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**Shanghai Bio-heart Biological Technology Co., Ltd.**

**上海百心安生物技術股份有限公司**

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

**(Stock Code: 2185)**

**1. POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING,  
THE H SHAREHOLDERS' CLASS MEETING AND  
THE UNLISTED FOREIGN SHAREHOLDERS' CLASS MEETING  
HELD ON FEBRUARY 13, 2025;  
2. MAJOR TRANSACTION DEEMED DISPOSAL OF  
EQUITY INTEREST IN A SUBSIDIARY;  
AND  
3. AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board is pleased to announce that all the resolutions set out in the the EGM Notice and the Class Meeting Notices were duly passed by way of poll at the EGM and the Class Meetings.

The extraordinary general meeting (the “**EGM**”), H shareholders’ class meeting (the “**H Shareholders’ Class Meeting**”) and unlisted foreign shareholders’ class meeting (the “**Unlisted Foreign Shareholders’ Class Meeting**”, collectively with the H Shareholders’ Class Meeting, the “**Class Meetings**”) of Shanghai Bio-heart Biological Technology Co., Ltd. (the “**Company**”) were convened at 2:00 p.m., 3:00 p.m. and 4:00 p.m. on Thursday, February 13, 2025, respectively, at Room 302, 3/F, Building 4, No. 590 Ruiqing Road, East Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, PRC. References are made to the notice of the EGM (the “**EGM Notice**”), the notices of Class Meetings (the “**Class Meeting Notices**”) and the circular (the “**Circular**”) of the Company dated January 24, 2025. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The EGM and Class Meetings were convened by the Board in accordance with the Company Law of the PRC and the Articles of Association, and chaired by Mr. Philip Li WANG, the Chairman of the Board and an executive Director.

## POLL RESULTS OF THE EGM AND AND THE CLASS MEETINGS

### Extraordinary General Meeting

As at the date of the EGM, the total number of issued ordinary Shares was 243,937,000 Shares, comprising 236,223,322 H Shares and 7,713,678 Unlisted Foreign Shares. Pursuant to Rule 17.05A of the Listing Rules, the trustee of the 2022 H Share Incentive Scheme adopted by the Company abstained from voting at the EGM in respect of the unvested incentive Shares (i.e. 519,900 H Shares) held by it. As a result, the total number of Shares entitling the Shareholders to attend and vote on the proposed resolutions at the EGM was 243,417,100 Shares.

Shareholders (including proxies) representing 118,081,455 Shares (including 110,367,777 H Shares and 7,713,678 Unlisted Foreign Shares) or approximately 48.4065% of the total issued shares of the Company attended the EGM.

The poll results of the resolutions proposed at the EGM are as follows:

Ordinary Resolution		Number of Votes (%) <sup>Note</sup>		
		For	Against	Abstain
1.	To consider and approve the amendments to the business scope of the Company.	118,081,455 (100.0000%)	0 (0.0000%)	0 (0.0000%)
Special Resolutions		Number of Votes (%) <sup>Note</sup>		
		For	Against	Abstain
1.	To consider and approve the entering of the Investment Agreement and the Shareholders Agreement, the grant of Repurchase Options and provision of Share Pledge (as defined in the circular of the Company dated January 24, 2025) and the transactions contemplated thereunder and the implementation thereof.	118,081,455 (100.0000%)	0 (0.0000%)	0 (0.0000%)
2.	To consider and approve the proposed amendments to the articles of association of the Company.	106,725,063 (90.3826%)	11,356,392 (9.6174%)	0 (0.0000%)

*Note:* All percentages are rounded to four decimal places.

As more than half of the votes were cast in favour of Ordinary Resolution No. 1, and more than two-thirds of the votes were cast in favour of Special Resolutions No. 1 to No. 2, all resolutions proposed at the EGM were duly passed by way of poll by the Shareholders. The Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. The representatives of the Shareholders and the Supervisor participated in the scrutiny of the poll results.

### **H Shareholders' Class Meeting**

As at the date of the H Shareholders' Class Meeting, the total number of issued H Shares was 236,223,322 Shares. Pursuant to Rule 17.05A of the Listing Rules, the trustee of the 2022 H Share Incentive Scheme adopted by the Company abstained from voting at the H Shareholders' Class Meeting in respect of the unvested incentive Shares (i.e. 519,900 H Shares) held by it. As a result, the total number of H Shares entitling the Shareholders to attend and vote on the proposed resolution at the H Shareholders' Class Meeting was 235,703,422 Shares. H Shareholders (including proxies) representing 110,367,777 H Shares or approximately 46.7218% of the total issued H Shares attended the H Shareholders' Class Meeting.

The poll results of the resolution proposed at the H Shareholders' Class Meeting are as follows:

<b>Special Resolution</b>		<b>Number of Votes (%)<sup>Note</sup></b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	To consider and approve the proposed amendments to the articles of association of the Company.	99,011,385 (89.7104%)	11,356,392 (10.2896%)	0 (0.0000%)

*Note:* All percentages are rounded to four decimal places.

As more than two-thirds of the votes were cast in favour of Special Resolution No. 1, the resolution proposed at the H Shareholders' Class Meeting was duly passed by way of poll by the H Shareholders. The Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the H Shareholders' Class Meeting for the purpose of vote-taking. The representatives of the Shareholders and the Supervisor participated in the scrutiny of the poll results.

## Unlisted Foreign Shareholders' Class Meeting

As at the date of the Unlisted Foreign Shareholders' Class Meeting, the total number of issued Unlisted Foreign Shares was 7,713,678 Shares, which was the total number of Unlisted Foreign Shares entitling the Unlisted Foreign Shareholders to attend and vote on the proposed resolution at the Unlisted Foreign Shareholders' Class Meeting. Unlisted Foreign Shareholders (including proxies) representing 7,713,678 Unlisted Foreign Shares or 100% of the total issued Unlisted Foreign Shares attended the Unlisted Foreign Shareholders' Class Meeting.

The poll results of the resolution proposed at the Unlisted Foreign Shareholders' Class Meeting are as follows:

Special Resolution		Number of Votes (%) <sup>Note</sup>		
		For	Against	Abstain
1.	To consider and approve the proposed amendments to the articles of association of the Company.	7,713,678 (100.0000%)	0 (0.0000%)	0 (0.0000%)

*Note:* All percentages are rounded to four decimal places.

As more than two-thirds of the votes were cast in favour of Special Resolution No. 1, the resolution proposed at the Unlisted Foreign Shareholders' Class Meeting was duly passed by way of poll by the Unlisted Foreign Shareholders. The representative of the Shareholders and the Supervisor acted as the scrutineer at the Unlisted Foreign Shareholders' Class Meeting for the purpose of vote-taking.

As of the date of the EGM and the Class Meetings, there were (i) no H Shares repurchased and held by the Company in treasury ("**Treasury Shares**") (including any Treasury Shares held or deposited with the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited) and as such no voting rights of the Treasury Shares have been exercised at the EGM and Class Meetings; and (ii) no repurchased Shares and therefore no Shares are pending cancellation and should be excluded from the total number of issued Shares entitled to attend and vote on all the resolutions at the EGM and Class Meetings.

Save as disclosed above, to the best knowledge, information and belief of the Company: (i) there were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions proposed at the EGM and the Class Meetings as set out in Rule 13.40 of the Listing Rules; (ii) no Shareholder was required under the Listing Rules to abstain from voting on the resolutions proposed at the EGM and the Class Meetings; and (iii) no party has stated any intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the EGM and the Class Meetings.

All the Directors attended the EGM and the Class Meetings either in person or by electronic means.

## **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to the announcement of the Company dated January 2, 2025 and the Circular, in relation to, among other things, the proposed amendments to the Articles of Association. The proposal in relation to the amendments to the Articles of Association has been duly approved by Shareholders at the EGM and the Class Meetings by way of special resolutions.

By Order of the Board  
**Shanghai Bio-heart Biological Technology Co., Ltd.**  
**Philip Li WANG**  
*Chairman and executive Director*

Shanghai, the People's Republic of China, February 13, 2025

*As at the date of this announcement, the Board of the Company comprises Mr. Philip Li WANG as Chairman and executive Director, Mr. Yunqing WANG and Ms. Peili WANG as executive Directors, and Mr. Yiqing CHEN, Mr. Xubo LU and Mr. Yifei JIANG as independent non-executive Directors.*