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## **Cryofocus Medtech (Shanghai) Co., Ltd.**

### **康豐生物科技(上海)股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 6922)**

## **NOTICE OF THE AGM**

**NOTICE IS HEREBY GIVEN THAT** that the 2023 annual general meeting (the “**AGM**”) of Cryofocus Medtech (Shanghai) Co., Ltd. (the “**Company**”) will be held at 3rd Floor, Building 25, Lane 3399, Kangxin Road, Pudong New Area, Shanghai, the People's Republic of China (the “**PRC**”) at 10:30 on Friday, June 14, 2024, for the purpose of considering, and if thought fit, passing the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the work report of the board (the “**Board**”) of directors (each a “**Director**”) of the Company for 2023.
2. To consider and approve the work report of the board (the “**Board of Supervisors**”) of supervisors (each a “**Supervisor**”) of the Company for 2023.
3. To consider and approve the profit distribution plan 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 re-election of the Directors and shareholders' representative Supervisor:
  - (i) Mr. LI Kejian (李克儉) as an executive Director;
  - (ii) Mr. ZHU Jun (朱軍) as an executive Director;
  - (iii) Mr. LIU Wei (劉偉) as an executive Director;
  - (iv) Mr. LV Shiwen (呂世文) as a non-executive Director;

- (v) Mr. ZHAO Chunsheng (趙春生) as a non-executive Director;
  - (vi) Dr. GAO Dayong (高大勇) as an independent non-executive Director;
  - (vii) Mr. LIANG Hsien Tse Joseph (梁顯治) as an independent non-executive Director;
  - (viii) Dr. QIN Zheng (覃正) as an independent non-executive Director;
  - (ix) Dr. HU Henan (胡赫男) as an independent non-executive Director; and
  - (x) Mr. ZHU Haorong (朱浩榮) as a shareholders' representative Supervisor.
7. To authorize the Board to determine the remuneration of the Directors.
  8. To authorize the Board of Supervisors to determine the remuneration of the Supervisors.
  9. To consider and approve the re-appointment of Ernst & Young as the auditors of the Company for a term until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine its remuneration.
  10. To consider and approve the proposed changes in the use of proceeds from the global offering of the Company.

### **SPECIAL RESOLUTIONS**

11. To consider and approve the grant of a general mandate (the “**General Mandate**”) to the Board, 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, issue and/or otherwise deal with additional H Shares (as defined below) and additional Unlisted Shares (as defined below) in the share capital of the Company (“**Additional Shares**”) and/or make offers, agreements or options which might require the issue, allotment and/or dealing with of Additional Shares (such Additional Shares being subject to a maximum of 20% of total number of Shares (as defined below) in issue as at the date of the passing of this resolution), and to make or grant offers or agreements in respect of such Additional Shares:
  - i. the 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 20% of the total number of Shares in issue as 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 of the Company;

iii. the Board will exercise its power under the General Mandate only in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (as amended, supplemented or otherwise modified from time to time) and if all necessary filing procedures with the China Securities Regulatory Commission (中國證券監督管理委員會) and/or other relevant PRC government authorities are fulfilled within the time frame required under the relevant laws and regulations in the PRC (as amended from time to time);

iv. for the purposes of this resolution:

“**H Shares**” means the overseas listed foreign invested ordinary 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;

“**Relevant Period**” means the period from the passing of this resolution at the AGM 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;

“**Shares**” means ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares;

“**Unlisted Shares**” means the ordinary share(s) issued by the Company with a nominal value of RMB1.00 each and not listed on any stock exchange.

Subject to the Board issuing additional H Shares and/or Unlisted Shares pursuant to this resolution, the Board be authorized to:

- i. approve, execute and do or procure to be executed and done, all documents, deeds and things as it may consider necessary in connection with the issue of such new Shares (including but not limited to the time, price, quantity and place of issue, the filing of all necessary filings, registration and applications with or to relevant authorities in the PRC and/or Hong Kong (if applicable), the entering into of an underwriting agreement or any other agreement (if applicable));
- ii. determine the use of proceeds;

- iii. determine the registered capital and the number of Shares 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; and
  - iv. make corresponding amendments to the articles of association of the Company 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.
12. To consider and approve the proposed amendments to the articles of association of the Company.

By order of the Board  
**Cryofocus Medtech (Shanghai) Co., Ltd.**  
**Mr. LI Kejian**  
*Chairman of the Board*

Hong Kong, April 26, 2024

*As at the date of this notice, the Board comprises Mr. LI Kejian, Mr. ZHU Jun and Mr. LIU Wei as executive Directors, Mr. LV Shiwen and Mr. ZHAO Chunsheng as non-executive Directors, and Dr. GAO Dayong, Mr. LIANG Hsien Tse Joseph, Dr. QIN Zheng and Dr. HU Henan as independent non-executive Directors.*

*Notes:*

**1. Closure of register of members of H shares of the Company (“H Shares”) and ascertaining of eligibility for attending the AGM**

The register of members of H Shares will be closed from Wednesday, May 15, 2024 to Friday, June 14, 2024, both days inclusive, during which no transfer of H Shares will be registered, in order to determine the holders of the H Shares who are entitled to attend and vote at the AGM. To be eligible to attend and vote at the AGM, all properly completed transfer documents in respect of H Shares, accompanied by relevant share certificate(s), must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, May 14, 2024 for registration.

**2. Proxy**

- (1) Each shareholder of the Company 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/her behalf. A proxy needs 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/her attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.

- (3) To be valid, the proxy form and notarized power of attorney or other document of authorization (if any) must be delivered to the Company's H share 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 registered office at Building 15, Lane 3399, Kangxin Road, Pudong New Area, Shanghai, PRC (in case of holders of Unlisted Shares) not less than 24 hours before the time appointed for the AGM (i.e. no later than 10:30 a.m. on Thursday, June 13, 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude the shareholders of the Company from attending and vote at the meeting should they so wish.
- (4) All voting at the AGM shall be taken by way of poll.

### **3. Registration procedures for attending the AGM**

- (1) Shareholders of the Company whose names appear on the register of members of the Company on Friday, June 14, 2024 will be entitled to attend and vote at the AGM or any adjournment thereof.
- (2) A shareholder or his/her proxy should present proof of identity when attending the AGM. If a shareholder is a legal person, its legal representative or other person authorized by the board or other governing body of such shareholder may attend the AGM by providing a copy of the resolution of the board or other governing body of such shareholder appointing such person to attend the AGM.
- (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 not 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 registered office is:

Building 15  
Lane 3399, Kangxin Road  
Pudong New Area  
Shanghai  
PRC

Telephone: +86 21 209 77850

Email: IR@cryofocus.com

- (4) References to times and dates in this notice are to Hong Kong local times and dates.

**6. Arrangements for bad weather**

If a Typhoon Signal No. 8 or above is hoisted, or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the AGM, which requires the date of the AGM to be changed, the AGM will be automatically postponed or adjourned. The Company will post an announcement on the Company's website ([www.cryofocus.com](http://www.cryofocus.com)) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.