shall satisfy the requirements under the laws of the place where the Company's shares are listed or the rules of the relevant stock exchange. The payment receiving agent appointed by the Company for holders of overseas listed foreign shares listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong. The Company has the power to cease sending dividend warrants by post to a given holder of overseas listed foreign shares, but may exercise such power only if such warrants have been left uncashed on two consecutive occasions. However, the Company may exercise such power after the first occasion on which such a warrant is returned undelivered.</p> <p>In relation to the exercise of right to issue warrants to unregistered bearer, no warrant thereof shall be issued to replace the one that has been lost unless the Company is satisfied beyond reasonable doubt that the original warrant thereof has been destroyed.</p> <p>The Company is entitled to dispose the stock held by overseas listed foreign shareholders whom it fails to contact in accordance with appropriate manner as considered by the Board of Directors, provided that it complies with the following conditions:</p> <p>(I) Dividends on such shares have been distributed at least three times within 12 years, but no one has claimed the dividends during that period; and</p> <p>(II) Upon expiration of the 12-year period, the Company publishes an announcement in one or more newspaper of the Company's listing place, indicating its intention to sell the shares and notifies the Hong Kong Stock Exchange.</p>	<p>Article 216 The Company shall appoint a payment receiving agent for holders of overseas listed foreign shares. The payment receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas listed foreign shares. The payment receiving agent appointed by the Company shall satisfy the requirements under the laws of the place where the Company's shares are listed or the rules of the relevant stock exchange. The payment receiving agent appointed by the Company for holders of overseas listed foreign shares listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong. The Company has the power to cease sending dividend warrants by post to a given holder of overseas listed foreign shares, but may exercise such power only if such warrants have been left uncashed on two consecutive occasions. However, the Company may exercise such power after the first occasion on which such a warrant is returned undelivered.</p> <p>The Company is entitled to dispose the stock held by overseas listed foreign shareholders whom it fails to contact in accordance with appropriate manner as considered by the Board of Directors, provided that it complies with the following conditions:</p> <p>(I) Dividends on such shares have been distributed at least three times within 12 years, but no one has claimed the dividends during that period; and</p> <p>(II) Upon expiration of the 12-year period, the Company publishes an announcement in one or more newspaper of the Company's listing place, indicating its intention to sell the shares and notifies the Hong Kong Stock Exchange.</p>

Before Amendment	After Amendment
<p>In compliance with the provisions of related laws and regulations of the PRC, the Company may exercise expropriate right to unclaimed dividend, but such right can only be exercised after the expiration of the applicable valid period.</p> <p>Any amount paid up in advance of calls on any share may carry interest but shall not entitle the relevant shareholder to participate in respect thereof in a dividend subsequently declared.</p>	<p>In compliance with the provisions of related laws and regulations of the PRC, the Company may exercise expropriate right to unclaimed dividend, but such right can only be exercised after the expiration of the applicable valid period.</p> <p>Any amount paid up in advance of calls on any share may carry interest but shall not entitle the relevant shareholder to participate in respect thereof in a dividend subsequently declared.</p>
<p>Article 223 The remuneration of the accounting firm or the way to confirm the remuneration shall be determined by the general shareholders' meeting. The remuneration of such accounting firm appointed by the Board of Directors shall be confirmed by the Board of Directors.</p>	<p>Article 223 The remuneration of the accounting firm or the way to confirm the remuneration shall be determined by ordinary resolution by the general shareholders' meeting. The remuneration of such accounting firm appointed by the Board of Directors shall be confirmed by the Board of Directors.</p>
<p>Article 224 Appointment, dismissal or non-appointment of the accounting firm shall be subject to decision at the general shareholders' meeting and shall be filed with the securities regulatory authorities under the State Council.</p>	<p>Article 224 Appointment, dismissal or non-appointment of the accounting firm shall be subject to decision by ordinary resolution at the general shareholders' meeting and shall be filed with the securities regulatory authorities under the State Council.</p>
<p>Article 239 The Company shall be dissolved upon the occurrence of the following events:</p> <p>(I) The term of business set out in the Articles of Association has expired;</p> <p>(II) A resolution for dissolution is passed by shareholders at a general shareholders' meeting;</p> <p>(III) The Company is dissolved by reason of merger or division;</p> <p>(IV) The Company is declared legally bankrupt as a result of failure to pay debts as they fall due;</p> <p>(V) The business license is revoked, or the Company is ordered to close or be eliminated according to applicable law;</p> <p>(VI) Where the Company encounters significant difficulties in business and management, continuous survival may be significantly detrimental to the interests of the shareholders, and the difficulties may not be overcome through other means, shareholders who hold more than 10% of all voting rights of the Company's shareholders may request the people's court to dissolve the Company;</p> <p>(VII) Other circumstances that may lead to the liquidation of the Company as stipulated in the Articles of Association.</p>	<p>Article 239 The Company shall be dissolved upon the occurrence of the following events:</p> <p>(I) The term of business set out in the Articles of Association has expired;</p> <p>(II) A special resolution for dissolution is passed by shareholders at a general shareholders' meeting;</p> <p>(III) The Company is dissolved by reason of merger or division;</p> <p>(IV) The Company is declared legally bankrupt as a result of failure to pay debts as they fall due;</p> <p>(V) The business license is revoked, or the Company is ordered to close or be eliminated according to applicable law;</p> <p>(VI) Where the Company encounters significant difficulties in business and management, continuous survival may be significantly detrimental to the interests of the shareholders, and the difficulties may not be overcome through other means, shareholders who hold more than 10% of all voting rights of the Company's shareholders may request the people's court to dissolve the Company;</p> <p>(VII) Other circumstances that may lead to the liquidation of the Company as stipulated in the Articles of Association.</p>

Before Amendment	After Amendment
<p>Article 242 If the Board of Directors decides to liquidate the Company (except where the Company is liquidated after declaring bankruptcy), the Board of Directors shall state in the notice of the general shareholders' meeting convened for this purpose that the Board of Directors has performed a comprehensive investigation of the status of the Company and believes that the Company is able to pay off all of its debts within 12 months of the commencement of the liquidation.</p> <p>After the resolution to liquidate the Company is adopted by the general shareholders' meeting, the powers of the Board of Directors shall terminate immediately.</p> <p>In accordance with the instructions of the general shareholders' meeting, the liquidation team shall at least once a year report at the general shareholders' meeting on the income and expenditure of the liquidation team, progress of the business and liquidation of the Company, and submit a final report at the general shareholders' meeting upon completion of liquidation.</p>	<p>Article 242 If the Board of Directors decides to liquidate the Company (except where the Company is liquidated after declaring bankruptcy), the Board of Directors shall state in the notice of the general shareholders' meeting convened for this purpose that the Board of Directors has performed a comprehensive investigation of the status of the Company and believes that the Company is able to pay off all of its debts within 12 months of the commencement of the liquidation.</p> <p>After the special resolution to liquidate the Company is adopted by the general shareholders' meeting, the powers of the Board of Directors shall terminate immediately.</p> <p>In accordance with the instructions of the general shareholders' meeting, the liquidation team shall at least once a year report at the general shareholders' meeting on the income and expenditure of the liquidation team, progress of the business and liquidation of the Company, and submit a final report at the general shareholders' meeting upon completion of liquidation.</p>
<p>Article 251 Under any one of the following circumstances, the Company shall amend the Articles of Association:</p> <p>(I) After amendment has been made to the Company Law or relevant laws or administrative regulations, the contents of the Articles of Association are in conflict with the amended laws or administrative regulations;</p> <p>(II) The changes that the Company have undergone are inconsistent with the records made in the Articles of Association;</p> <p>(III) The general shareholders' meeting has resolved to amend the Articles of Association.</p> <p>Where the amendments to the Articles of Association involve anything set out in the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, these amendments shall become effective upon approval by the company's approval department authorized by the State Council and the securities regulatory authority of the State Council (if applicable). Where the amendment involves registration, it shall be necessary to carry out the lawfully prescribed procedures for registration change.</p>	<p>Article 251 Under any one of the following circumstances, the Company shall amend the Articles of Association:</p> <p>(I) After amendment has been made to the Company Law or relevant laws or administrative regulations, the contents of the Articles of Association are in conflict with the amended laws or administrative regulations;</p> <p>(II) The changes that the Company have undergone are inconsistent with the records made in the Articles of Association;</p> <p>(III) The general shareholders' meeting has resolved to amend the Articles of Association by special resolution.</p> <p>Where the amendments to the Articles of Association involve anything set out in the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, these amendments shall become effective upon approval by the company's approval department authorized by the State Council and the securities regulatory authority of the State Council (if applicable). Where the amendment involves registration, it shall be necessary to carry out the lawfully prescribed procedures for registration change.</p>

NOTICE OF 2022 ANNUAL GENERAL MEETING



Shanghai HeartCare Medical Technology Corporation Limited 上海心璋醫療科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6609)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “**AGM**”) of Shanghai HeartCare Medical Technology Corporation Limited (the “**Company**”) will be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC on Thursday, May 18, 2023, at 10:00 a.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 April 18, 2023.

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 authorise the Board to determine the remuneration of the Directors.
7. To authorise the Supervisory Committee to determine the remuneration of the supervisors of the Company.
8. 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 authorise the Board to determine their respective remuneration.

NOTICE OF 2022 ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

9. To consider and approve the proposed amendments to the Articles of Association.
10. To consider and approve the Company to issue additional H Shares, additional Domestic Shares and 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 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 additional Unlisted 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 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

NOTICE OF 2022 ANNUAL GENERAL MEETING

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;

“**Domestic Shares**” means the ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi by domestic investors and are not listed on any stock exchange;

“**Unlisted Foreign Shares**” means the ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid for in currency other than RMB by foreign investors and are not listed on any stock exchange;

“**Unlisted Shares**” means Domestic Shares and Unlisted Foreign Shares;

“**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, additional Domestic Shares and additional Unlisted Foreign Shares pursuant to this resolution, the Board be authorised 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);

NOTICE OF 2022 ANNUAL GENERAL MEETING

- 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 HeartCare Medical Technology Corporation Limited
WANG Guohui
Chairman of the Board

Shanghai, April 18, 2023

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

Executive directors:

Mr. Wang Guohui (*Chairman*)
Ms. Zhang Kun
Mr. Wei Jiawei

Independent non-executive directors:

Mr. Guo Shaomu
Mr. Feng Xiangqian
Mr. Gong Ping

Non-executive directors:

Mr. Ding Kui
Mr. Chen Shaoxiong

NOTICE OF 2022 ANNUAL GENERAL MEETING

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 Tuesday, April 18, 2023 to Thursday, May 18, 2023, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for attending the AGM and vote for all resolutions to be submitted thereat, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m., on Monday, April 17, 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 authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised 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, for holders of H Shares, 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 not less than 24 hours before the time appointed for the AGM (i.e. no later than 10:00 a.m. on Wednesday, May 17, 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 May 18, 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 authorised 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.

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

NOTICE OF 2022 ANNUAL GENERAL MEETING

- (3) The address and contact details of the Company's headquarter is:

Floor 1 and 3, Building 38
No. 356, Zhengbo Road
Lingang New District
Pilot Free Trade Zone, Shanghai
The People's Republic of China

Telephone: (86) 21 5897 5056
Facsimile: (86) 21 5897 5005
Email: ir@heartcare.com.cn

- (4) All times set out in this notice refer to Hong Kong local time.