
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 2023**
(2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2023
(3) PROFIT DISTRIBUTION PLAN FOR 2023
(4) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2023
(5) 2023 ANNUAL REPORT
(6) PROPOSED AMENDMENTS TO THE 2021 H SHARE INCENTIVE SCHEME
(7) REMUNERATION OF DIRECTORS
(8) REMUNERATION OF SUPERVISORS
(9) RE-APPOINTMENT OF AUDITORS FOR 2024
(10) GENERAL MANDATE TO ISSUE SHARES
AND
(11) NOTICE OF 2023 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 Monday, May 20, 2024 is set out on pages 15 to 20 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 Sunday, May 19, 2024) 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 time and dates.

April 17, 2024

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DEFINITIONS

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

| | |
|-----------------------------------|---|
| “2021 H Share Incentive Scheme” | the 2021 H Share Incentive Scheme adopted by the Company on November 1, 2021 and subsequently amended on June 10, 2022 |
| “2023 Annual Report” | the annual report of the Company for the year ended December 31, 2023, 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 2023 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 Monday, May 20, 2024 or any adjournment thereof for the purpose of, considering and, if thought fit, approving the resolutions contained in the notice of the 2023 annual general meeting which is set out on pages 15 to 20 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, as amended, supplemented or otherwise modified from time to time |

DEFINITIONS

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|--|--|
| “Director(s)” | the director(s) of the Company |
| “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 |
| “Hong Kong Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time |
| “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 Annual General Meeting 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 |

DEFINITIONS

| | |
|-----------------------------|--|
| “Latest Practicable Date” | April 15, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| “Remuneration Committee” | the remuneration committee of the Company |
| “RMB” or “Renminbi” | Renminbi, the lawful currency of the PRC |
| “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 |
| “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**

上海心瑋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
Mr. Chen Gang

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 17, 2024

To the Shareholders

Dear Sir or Madam,

- (1) WORK REPORT OF THE BOARD OF DIRECTORS FOR 2023**
- (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2023**
- (3) PROFIT DISTRIBUTION PLAN FOR 2023**
- (4) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2023**
- (5) 2023 ANNUAL REPORT**
- (6) PROPOSED AMENDMENTS TO THE 2021 H SHARE INCENTIVE SCHEME**
- (7) REMUNERATION OF DIRECTORS**
- (8) REMUNERATION OF SUPERVISORS**
- (9) RE-APPOINTMENT OF AUDITORS FOR 2024**
- (10) GENERAL MANDATE TO ISSUE SHARES**
- AND**
- (11) NOTICE OF 2023 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM (set out on pages 15 to 20 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.

At the AGM, ordinary resolutions will be proposed to approve, among others, (i) the work report of the Board of Directors for 2023 (the “**2023 Work Report of the Board**”); (ii) the work report of the Supervisory Committee for 2023 (the “**2023 Work Report of the Supervisory Committee**”); (iii) the profit distribution plan for 2023 (the “**2023 Profit Distribution Plan**”); (iv) the audited consolidated financial statements for 2023 (the “**2023 Financial Statements**”); (v) the 2023 Annual Report; (vi) the proposed amendments to the 2021 H Share Incentive Scheme; (vii) to authorise the Board to determine the remuneration of the Directors; (viii) to authorise the Supervisory Committee to determine the remuneration of the Supervisors; and (ix) the re-appointment of auditors of the Company for 2024 and authorise the Board to determine their respective remuneration. At the AGM, a special resolution will be proposed to consider and approve the grant of general mandate to the Board to issue Shares.

ORDINARY RESOLUTIONS:

1. 2023 Work Report of the Board

An ordinary resolution will be proposed at the AGM to approve the 2023 Work Report of the Board. Please refer to the report of Directors in the 2023 Annual Report.

The 2023 Work Report of the Board was considered and approved by the Board on March 28, 2024 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

2. 2023 Work Report of the Supervisory Committee

An ordinary resolution will be proposed at the AGM to approve the 2023 Work Report of the Supervisory Committee. Please refer to the report of Supervisory Committee in the 2023 Annual Report.

The 2023 Work Report of the Supervisory Committee was considered and approved by the Supervisory Committee on March 28, 2024 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

LETTER FROM THE BOARD

3. 2023 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 2023.

The 2023 Profit Distribution Plan was considered and approved by the Board on March 28, 2024 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

4. 2023 Financial Statements

An ordinary resolution will be proposed at the AGM to approve the 2023 Financial Statements. Please refer to the audited consolidated financial statements contained in the 2023 Annual Report.

The 2023 Financial Statements were considered and approved by the Board on March 28, 2024 and are hereby proposed at the AGM for consideration and approval by the Shareholders.

5. 2023 Annual Report

An ordinary resolution will be proposed at the AGM to approve the 2023 Annual Report.

The 2023 Annual Report was considered and approved by the Board on March 28, 2024 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

6. Proposed Amendments of the 2021 H Share Incentive Scheme

The Company obtained Shareholders' approval for and adopted the 2021 H Share Incentive Scheme on November 1, 2021, and subsequently amended it on June 10, 2022. Pursuant to the terms of the 2021 H Share Incentive Scheme, the 2021 H Share Incentive Scheme limit, being the maximum number of H Shares which may be granted to eligible participants and which the trustee of the 2021 H Share Incentive Scheme may acquire is 3,000,000 H Shares.

According to the rules of the 2021 H Share Incentive Scheme and amendments approved by the Shareholders at the annual general meeting on June 10, 2022, the proposed amendments of the 2021 H Share Incentive Scheme limit falls outside the authorization granted to the Board and the management committee of the 2021 H Share Incentive Scheme (“**Management Committee**”), and therefore Shareholders' approval for the proposed amendments to the 2021 H Share Incentive Scheme as set out in this section is required.

LETTER FROM THE BOARD

Firstly, the Company proposes to amend the limits of the two types of awards, the Company intends to do so to increase the flexibility under the 2021 H Share Incentive Scheme and in turn improve the Company's ability to attract, motivate and retain eligible participants and will be beneficial to the Shareholders as a whole. The revised 2021 H Share Incentive Scheme limit will be delineated into two types of award shares and will be subject to the timeline as detailed below:

| Types of Award | Limits |
|-----------------------------|---|
| The three-year period award | Subject to the revised 2021 H Share Incentive Scheme limit (3,000,000 H Shares in aggregate across all type of awards), to increase the limit from 2,700,000 H Shares to 3,000,000 H Shares |
| The one-year period award | Subject to the revised 2021 H Share Incentive Scheme limit (3,000,000 H Shares in aggregate across all type of awards), to change the limit from 100,000 H Shares for 2022 and up to 300,000 H Shares for each of 2023, 2024 and 2025, to 300,000 H Shares each year during the life of the 2021 H Share Incentive Scheme |

Other basic details of the two types of award to be awarded will be amended as follow:

| Types of Awards | Grant Price | Grant Date |
|-----------------------------|--|--|
| The three-year period award | To be determined by the Management Committee with the authorization of the Board | Unless otherwise decided by the Board, the Awards will be awarded in the second quarter of each year |
| The one-year period award | To be determined by the Management Committee with the authorization of the Board | |

LETTER FROM THE BOARD

Unless otherwise specified in the award letter approved by the Board or its authorized person, and subject to compliance with the vesting conditions mentioned in the 2021 H Share Incentive Scheme, the amended vesting periods of the two types of awards under the 2021 H Share Incentive Scheme are as below:

| Types of Award | Vesting Period |
|-----------------------------|---|
| The three-year period award | To vest in three installments commencing from June 30 of the year following the grant date. The first installments to be vested shall not exceed 30% the total awards granted and shall be determined by the Management Committee |
| The one-year period award | With each grant to be made prior to June 30 of each year, and shall vest in a lump sum at the end of the financial year |

Under the amended 2021 H Share Incentive Scheme, the vesting period of the one-year period award can potentially be less than 12 months.

The Remuneration Committee and the Board are of the view that such a vesting period is appropriate considering that the grants of awards serve as a recognition of the grantees' past contribution to the Group in the previous year, and to motivate and incentivise the grantees to continuously contribute to the operation, development and long-term growth of the Group. Given that the grants of awards are subject to performance targets, and this arrangement is beneficial for administrative reasons, the Remuneration Committee and the Board are of the view that the vesting period of the one-year period award aligns with the purpose of the 2021 H Share Incentive Scheme.

Unless otherwise determined by the Board, the award period of the 2021 H Share Incentive Scheme will be renewed and effective for ten years from the date of review and approval at the AGM.

7. 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, 2024 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

LETTER FROM THE BOARD

Mr. Guo Shaomu, Mr. Feng Xiangqian, Mr. Gong Ping and Mr. Chen Shaoxiong will be entitled to an annual remuneration of HKD260,000 (before tax), HKD220,000 (before tax), RMB200,000 (before tax) and RMB120,000 (before tax) respectively from the Company for the year. Save as disclosed above, the other 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).

8. To authorise the Supervisory Committee to determine the remuneration of the Supervisors

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, 2024 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

The employee Supervisors, namely Mr. Xue Zongyu 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.

9. Resolution on the re-appointment of auditors of the Company for 2024

The Board proposes that Ernst & Young Hua Ming LLP be re-appointed as the domestic auditor for the Company in 2024, 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 2024. The Board proposes that Ernst & Young be re-appointed as the international auditor for the Company in 2024, 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 2024. 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 by the Shareholders.

SPECIAL RESOLUTION:

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:

LETTER FROM THE BOARD

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;

“**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;

LETTER FROM THE BOARD

“**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 Renminbi 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 2024 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.

LETTER FROM THE BOARD

- 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.

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 Monday, May 20, 2024, at 10:00 a.m. for the Shareholders to consider, and if thought fit, approve the resolutions relating to, among others, (i) the 2023 Work Report of the Board; (ii) the 2023 Work Report of the Supervisory Committee; (iii) the 2023 Profit Distribution Plan; (iv) the 2023 Financial Statements; (v) the 2023 Annual Report; (vi) the proposed amendments to the 2021 H Share Incentive Scheme; (vii) to authorise the Board to determine the remuneration of the Directors; (viii) to authorise the Supervisory Committee to determine the remuneration of the Supervisors; and (ix) the re-appointment of auditors of the Company for 2024 and authorise the Board to determine their respective remuneration. At the AGM, a special resolution will be proposed to consider and approve the grant of general mandate to the Board to issue Shares. Notice of the AGM is set out on pages 15 to 20 of this circular.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS OF H SHARES AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE AGM

The register of members of H Shares of the Company will be closed from Saturday, April 20, 2024 to Monday, May 20, 2024, 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 Friday, April 19, 2024 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 Sunday, May 19, 2024) 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

NOTICE OF 2023 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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 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 Monday, May 20, 2024, 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 17, 2024.

ORDINARY RESOLUTIONS

1. To consider and approve the work report of board of directors of the Company (the “**Board**”) for 2023.
2. To consider and approve the work report of supervisory committee of the Company (the “**Supervisory Committee**”) for 2023.
3. To consider and approve the profit distribution plan of the Company for 2023.
4. To consider and approve the audited consolidated financial statements of the Company for 2023.
5. To consider and approve the annual report of the Company for 2023.
6. To consider and approve the proposed amendments to the 2021 H Share Incentive Scheme.
7. To authorise the Board to determine the remuneration of the directors of the Company.

NOTICE OF 2023 ANNUAL GENERAL MEETING

8. To authorise the Supervisory Committee to determine the remuneration of the supervisors of the Company.
9. 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.

SPECIAL RESOLUTION

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

NOTICE OF 2023 ANNUAL GENERAL MEETING

arrangement providing for the allotment of such Shares of the Company in lieu of the whole or part of a dividend on such Shares in accordance with the articles of association of the Company;

- iii. the Board will only exercise its power under such mandate in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Hong Kong Listing Rules and only if all necessary approvals from the China Securities Regulatory Commission, The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and/or other relevant PRC government authorities are obtained; and
- iv. for the purposes of this resolution:

“**H Shares**” means the overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars;

“**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 Renminbi 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 2024 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.

NOTICE OF 2023 ANNUAL GENERAL MEETING

- (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);
 - 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 17, 2024

NOTICE OF 2023 ANNUAL GENERAL MEETING

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
Mr. Chen Gang

Notes:

1. Closure of register of members of H Shares and ascertaining of eligibility for attending the AGM

The register of members of H Shares of the Company will be closed from Saturday, April 20, 2024 to Monday, May 20, 2024, 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 Friday, April 19, 2024 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 Sunday, May 19, 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy will not preclude shareholders from attending and voting at the meeting should they wish to do so.
- (4) Any voting at the AGM shall be taken by poll.

NOTICE OF 2023 ANNUAL GENERAL MEETING

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 20, 2024 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

- (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.