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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) EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS
CONCERNING THE A SHARE ISSUE AND
THE AUTHORIZATION CONCERNING THE A SHARE ISSUE;**
- (2) PROPOSED CHANGE OF REGISTERED ADDRESS;**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (4) UTILIZATION OF CAPITAL RESERVE TO OFFSET LOSSES;**
- AND**
- (5) NOTICES OF EGM AND CLASS MEETINGS**
-

Capitalized terms used in this cover page shall have the same meanings as defined in this circular.

A letter from the Board is set out on pages 6 to 14 of this circular. The notices convening the EGM and Class Meetings to be held at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC on Thursday, November 7, 2024 at 10:00 a.m. is set out on pages 23 to 29 of this circular. Forms of proxy for the EGM and the Class Meetings for use by the Shareholders are enclosed with this circular. Whether or not you are able to attend the EGM and Class Meetings in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) or the Company's registered office at Floor 1 and 3, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC (for holders of Unlisted Shares) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM and the Class Meetings or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM and Class Meetings or any adjourned meeting thereof (as the case may be) if they so wish and in such event, the form of proxy shall be deemed to be revoked.

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

October 21, 2024

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DEFINITIONS

In this circular, the following expression shall have the meanings set out below unless the context requires otherwise:

“2022 Class Meetings”	the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders
“2022 First Class Meeting of H Shareholders”	the class meeting of H Shareholders held on November 9, 2022, details of which are set out in the announcement of the Company dated November 9, 2022 and the circular of the Company dated October 24, 2022
“2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders”	the class meeting of Domestic Shareholders and Unlisted Foreign Shareholders held on November 9, 2022, details of which are set out in the announcement of the Company dated November 9, 2022 and the circular of the Company dated October 24, 2022
“2022 First Extraordinary General Meeting” or “2022 EGM”	the extraordinary general meeting of the Company held on November 9, 2022, details of which are set out in the announcement of the Company dated November 9, 2022 and the circular of the Company dated October 24, 2022
“2023 Class Meetings”	the 2023 Class Meeting of H Shareholders and the 2023 Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders
“2023 Class Meeting of H Shareholders”	the class meeting of H Shareholders held on November 8, 2023, details of which are set out in the announcement of the Company dated November 8, 2023 and the circular of the Company dated October 20, 2023
“2023 Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders”	the class meeting of Domestic Shareholders and Unlisted Foreign Shareholders held on November 8, 2023, details of which are set out in the announcement of the Company dated November 8, 2023 and the circular of the Company dated October 20, 2023

DEFINITIONS

“2023 Extraordinary General Meeting” or “2023 EGM”	the extraordinary general meeting of the Company held on November 8, 2023, details of which are set out in the announcement of the Company dated November 8, 2023 and the circular of the Company dated October 20, 2023
“A Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company proposed to be allotted, issued and listed on the Sci-Tech Board
“A Share Issue” or “Issue of A Shares” or “Issue”	the proposed initial public issue of not more than 13,000,000 A Shares, which will be listed on the Sci-Tech Board, details of which are set out in the circulars of the Company dated October 20, 2023 and October 24, 2022
“Articles of Association” or “Articles”	the articles of association of the Company currently in force
“Authorization concerning the A Share Issue”	The authorization concerning the A Share Issue granted to the Directors which was considered and approved at the 2022 First Extraordinary General Meeting, the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company held on November 9, 2022, and was considered and approved for an extension for a validity period of 12 months at the 2023 Extraordinary General Meeting, the 2023 Class Meeting of H Shareholders and the 2023 Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company held on November 8, 2023
“Board of Directors” or “Board”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular, excluding the regions of Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“Class Meetings”	the class meeting of holders of H Shares and the class meeting of holders of Domestic Shares and Unlisted Foreign Shares to be held on November 7, 2024, the notices of which are set out in pages 26 to 29 of this circular
“Class Meeting of H Shareholders”	the class meeting of holders of H Shares to be held on November 7, 2024, the notice of which are set out in pages 26 to 27 of this circular
“Class Meeting of Unlisted Shareholders”	the class meeting of holders of Unlisted Shares to be held, the notice of which are set out in pages 28 to 29 of this circular
“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)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	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
“EGM”	the extraordinary general meeting of the Company to be held on November 7, 2024, the notice of which is set out in pages 23 to 25 of this circular
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Stock Exchange
“HKD”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	October 17, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Resolutions concerning the A Share Issue”	the resolutions concerning the A Share Issue which were considered and approved at the 2022 First Extraordinary General Meeting, the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company held on November 9, 2022, and the resolutions concerning the extension of the validity period of the resolutions concerning the A Share Issue which were considered and approved at the 2023 Extraordinary General Meeting, the 2023 Class Meeting of H Shareholders and the 2023 Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company held on November 8, 2023
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Sci-Tech Board”	the Science and Technology Innovation Board of the Shanghai Stock Exchange
“Share(s)”	ordinary 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 the Shares
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Unlisted Foreign Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each and are held by persons other than PRC nationals or PRC-incorporated entities and are not listed on any stock exchange
“Unlisted Shares”	Shares that are not listed on the Hong Kong Stock Exchange, being the total of Domestic Shares and Unlisted Foreign Shares

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

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

Non-executive Directors:

Mr. DING Kui
Mr. CHEN Shaoxiong
Mr. CHEN Gang

Principal place of business in Hong Kong:

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

Independent Non-executive Directors:

Mr. GUO Shaomu
Mr. FENG Xiangqian
Mr. GONG Ping

October 21, 2024

To the Shareholders:

Dear Sir/Madam,

- (1) EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS
CONCERNING THE A SHARE ISSUE AND
THE AUTHORIZATION CONCERNING THE A SHARE ISSUE;
(2) PROPOSED CHANGE OF REGISTERED ADDRESS;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(4) UTILIZATION OF CAPITAL RESERVE TO OFFSET LOSSES;
AND
(5) NOTICES OF EGM AND CLASS MEETINGS**

I. INTRODUCTION

References are made to the announcements of the Company dated November 8, 2023, October 16, 2023, November 9, 2022, and October 10, 2022 and the circulars of the Company dated October 20, 2023 and October 24, 2022, in relation to, among others, the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue. Reference is further made to the announcement of the Company dated October 17, 2024 in relation to the

LETTER FROM THE BOARD

proposed extension of the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue, the proposed change of registered address, and the proposed amendments to the Articles of Association.

On October 17, 2024, the Board approved and resolved to submit to the EGM and Class Meetings for approval of the following special resolutions and the following ordinary resolutions at the EGM:

SPECIAL RESOLUTIONS

1. Proposed extension of the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue.
2. Proposed amendments to the Articles of Association to permit the utilization of capital reserve to offset losses.

ORDINARY RESOLUTIONS

3. Proposed change of registered address of the Company.
4. Subject to the passing of the proposed amendments to the Articles of Association, the proposed utilization of capital reserve to offset losses.

The purpose of this circular is to provide you with relevant information to enable you to make informed decision on whether to vote for or against the above resolutions to be proposed at the EGM and the Class Meetings (as the case may be).

II. PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS CONCERNING THE A SHARE ISSUE AND THE AUTHORIZATION CONCERNING THE A SHARE ISSUE

On November 9, 2022, the 2022 First Extraordinary General Meeting, the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders were held and the resolutions concerning the A Share Issue and the authorization concerning the A Share Issue were passed. The validity period of the resolutions were 12 months from November 9, 2022. On November 8, 2023, in order to extend the validity period of the aforementioned resolutions, the 2023 Extraordinary General Meeting, the 2023 Class Meeting of H Shareholders and the 2023 Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders were held, and the Resolutions concerning the A Share Issue and the

LETTER FROM THE BOARD

Authorization concerning the A Share Issue were approved. The validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue were 12 months from November 8, 2023 (i.e. November 7, 2024).

As of the Latest Practicable Date, given that the A Share Issue is still in progress and the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue will expire on November 7, 2024, it is reasonable to propose to extend the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue for 12 months in consideration of the current progress of the A Share Issue. The Board proposed to extend the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue for 12 months from the date on which they are to be considered and approved at the EGM (i.e. from November 7, 2024 to November 6, 2025) for the purpose of ensuring the on-going proceeding of the A Share Issue.

The resolution in relation to the proposed extension of the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue will be submitted by way of a special resolution at the EGM and the Class Meetings for consideration and approval. Save for above, all other contents in respect of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue will remain unchanged. For more details, please refer to the Appendix I to II in this circular.

III. OTHER INFORMATION FOR THE A SHARE ISSUE

1. Reasons for the Issue of A Shares and listing on the Sci-Tech Board

The Company has set out reasons and benefits for the A Share Issue in its circulars dated October 20, 2023 and October 24, 2022, which include that the Company considers that the listing on the Sci-Tech Board would be beneficial to the Company and its Shareholders as a whole and is beneficial to strengthen the sustainable development of the Company. The Directors consider that the A Share Issue will provide the Company with branding and benefits of a dual listed company, and the Company's further funding needs are to be met by the proceeds from the A Share Issue. The Directors also consider that the proposed extension of the validity period of the Resolutions and the Authorization concerning the A Share Issue will not have any material adverse impact on the Company.

LETTER FROM THE BOARD

Taking into account these reasons and benefits, the Company is of the view that the proposed extensions of 12 months of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue are necessary and reasonable so as to enable the Company to proceed with the A Share Issue at such time when the Company considers appropriate, and are in the interests of the Company and the Shareholders as a whole and is beneficial to strengthen the sustainable development of the Company.

2. Effects on Shareholding Structure of the Company

Upon completion of the issue and listing of A Shares, all of the existing Domestic Shares and Unlisted Foreign Shares will be converted into A Shares and be listed on the Sci-Tech Board. Such converted A Shares will be deposited in China Securities Depository and Clearing Corporation Limited and subject to lock-up periods as required under relevant PRC laws and regulations.

Assuming that a total of 13,000,000 new A Shares are to be issued, the shareholding structure of the Company as at the Latest Practicable Date and immediately after the completion of the A Shares Issue is as follow (assuming there is no other change in the share capital of the Company from the Latest Practicable Date up to and including the date of completion of the Issue of A Shares):

	As at the Latest Practicable Date	Immediately after the completion of the A Shares Issue
Substantial shareholders, Directors, Supervisors, chief executive and their respective associate		
(1) Domestic Shares	5,537,506	—
(2) Unlisted Foreign Shares	266,862	—
(3) A Shares to be converted from Domestic Shares	—	5,537,506
(4) A Shares to be converted from Unlisted Foreign Shares	—	266,862
(5) H Shares	15,799,681	15,799,681
Sub-total	21,604,049 (55.63% of the total issued Shares)	21,604,049 (41.68% of the total issued Shares)

LETTER FROM THE BOARD

	As at the Latest Practicable Date	Immediately after the completion of the A Shares Issue
Other Shareholders		
(1) Domestic Shares	1,194,384	—
(2) Unlisted Foreign Shares	269,852	—
(3) A Shares to be converted from Domestic Shares	—	1,194,384
(4) A Shares to be converted from Unlisted Foreign Shares	—	269,852
(5) H Shares	15,766,123	15,766,123
New A Shares proposed to be issued	—	13,000,000
Total	38,834,408	51,834,408

Assuming a maximum of 13,000,000 A Shares are issued, it is expected that a total of 30,230,359 Shares of the Company, representing 58.32% of the then total issued Shares of the Company will be held by the public (including H Shares and A Shares held by the public but excluding any Shares held by the Company’s substantial shareholders, Directors, Supervisors, chief executive and their respective close associates) following the completion of the Proposed Issue of A Shares. As such, the Company would still be able to meet the minimum requirement on public float percentage under the Listing Rules. The Company will closely monitor the shareholdings of the controlling Shareholders and other core connected persons to monitor its public float percentage (including H Shares and A Shares held by the public) to maintain the minimum percentage of listed securities as prescribed by Rule 8.08 of the Listing Rules at all times, including during the stabilization period for the newly issued A shares, in public hands. The Company will also ensure its compliance with relevant requirements on public float as stipulated under the Listing Rules and will promptly notify the Stock Exchange of any changes in the Company’s public float.

3. Progress of A Share Issue

On October 10, 2022, the Board resolved to approve relevant proposals of the Company on the A Share Issue. The relevant proposals in relation to the A Share Issue were considered and approved at the 2022 First Extraordinary General Meeting, the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company held on November 9, 2022. On October 13, 2023, the Board approved the relevant proposals of the Company on the extension of validity period of the resolutions concerning the A Share Issue. The relevant proposals were submitted to the 2023 Extraordinary General Meeting, the 2023 Class Meeting of H Shareholders and the 2023 Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders held on November 8, 2023 and were approved.

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Since the last approval by the Shareholders of the relevant proposals in relation to the Issue of A Share, the Company has been working with the professional intermediaries engaged for the purpose of the proposed Issue of A Shares, including the sponsor/lead underwriter, its legal adviser and auditor, to conduct due diligence on the Company and its business and to prepare and update the relevant application material and prospectus. As of the date of this circular, the Company is preparing its application material, including its A Share prospectus, in respect of the Issue of A Shares to be submitted to the Shanghai Stock Exchange.

As at the Latest Practicable Date, the Company's plans and key future milestones for the Issue of A Shares are as below:

- The Company expects to make an application to the Shanghai Stock Exchange as soon as practicable, after which it will receive a notice of acceptance issued by the Shanghai Stock Exchange to the Company and a copy of the prospectus of the Issue of A Shares (the “**A Share Prospectus**”) will be published on the website of the Review and Approval of the Issuance of Listing of Stocks of the Shanghai Stock Exchange (上海證券交易所發行上市審核網站) at listing.sse.com.cn for preliminary publication.
- The Shanghai Stock Exchange will raise questions to the Company by way of inquiry letter(s) and the Company will then provide written responses accordingly (the “**Q&A**”). The length of time incurred for the Q&A generally depend on the number of questions the Shanghai Stock Exchange may have.
- Upon completion of the Q&A, the Shanghai Stock Exchange will arrange a review meeting (the “**Meeting**”) with its listing committee (the “**Listing Committee**”). The Company and representatives from the sponsor for the proposed A Share Issue will attend the Meeting and response to the Listing Committee.
- After the Meeting and upon the approval by the Listing Committee, the Shanghai Stock Exchange will submit an application to the CSRC for registration of the A Shares.
- Upon the completion of the registration of the Shares with the CSRC, the Company can then arrange for the issuance of the A Shares. The major steps involved in the issuance of the A Shares include performing roadshow(s), determining strategic allotment if needed, offline placement and online subscription, determining whether or not to adopt an over-allotment option, etc., after which the process of the issuance of the A Shares will be completed.
- The Company will then determine the listing date of the A Shares. The existing Domestic Shares and Unlisted Foreign Shares in issue of the Company will be converted into A Shares on the listing date of the A Shares.

The Company's plans and key future milestones for the Issue of A Shares above are based on the best estimation of the Company, and may be subject to further changes based on regulatory developments, market conditions and development of the Company.

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There is no assurance that the A Shares Listing will proceed. Shareholders and investors are advised to exercise caution in dealings in the H Shares. Further details about the Issue of A Shares will be disclosed by the Company in due course.

IV. PROPOSED CHANGE OF REGISTERED ADDRESS

In order to meet the actual needs of business development, the Board proposed to change the registered address of the Company from “Floor 1 and 3, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC” to “Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC” (the “**Proposed Change of Registered Address**”). Such change is subject to the approval by the Shareholders at the EGM by way of an ordinary resolution and shall take effect upon the completion of the registration procedures with the relevant business registration authorities.

V. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of the Proposed Change of Registered Address, and in order to bring its Articles of Association to be in line with the relevant requirements of the applicable laws including but not limited to the Company Law of the PRC, 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, are set out in Appendix III to this circular. In the event of any discrepancy between the English translation and the Chinese version of the Proposed Amendments, the Chinese version shall prevail. The Proposed Amendments will enable the Company to carry out the offset of losses with its capital reserve.

The Company has obtained a letter from each of its legal advisers as to Hong Kong laws and the PRC laws confirming respectively that the Proposed Amendments conform with the applicable requirements of the Listing Rules and the laws of the PRC. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a company listed on the Stock Exchange. The Board is of the view that the Proposed Amendments will not compromise the rights and interests of and will not have a significant impact on the Shareholders. The Board considers that the Proposed Amendments are in the interests of the Company and its Shareholders as a whole.

The Proposed Amendments is hereby proposed at the EGM for consideration and approval by the Shareholders.

VI. UTILIZATION OF CAPITAL RESERVE TO OFFSET LOSSES

Subject to the passing of the Proposed Amendments to the Articles of Association, the Board further proposes to utilize the Company’s capital reserve to offset losses of the Company in accordance with the relevant laws and regulations.

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According to the consolidated audited financial statements of the Company, as of December 31, 2023, the Company has a capital reserve of RMB1,765,134,140.72 (of which RMB1,546,491,165.50 is recorded in the Company's share premium account) and an accumulated losses of RMB544,020,939.94. According to the unaudited financial statements of the Company, as of June 30, 2024, the Company has a capital reserve of RMB1,766,917,121.16 (of which RMB1,546,491,165.50 is recorded in the Company's share premium account) and an accumulated losses of RMB557,741,496.91. The Company proposes to apply RMB544,020,939.94 in its capital reserve to offset its accumulated losses in accordance with the relevant rules and regulations (the "Offset of Losses").

The Company has recorded an accumulated loss as it has historically been focused on the research and development of various medical devices and has recorded losses in its effort to successfully research, develop, commercialize and manufacture such products. The Offset of Losses will not have any impact on the Company's issued share capital structure.

VII. THE EGM AND THE CLASS MEETINGS

The EGM, the Class Meeting of H Shareholders and the Class Meeting of Unlisted Shareholders will be held at 10:00 a.m. at HeartCare Hall, 2/F, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC on Thursday, November 7, 2024, immediately after the conclusion of the EGM and immediately after the conclusion of the Class Meeting of H Shareholders respectively, on Thursday, November 7, 2024. Notice convening the EGM and Notices of the Class Meetings are set out in pages 23 to 29 of this circular and are available on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and of the Company (www.heartcare.com.cn).

VIII. CLOSURE OF REGISTER OF MEMBERS OF H SHARES AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE EGM AND THE CLASS MEETING OF H SHAREHOLDERS

As disclosed in the announcement of the Company dated September 20, 2024, for the purpose of determining the H Shareholders who are entitled to attend and vote at the EGM and the Class Meeting of H Shareholders, the register of members of H Shares of the Company has been closed from Tuesday, October 8, 2024 to Thursday, November 7, 2024, both days inclusive, during which no transfer of H Shares will be registered.

IX. PROXY ARRANGEMENT

If you intend to appoint a proxy to attend the EGM and/or the Class Meetings, 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 Unlisted Shares) as soon as possible and in any event no later than 24 hours before the time

LETTER FROM THE BOARD

appointed for the EGM (i.e. no later than 10:00 a.m. on Wednesday, November 6, 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 EGM and/or the Class Meetings or any adjournment thereof in person if you so wish.

X. VOTING BY POLL

Any vote of Shareholders at the EGM and the Class Meetings must be taken by poll except where the chairman of each of the EGM and the Class Meetings, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the EGM and the Class Meetings will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM and the Class Meetings.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the EGM and/or the Class Meetings.

XI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

XII. RECOMMENDATION

The Board considers that all the resolutions proposed at the EGM, the Class Meeting of H Shareholders and the Class Meeting of Unlisted Shareholders are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the proposed resolutions.

By Order of the Board
Shanghai HeartCare Medical Technology Corporation Limited
WANG Guohui
Chairman of the Board

The Resolutions concerning the A Share Issue were considered and approved at the 2022 First Extraordinary General Meeting, the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company dated November 9, 2022, and were considered and approved for an extension of validity period at the 2023 Extraordinary General Meeting, the 2023 Class Meeting of H Shareholders and the 2023 Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company held on November 8, 2023, are as follows:

DETAILS OF THE ISSUE OF A SHARES

(1) Class of new Shares to be issued

Ordinary Shares with a nominal value of RMB1.00 each (A Shares).

Except as otherwise stipulated in laws, regulations, other regulatory documents and the Articles, the A Shares to be issued will rank *pari passu* in all respects with the issued Domestic Shares, Unlisted Foreign Shares and H Shares.

(2) Place of listing

All A Shares will be listed and traded on the Sci-Tech Board.

(3) Nominal value of new Shares to be issued

RMB1.00 each.

(4) Issue size

The Company proposes to issue not more than 13,000,000 new A Shares (excluding the number of A Shares to be issued pursuant to the over-allotment option), representing approximately 33.48% of the share capital of the Company as of the Latest Practicable Date, and approximately 25.08% of the enlarged share capital upon completion of the Issue of A Shares (excluding the number of A Shares to be issued pursuant to the over-allotment option). The Issue of A Shares only involves issue of new Shares, and will not involve sale of Shares by existing Shareholders. The Issue of A Shares can adopt the over-allotment option, which shall not exceed 15% of the Shares initially available under the Issue of A Shares. The final issue size will be determined by the Board after consultation with the lead underwriter(s) according to the authorization (if granted at the 2023 EGM and the 2023 Class Meetings), and be subject to final number of A Shares registered by the CSRC.

Please refer to “III. OTHER INFORMATION FOR THE A SHARE ISSUE — 2. Effects on Shareholding Structure of the Company” above for effects on shareholding structure.

(5) Target subscribers

Qualified price consultation participants, PRC natural person, legal persons and other investors who fulfill the relevant rules and requirements relating to the Sci-Tech Board published by the Shanghai Stock Exchange and the CSRC (excluding those in respect of which subscription has been prohibited by laws, regulations and regulatory documents of the PRC).

If any of the target subscribers is a connected person of the Company, the Company will comply with the relevant requirements, including (if applicable) reporting, announcement and independent shareholders’ approval, under the Listing Rules.

(6) Method of issuance

The Issue of A Shares will be conducted through a combination of off-line placement to the price consultation participants and offering by way of on-line subscription by public investors, or other methods of issuance approved by the securities regulatory authorities (including but not limited to offering to strategic investors).

(7) Method of underwriting

The Issue of A Shares will be underwritten by the lead underwriter(s) by way of standby commitment.

(8) Pricing methodology

The issue price for the A Shares will be determined by the Company and the lead underwriter(s) in accordance with applicable laws and regulations, or by other pricing methods recognized by the CSRC and the Shanghai Stock Exchange.

The issue price of A Shares shall be determined through price inquiry with professional institutional investors (such as securities firms, fund management companies, trust companies, finance companies, insurance companies, qualified foreign institutional investors and private fund managers). The Company and the lead underwriter may then determine the issue price of A Shares through the initial price inquiry or through cumulative bidding inquiry after an issue price range has been determined from the initial price inquiry.

Based on the Company Law of the PRC 《(中華人民共和國公司法)》, the issue price of the A Shares shall not be lower than the nominal value of the Shares of the Company, i.e. RMB1.00 per Share. There is no other legal or regulatory requirements stipulating the price floor in the Issue of A Shares. As at June 30, 2024, the net asset value per share of the Company was approximately RMB27.54. The Company does not intend to issue the A Shares at a price lower than the latest audited net asset value per share prior to the Proposed Issue of A Shares.

(9) Schedule of issuance

The Company will proceed with the Issue within 12 months after the Shanghai Stock Exchange issues the approval opinion and CSRC approves the Issue. The Board and the lead underwriter(s) will determine the listing date for the A Shares after the CSRC agrees to the registration of the A Shares and after completion of the offering.

(10) Validity period of the resolutions

The resolutions in respect of the Issue of A Shares will be valid for a period of 12 months from the date of approval at the 2023 EGM and the 2023 Class Meetings. If the Company fails to complete the Proposed Issue of A Shares within 12 months from the date of approval at the EGM and the Class Meetings, the Company will seek further approvals at extraordinary general meeting and class meetings for the Proposed Issue of A Shares.

(11) The use of proceeds raised from the Issue of A Shares and the listing on the Sci-Tech Board

The proceeds raised by the Company from the Proposed Issue of A Shares will be used for the following projects (the “**Projects**”) after deducting the issuance expenses:

No.	Project name	Proposed amount from proceeds raised (RMB) (million)
1	Manufacture and R&D facility of high-end medical device ⁽¹⁾	839.7
2	Marketing and branding ⁽²⁾	192.2
3	Working Capital	400.0
	Total	1,431.9

Notes:

- (1) The proceeds will be used to fund the construction of a new manufacture and R&D facility of high-end medical device in Lingang New District Pilot Free Trade Zone, Shanghai (the “**Project Facility**”). The Project Facility is planned to be built in the target area covering approximately 33 thousand square meters near the Company’s current manufacture facility in Lingang and designated to support the Company’s further expansion of capacity and R&D activities.

So far, the Company is preparing to acquire the land-use right of the target area and apply for government approval in relation to the construction of Project Facility. The Company plans to use the proceeds from the Proposed Issue of A Shares to fund the project in around the next three or four years.

- (2) The proceeds will be used for the expansion of sales network and improvement of brand reputation including: (i) expansion our sales and marketing team dedicated to the commercialization of our products; and (ii) engagement in academic and marketing activities aiming to enhance the brand awareness in a broadly penetrated market.

The project is in the preliminary preparation stage at present, and no investment has been made by now. The Company plans to use the proceeds from the proposed Issue of A Shares to fund the project in around the next three or four years.

Before the proceeds raised from the Issue of A Shares are in place, the Company may make an initial investment with its own funds according to the needs of the Projects. The Company will not use the IPO proceeds from H Shares offering for the construction or implementation of these Projects. After the proceeds raised are in place, the Company can replace the initial investment funds with the proceeds raised from the Issue of A Shares.

After the proceeds raised from the Issue of A Shares are in place, if the proceeds raised from this issuance cannot meet the capital requirements of the above proposed Projects, the Company will invest according to the priority of the Projects, the shortfall shall be covered by the Company with its own raised funds. If the proceeds raised from this issuance exceeds the capital requirements of the above Projects, the surplus amount will be mainly used to supplement working capital and other projects relating to the main business.

If the Proposed Issue of A Shares does not proceed, the Projects may be negatively impacted. For instance, without the proceeds from the Proposed Issue of A Shares, the Company may need to finance its investment with cash balance and cash from operating activities through future commercialization of the Group’s pipeline products and bank borrowings, and thereby reducing the cashflow available and/or increasing the gearing ratio of the Company. However, the failure to proceed with the Proposed Issue of A Shares is not expected to cause any material adverse impact to the operations and the financial positions of the Company as the Company has obtained sufficient funds to support its operations and working capital in the near term as a result of the proceeds obtained from the Global Offering, and the Company may seek further funding by way of

APPENDIX I RESOLUTIONS CONCERNING THE A SHARE ISSUE

other financing means. If the Proposed Issue of A Shares does not proceed, the Company will continue to proceed with the Projects and if further funding is required, the Company may raise funds by taking out bank loans, conducting placement of Shares or debt financing, etc.

The Company believes that there are good prospects for Projects which are complementary to the current businesses of the Company. The Projects are also in line with the relevant national policies, environmental policies and other relevant laws and regulations. The Projects and amounts of proceeds are appropriate for the current business size, financial status, technology standard and management capability of the Company. The proposed use of proceeds are in the interests of the Company and the Shareholders as a whole and are feasible.

APPENDIX II AUTHORIZATION CONCERNING THE A SHARE ISSUE

The Authorization concerning the A Share Issue was considered and approved at the 2022 First Extraordinary General Meeting, the 2022 First Class Meeting of H Shareholders and the 2022 First Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company dated November 9, 2022, and was considered and approved for an extension of validity period at the 2023 Extraordinary General Meeting, the 2023 Class Meeting of H Shareholders and the 2023 Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders of the Company dated November 8, 2023 are as follows:

To fully handle matters in connection with the Issue of A Shares and the listing on the Sci-Tech Board The authorization proposed to be granted to the Board shall include without limitation:

- i. The formulation and implementation of the specific proposals for this issuance, including but not limited to specific matters such as issue size, target subscribers, method of issuance, timing of issuance, pricing methodology, issue price, and method of subscription in accordance with laws and regulations, the relevant requirements of securities regulatory authorities and the securities market conditions, and within the framework and in accordance with the principles adopted by the Shareholders at the 2022 EGM and the 2022 Class Meetings.
- ii. The performance of all procedures relating to the Proposed Issue of A Shares and listing on the Sci-Tech Board, including the procedures relating to registration, approval, registration, review, filing with the relevant regulatory authorities, and to sign, execute, amend and complete all necessary documents to be submitted to the government, authority and organization.
- iii. The appropriate adjustment to the specific matters relating to the Proposed Issue of A Shares and listing on the Sci-Tech Board within the effective period for the Issue of A Shares, including the amendment and submission of listing application materials as required by a change of policies or market circumstances.
- iv. The preparation, amendment, signing, submission, publication, disclosure, implementation, suspension and termination of all agreements, contracts, announcement or other documents relating to this issuance and listing (including but not limited to the prospectus for the Issue of A Shares and listing on the Sci-Tech Board, sponsoring agreement, underwriting agreement, listing agreement, engagement agreements of intermediaries), the engagement of sponsor(s), underwriter(s), legal adviser(s), auditing firm(s), asset valuer(s), receiving bank(s) and other in involved intermediaries this issuance and listing, and the determination and payment of all expenses relating to this issuance and listing.

APPENDIX II AUTHORIZATION CONCERNING THE A SHARE ISSUE

- v. The necessary supplement and amendment to the Articles (draft) and the internal management policies of the Company, the “Analysis on Dilution on Immediate Return by the Initial Public Offering of A Shares and Recovery Measures for the Immediate Return”, the “Three-Year Dividend Distribution Plan for Shareholders after the Initial Public Offering of A Shares and the Listing on the Sci-Tech Board”, the “Plan for Stabilization of Price of Shares after the Initial Public Offering of A Shares and the Listing on the Sci-Tech Board” and other application documents and undertakings by the Company according to the applicable laws and regulations, requirements and suggestions of the relevant securities regulatory authorities or according to the actual conditions of this issuance.
- vi. The appropriate adjustments to be made to the relevant matters of the investment projects funded by the proceeds raised according to the implementation process of this issuance and listing, market conditions, policy adjustments and comments of the relevant securities regulatory authorities, including but not limited to the confirmation of the process of the investment projects, the allocation of funds when applying the proceeds raised, the confirmation of a special deposit account for the proceeds raised, etc., so long as such adjustments comply with applicable laws.
- vii. After the completion of the Issue of A Shares and listing on the Sci-Tech Board, the amendments of the Articles, capital verification, commercial registration changes and relevant approvals, registrations and filings.
- viii. According to the implementation process of this issuance, in accordance with the undertakings of each Shareholder, handling the matters of listing of the A Shares on the Shanghai Stock Exchange and settlement of shareholdings at the China Securities Depository and Clearing Co., Ltd. (including but not limited to the registration, circulation and lock-up of shares).
- ix. The authorization to handle matters in relation to the opening of the depository account for the funds raised.
- x. To the extent permitted by relevant laws, regulations and regulatory documents, the handling of other matters considered to be necessary, desirable or appropriate for this issuance and listing.

The above authorization, if approved, shall be valid for a period of 12 months from the date of approval at the EGM and the Class Meetings.

Original Articles of the Articles of Association	Revised Articles of the Articles of Association
<p>Article 3 The Chinese name of the Company: 上海心瑋醫療科技股份有限公司</p> <p>English name: Shanghai HeartCare Medical Technology Corporation Limited</p> <p>Domicile: Floor 1 and 3, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC</p> <p>Postcode: 201201</p>	<p>Article 3 The Chinese name of the Company: 上海心瑋醫療科技股份有限公司</p> <p>English name: Shanghai HeartCare Medical Technology Corporation Limited</p> <p>Domicile: Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC</p> <p>Postcode: 201201</p>
<p>Article 213 The Company's common reserve fund shall be applied to make up its losses, expand its business operations or be converted to increase its registered capital. However, the capital reserve fund may not be applied to make up the Company's losses. Capital reserve fund includes the following items:</p> <p>(I) The premium received through issuance of shares at prices above par value;</p> <p>(II) Other incomes required by the financial department of the State Council to be allocated to the capital reserve fund.</p> <p>Upon the conversion of statutory common reserve fund into registered capital, the balance of the statutory common reserve fund shall not be less than 25% of the registered capital of the Company before such conversion.</p>	<p>Article 213 The Company's common reserve fund shall be applied to make up its losses, expand its business operations or be converted to increase its registered capital. Where reserve funds are used to make up for the Company's losses, the discretionary common reserve fund and statutory common reserve fund should be used first; if the losses still cannot be made up, the capital reserve fund may be used in accordance with the requirements. Capital reserve fund includes the following items:</p> <p>(I) The premium received through issuance of shares at prices above par value;</p> <p>(II) the amount received from the issuance of no-par value shares that is not included in the registered capital;</p> <p>(III) Other items required by the financial department of the State Council to be allocated to the capital reserve fund.</p> <p>Upon the conversion of statutory common reserve fund into registered capital, the balance of the statutory common reserve fund shall not be less than 25% of the registered capital of the Company before such conversion.</p>

NOTICE OF THE EXTRAORDINARY 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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Shanghai HeartCare Medical Technology Corporation Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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, November 7, 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 October 21, 2024 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the Proposed Change of Registered Address.
2. Subject to the passing of the Proposed Amendments to the Articles of Association (as set out in resolution 4), to apply RMB544,020,939.94 in the capital reserve of the Company to the Offset of Losses.

SPECIAL RESOLUTIONS

3. To consider and approve the proposed extension of the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue.
4. To consider and approve the Proposed Amendments to the Articles of Association.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

5. Subject to the passing of the Proposed Amendments to the Articles of Association (as set out in resolution 4) and the Offset of Losses (as set out in resolution 2), for the Board to make amendments to the Articles of Association as it thinks fit so as to reflect relevant matters such as the reduction of registered capital and new capital structure of the Company after the Offset of Losses, as well as to make further revisions or amendments to the implementation of, or to delay or suspend the Offset of Losses to negate any adverse impact and comply with the applicable laws and regulations related to the Offset of Losses.

By Order of the Board
Shanghai HeartCare Medical Technology Corporation Limited
WANG Guohui
Chairman of the Board

Shanghai, October 21, 2024

Notes:

1. Any Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) or the Company's registered office at Floor 1 and 3, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC (for holders of Unlisted Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the EGM (i.e., at or before 10:00 a.m. on Wednesday, November 6, 2024 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy shall not preclude the Shareholders of the Company from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
6. For the purpose of determining the Shareholders of the Company entitled to attend and vote at the EGM, the register of members of the Company has been closed from Tuesday, October 8, 2024 to Thursday, November 7, 2024 (both days inclusive). The record date for determining the entitlement of the Shareholders of the Company to attend and vote at the EGM will be Thursday, November 7, 2024. In order to qualify for the entitlement to attend

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

and vote at the above EGM, H Shareholders must lodge all transfer forms accompanied by the relevant H Share certificates with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by no later than 4:30 p.m. on Monday, October 7, 2024.

7. The EGM is expected to take less than half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses. Shareholders may contact the Investor Relations Department of the Company at +86 21 5897 5056 or info@heartcare.com.cn for any enquiries in respect of the EGM.

As at the date of this notice, the executive Directors are Mr. Wang Guohui, Ms. Zhang Kun and Mr. Wei Jiawei; the non-executive Directors are Mr. Ding Kui, Mr. Chen Shaoxiong and Mr. Chen Gang; and the independent non-executive Directors are Mr. Guo Shaomu, Mr. Feng Xiangqian and Mr. Gong Ping.

NOTICE OF THE CLASS MEETING OF H SHAREHOLDERS



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)

NOTICE OF THE CLASS MEETING OF H SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the class meeting of H Shareholders of Shanghai HeartCare Medical Technology Corporation Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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, November 7, 2024 immediately after the conclusion of the Extraordinary General Meeting of the Company, for the purpose of considering, and if thought fit, passing the following resolution. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated October 21, 2024 (the “**Circular**”).

SPECIAL RESOLUTION

1. To consider and approve the proposed extension of the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue.

By Order of the Board

Shanghai HeartCare Medical Technology Corporation Limited

WANG Guohui

Chairman of the Board

Shanghai, the PRC

October 21, 2024

Notes:

1. Any Shareholder of the Company entitled to attend and vote at the Class Meeting of H Shareholders is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.

NOTICE OF THE CLASS MEETING OF H SHAREHOLDERS

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of H Shareholders (i.e., at or before 10:00 a.m. on Wednesday, November 6, 2024 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy shall not preclude the Shareholders of the Company from attending and voting in person at the Class Meeting of H Shareholders or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Class Meeting of H Shareholders, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
6. For the purpose of determining the Shareholders of the Company entitled to attend and vote at the Class Meeting of H Shareholders, the register of members of the Company has been closed from Tuesday, October 8, 2024 to Thursday, November 7, 2024 (both days inclusive). The record date for determining the entitlement of the Shareholders of the Company to attend and vote at the Class Meeting of H Shareholders will be Thursday, November 7, 2024. In order to qualify for the entitlement to attend and vote at the above Class Meeting of H Shareholders, H Shareholders must lodge all transfer forms accompanied by the relevant H Share certificates with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by no later than 4:30 p.m. on Monday, October 7, 2024.
7. The Class Meeting of H Shareholders is expected to take less than half a day. Shareholders who attend the Class Meeting of H Shareholders shall be responsible for their own travel and accommodation expenses. Shareholders may contact the Investor Relations Department of the Company at +86 21 5897 5056 or info@heartcare.com.cn for any enquiries in respect of the Class Meeting of H Shareholders.

As at the date of this notice, the executive Directors are Mr. Wang Guohui, Ms. Zhang Kun and Mr. Wei Jiawei; the non-executive Directors are Mr. Ding Kui, Mr. Chen Shaoxiong and Mr. Chen Gang; and the independent non-executive Directors are Mr. Guo Shaomu, Mr. Feng Xiangqian and Mr. Gong Ping.

NOTICE OF THE CLASS MEETING OF UNLISTED SHAREHOLDERS



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 THE CLASS MEETING OF UNLISTED SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the class meeting of Unlisted Shareholders of Shanghai HeartCare Medical Technology Corporation Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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, November 7, 2024 immediately after the conclusion of the Class Meeting of H Shareholders, for the purpose of considering, and if thought fit, passing the following resolution. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated October 21, 2024 (the “**Circular**”).

SPECIAL RESOLUTION

1. To consider and approve the proposed extension of the validity period of the Resolutions concerning the A Share Issue and the Authorization concerning the A Share Issue.

By Order of the Board

Shanghai HeartCare Medical Technology Corporation Limited

WANG Guohui

Chairman of the Board

Shanghai, the PRC

October 21, 2024

Notes:

1. Any Shareholder of the Company entitled to attend and vote at the Class Meeting of Unlisted Shareholders is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.

NOTICE OF THE CLASS MEETING OF UNLISTED SHAREHOLDERS

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's registered office at Floor 1 and 3, Building 38, No. 356, Zhengbo Road, Lingang New District, Pilot Free Trade Zone, Shanghai, PRC (for holders of Unlisted Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Unlisted Shareholders (i.e., at or before 10:00 a.m. on Wednesday, November 6, 2024 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy shall not preclude the Shareholders of the Company from attending and voting in person at the Class Meeting of Unlisted Shareholders or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Class Meeting of Unlisted Shareholders, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
6. The Class Meeting of Unlisted Shareholders is expected to take less than half a day. Shareholders who attend the Class Meeting of Unlisted Shareholders shall be responsible for their own travel and accommodation expenses. Shareholders may contact the Investor Relations Department of the Company at +86 21 5897 5056 or info@heartcare.com.cn for any enquiries in respect of the Class Meeting of Unlisted Shareholders.

As at the date of this notice, the executive Directors are Mr. Wang Guohui, Ms. Zhang Kun and Mr. Wei Jiawei; the non-executive Directors are Mr. Ding Kui, Mr. Chen Shaoxiong and Mr. Chen Gang; and the independent non-executive Directors are Mr. Guo Shaomu, Mr. Feng Xiangqian and Mr. Gong Ping.