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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in **Shanghai MicroPort MedBot (Group) Co., Ltd.**, you should at once hand this circular, together with the accompanying proxy form, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**Shanghai MicroPort MedBot (Group) Co., Ltd.**

**上海微创医疗机器人(集团)股份有限公司**

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

**(Stock Code: 2252)**

**(1) PROPOSED APPOINTMENT OF DIRECTORS;  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
THE RULES OF PROCEDURE  
FOR THE GENERAL MEETING OF SHAREHOLDERS;  
AND  
(3) NOTICE OF THE EGM**

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Capitalised terms used on this cover shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise.

Notice convening the EGM to be held at 10:00 a.m. on Tuesday, 25 November 2025 at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC are set out on pages 18 to 20 of this circular. Proxy form for use at the EGM is also enclosed in this circular. Such proxy form is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company ([www.medbotsurgical.com](http://www.medbotsurgical.com)), respectively.

Shareholders who intend to appoint a proxy to attend the EGM shall complete the proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, 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 in the PRC at Room 101, Area B, Building 1, 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (for holders of Domestic Shares) as soon as possible but in any event not less than 24 hours before the time appointed for holding the EGM (i.e. not later than 10:00 a.m. on Monday, 24 November 2025) or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM if you so wish and in such event the proxy form shall be deemed to be revoked.

5 November 2025

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors of the Company
“China” or the “PRC”	the People’s Republic of China, but for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Shanghai MicroPort MedBot (Group) Co., Ltd. (上海微创医疗机器人(集团)股份有限公司), a joint stock company incorporated in the People’s Republic of China with limited liability, the H Shares of which are listed on the main board of the Stock Exchange (Stock Code: 02252)
“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 for in RMB
“EGM”	the extraordinary general meeting of the Company to be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Tuesday, 25 November 2025 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the extraordinary general meeting which is set out on pages 18 to 20 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“H Share(s)”	the overseas listed foreign share(s) in the 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 main board of the Stock Exchange and such Domestic Share(s) converted into H Share(s) upon the Domestic Share(s) been approved for full circulation under the full circulation scheme
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC Company Law”	Company Law of the People’s Republic of China (《中華人民共和國公司法》), which was promulgated by the Standing Committee of the National People’s Congress in December 1993 and further amended in December 1999, August 2004, October 2005, December 2013, October 2018 and December 2023, respectively
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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**Shanghai MicroPort MedBot (Group) Co., Ltd.**

**上海微创医疗机器人(集团)股份有限公司**

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

**(Stock Code: 2252)**

*Executive Directors:*

Dr. He Chao  
Mr. Liu Yu  
Ms. Fang Cong

*Non-executive Directors:*

Mr. Sun Hongbin (*Chairman*)  
Mr. Chen Chen

*Independent non-executive Directors:*

Dr. Li Minghua  
Mr. Yao Haisong  
Mr. Chung Wai Man

*Registered office, headquarters and  
principal place of business in the PRC:*

Room 101, Area B, Building 1  
1601 Zhangdong Road  
China (Shanghai) Pilot Free Trade Zone  
Shanghai  
PRC

*Principal place of business in Hong Kong:*

Room 1922, 19/F  
Lee Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

5 November 2025

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED APPOINTMENT OF DIRECTORS;  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
THE RULES OF PROCEDURE  
FOR THE GENERAL MEETING OF SHAREHOLDERS;  
AND  
(3) NOTICE OF THE EGM**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 5 November 2025 in relation to the proposed appointment of Dr. Chang Zhaohua, Mr. Hiroshi Shirafuji, Mr. Norihiro Ashida and Ms. Liang Min as non-executive Directors, and the proposed appointment of Mr. Jonathan H. Chou and Dr. Guoen Liu as independent non-executive Directors. Reference is also made to the announcement of the Company dated 5 November 2025 in relation to the proposed amendments to the Articles of Association and the Rules of Procedure for the General Meeting of Shareholders.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with the notice of the EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

### PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS

The Board, with the recommendation of the nomination committee of the Company, has resolved to nominate Dr. Chang Zhaohua (the “**Dr. Chang**”), Mr. Hiroshi Shirafuji (“**Mr. Shirafuji**”), Mr. Norihiro Ashida (“**Mr. Ashida**”) and Ms. Liang Min (“**Ms. Liang**”) as candidates for non-executive Directors, subject to the approval by the Shareholders by way of ordinary resolutions at the EGM.

The biographical details of Dr. Chang, Mr. Shirafuji, Mr. Ashida and Ms. Liang are set out as follows:

#### **Dr. Chang Zhaohua (常兆華)**

Dr. Chang Zhaohua, aged 62. Dr. Chang has over 34 years’ experience in the medical device industry, and currently serves as the chairman, executive director and chief executive officer of MicroPort Scientific Corporation (“**MPSC**”) (a controlling shareholder of the Company and a company listed on the Stock Exchange, stock code: 00853), the chairman of the board and the non-executive director of MicroPort NeuroScientific Corporation (a company listed on the Stock Exchange, stock code: 02172) and a professor at School of Medical Device, University of Shanghai for Science and Technology. Before establishing Shanghai MicroPort Medical (Group) Co., Ltd. (上海微創醫療器械(集團)有限公司) in 1998, from 1996 to 1997, Dr. Chang served as vice president of R&D at Endocare Inc., a NASDAQ listed medical device company based in California, U.S.. From 1990 to 1995, Dr. Chang served as senior engineer, chief scientist, director of R&D and vice president of engineering at Cryomedical Sciences Inc., a public medical device company in Maryland U.S..

Dr. Chang received his bachelor’s degree in refrigeration engineering in 1983 and master’s degree in cryogenic engineering in 1985, both from University of Shanghai for Science and Technology and received his doctoral degree in biological science from State University of New York (Binghamton) in 1992. Dr. Chang has published extensively in biomedical fields and holds several dozens of patents in the United States and in China.

Dr. Chang is interested in 49,047,671 underlying shares of MPSC by virtue of the share options granted to him under the share scheme(s) of MPSC. Dr. Chang is also interested in 6,000,000 underlying shares by virtue of the share options granted to him under the share scheme of MicroPort CardioFlow Medtech Corporation.

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## LETTER FROM THE BOARD

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Save as disclosed above, (i) Dr. Chang does not hold any other positions with the Company and/or its subsidiaries; (ii) Dr. Chang does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) Dr. Chang does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) Dr. Chang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the date of this circular, there are no other matters relating to the proposed appointment of Dr. Chang that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment of Dr. Chang that need to be brought to the attention of the Shareholders.

### **Mr. Hiroshi Shirafuji (白藤泰司)**

Mr. Hiroshi Shirafuji, aged 81. Mr. Shirafuji served as a non-executive director of MPSC from November 2006 to June 2020 and from June 2023 to September 2025, and currently serves as the advisor of MPSC. Mr. Shirafuji was an executive director of Otsuka Medical Devices Co., Ltd. (“**OMD**”) from January 2017 to March 2017. From February 2011 to January 2017, he served as the president and representative director of OMD. Prior to joining OMD in February 2011, he was an executive director responsible for pharmaceuticals marketing at Otsuka Pharmaceutical Co., Ltd. (“**Otsuka Pharmaceutical**”) from 1997 to 1998. Mr. Shirafuji joined Otsuka Pharmaceutical in 1967.

Mr. Shirafuji received his bachelor’s degree in economics from Doshisha University in Kyoto in 1967.

Save as disclosed above, (i) Mr. Shirafuji does not hold any other positions with the Company and/or its subsidiaries; (ii) Mr. Shirafuji does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) Mr. Shirafuji does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) Mr. Shirafuji does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the date of this circular, there are no other matters relating to the proposed appointment of Mr. Shirafuji that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment of Mr. Shirafuji that need to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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### **Mr. Norihiro Ashida (蘆田典裕)**

Mr. Norihiro Ashida, aged 70. Mr. Ashida served a non-executive director of MPSC from November 2006 to September 2025, and currently serves as the advisor of MPSC. Mr. Ashida was appointed as audit and supervisory board member of Cuorips Inc. (a company listed on the Tokyo Stock Exchange, stock code: 4894) with effect from 1 July 2024. Mr. Ashida has served as a director of J-Pharma Co., Ltd. since June 2021. From February 2011 to June 2022, Mr. Ashida successively served as a director and advisor of OMD, a subsidiary of Otsuka Holdings Co., Ltd. (“**Otsuka Holdings**”). Mr. Ashida was an executive operating officer of Otsuka Holdings and the director of its business development and planning department until 2015. Before joining Otsuka Pharmaceutical in April 2003, he was a general manager of Mizuho Corporate Bank Ltd. from 2002 to 2003. From 1999 to 2002, Mr. Ashida was a general manager of the Industrial Bank of Japan (“**IBJ**”), where he headed the credit department for western Japan. From 1995 to 1999, Mr. Ashida served as vice president responsible for business development at 3iBJ Ltd., a venture capital firm formed by 3i Group plc and IBJ. From 1989 to 1995, Mr. Ashida was a senior vice president of IBJ (Canada). He joined IBJ in 1977 in its Tokyo branch.

Mr. Ashida received his bachelor’s degree in economics from the University of Tokyo in 1977.

Save as disclosed above, (i) Mr. Ashida does not hold any other positions with the Company and/or its subsidiaries; (ii) Mr. Ashida does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) Mr. Ashida does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) Mr. Ashida does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the date of this circular, there are no other matters relating to the proposed appointment of Mr. Ashida that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment of Mr. Ashida that need to be brought to the attention of the Shareholders.

### **Ms. Liang Min (梁敏)**

Ms. Liang Min, aged 39. Ms. Liang joined MicroPort Sinica Co., Ltd. in April 2021 and is currently the business director of its overseas business department. Since November 2023, Ms. Liang serves as the chairwoman of the board of supervisors of Shanghai MicroPort Endovascular MedTech (Group) Co., Ltd. (上海微創心脈醫療科技(集團)股份有限公司 (a company listed on the Shanghai Stock Exchange, stock code: 688016). Prior to that, Ms. Liang was a marketing manager



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## LETTER FROM THE BOARD

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of Abbott Laboratories Trading (Shanghai) Co., Ltd. (雅培醫療器械貿易(上海)有限公司) from April 2011 to April 2021, and a senior sales representative of Johnson & Johnson Medical (China) Ltd. (強生(中國)醫療器材有限公司) from July 2008 to March 2011.

Ms. Liang holds a bachelor's degree from Department of Chemistry, Fudan University and a master's degree in global executive master of business administration (Global EMBA) from China Europe International Business School.

Save as disclosed above, (i) Ms. Liang does not hold any other positions with the Company and/or its subsidiaries; (ii) Ms. Liang does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) Ms. Liang does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) Ms. Liang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the date of this circular, there are no other matters relating to the proposed appointment of Ms. Liang that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment of Ms. Liang that need to be brought to the attention of the Shareholders.

Upon the proposed appointments of Dr. Chang, Mr. Shirafuji, Mr. Ashida and Ms. Liang being approved by the Shareholders, they will enter into letters of appointment with the Company for a term not more than three years commencing from the date of being elected at the EGM until the expiry of the term of the second session of the Board. Mr. Shirafuji and Mr. Ashida will be entitled to receive director's fees of RMB120,000 (or equivalent foreign currency) per annum, respectively, which was determined by the remuneration and appraisal committee of the Company with reference to their positions and responsibilities within the Company and market benchmarks. Dr. Chang and Ms. Liang will not receive any director's fees from the Company during their tenures.

To ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business and corporate governance, the Board has adopted the nomination policy of the Company, setting out the criteria for nomination and appointment of directors, as well as nomination process.

The nomination committee under the Board, when proposing to elect Dr. Chang, Mr. Shirafuji, Mr. Ashida and Ms. Liang as non-executive Directors, has been following the Company's nomination policy, which has been set out in the annual report and the website of the Company.

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## LETTER FROM THE BOARD

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The Board is of the view that Dr. Chang, Mr. Shirafuji, Mr. Ashida and Ms. Liang have appropriate professional qualifications and extensive knowledge and experience in medical device industry, biomedicine industry, finance and banking, international market commercial management and other aspects, and their track records, experience and professional strengths can provide the Board with valuable views and can improve the diversity of the Board composition and satisfy the balance of expertise, skills and experience to corporate governance requirements and ongoing development of the Group. The Board values the importance of gender diversity in the membership of the Board and pledges to ensure a strong female representation at Board level. Following the appointment of Ms. Liang taking effect, subject to the approval of the Shareholders at the EGM, the Board will continue to maintain gender diversity and thus will continue to comply with the requirement under Rule 13.92 of the Listing Rules.

### PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board has resolved to nominate Mr. Jonathan H. Chou (“**Mr. Chou**”) and Dr. Guoen Liu (“**Dr. Liu**”) as candidates for independent non-executive Directors, subject to the approval by the Shareholders by way of ordinary resolutions at the EGM.

The biographical details of Mr. Chou and Dr. Liu are set out as follows:

#### **Mr. Jonathan H. Chou (周嘉鴻)**

Mr. Jonathan H. Chou, aged 61. Mr. Chou was appointed as an independent non-executive director of MPSC on 3 September 2010. He is a seasoned finance executive and advisor with over 30 years of international experience across the semiconductor, electronics and industrial sectors. Mr. Chou was most recently the chief financial officer of UTAC Holdings Ltd., a global semiconductor assembly and test services provider, where he also oversaw the group’s information technology and human resources functions.

Prior to that, he served as chief financial officer of Kulicke & Soffa Industries, Inc. (Nasdaq: KLIC), a leading provider of semiconductor packaging and electronic assembly solutions, and concurrently held the position of interim chief executive officer from 2015 to 2016. During his tenure, he was also responsible for the company’s global IT and facilities operations. Earlier in his career, he held senior finance leadership roles with multinational corporations including Honeywell, Tyco ADT, Lucent Technologies Bell Labs, and Public Service Enterprise Group.

Mr. Chou currently serves as an independent non-executive director of MicroPort CardioFlow Medtech Corporation (a company listed on the Stock Exchange, stock code: 02160). He is also chairman of the board of the Emerging Markets Investors Alliance, a not-for-profit organization

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## LETTER FROM THE BOARD

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promoting sustainable governance among institutional investors, and advises several private-equity-backed companies including AddVita Pte. Ltd., an Asian healthcare distribution platform backed by SeaTown (a Temasek-linked fund).

Mr. Chou holds a MBA from Duke University's Fuqua School of Business and a B.A. in Economics from the University at Buffalo. He has served since 2013 on the East Asia Regional Advisory Board of Duke University's Fuqua School of Business.

Mr. Jonathan H. Chou is interested in (i) 161,290 underlying shares of MPSC by virtue of the share options granted to him under the share scheme(s) of MPSC and (ii) 6,300 shares of MPSC. Mr. Chou is also interested in 449,683 underlying shares by virtue of the share options granted to him under the share scheme of MicroPort CardioFlow Medtech Corporation.

Save as disclosed above, (i) Mr. Chou does not hold any other positions with the Company and/or its subsidiaries; (ii) Mr. Chou does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) Mr. Chou does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) Mr. Chou does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the date of this circular, there are no other matters relating to the proposed appointment of Mr. Chou that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment of Mr. Chou that need to be brought to the attention of the Shareholders.

### **Dr. Guoen Liu (劉國恩)**

Dr. Guoen Liu, aged 68. Dr. Liu was appointed as an independent non-executive director of MPSC on 3 September 2010. Dr. Liu is a noted scholar in the fields of health and development economics, health reform and pharmaceutical economics. Dr. Liu currently serves as Dean of Peking University Institute for Global Health and Development, MOE Yangtze River Scholar distinguished professor of economics at the Peking University National School of Development. From 2000 to 2006, Dr. Liu served as a tenured associate professor of University of North Carolina at Chapel Hill. From 1994 to 2000, Dr. Liu was assistant professor of University of Southern California. Dr. Liu also serves as editor or associate editor in various domestic and international academic journals in the field of health economics and pharmaceutical economics. From February 2021 to July 2024, Dr. Liu was an independent director of SciClone Pharmaceuticals (Holdings) Limited (賽生藥業控股有限公司, a company listed on the Stock

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## LETTER FROM THE BOARD

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Exchange, stock code: 06600, and the listing of its shares was withdrawn with effect from 5 July 2024). Dr. Liu is currently an independent director of Yunnan Baiyao Group Co., Ltd. (雲南白藥集團股份有限公司, a company listed on Shenzhen Stock Exchange, stock code: 000538).

Dr. Liu received his bachelor's degree in mathematics from Southwest Minzu University in 1981, his master's degree in statistics from Southwestern University of Finance and Economics in 1985, his Ph.D. in economics from the City University of New York Graduate Center in 1991, and completed postdoctoral studies in health economics from Harvard University in 1994.

Dr. Guoen Liu is interested in 161,290 underlying shares of MPSC by virtue of the share options granted to him under the share scheme(s) of MPSC.

Save as disclosed above, (i) Dr. Liu does not hold any other positions with the Company and/or its subsidiaries; (ii) Dr. Liu does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) Dr. Liu does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) Dr. Liu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the date of this circular, there are no other matters relating to the proposed appointment of Dr. Liu that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment of Dr. Liu that need to be brought to the attention of the Shareholders.

Upon the proposed appointments of Mr. Chou and Dr. Liu being approved by the Shareholders, they will enter into letters of appointment with the Company for a term not more than three years commencing from the date of being elected at the EGM until the expiry of the term of the second session of the Board. Mr. Chou and Dr. Liu will be entitled to receive director's fees of RMB120,000 (or equivalent foreign currency) per annum, respectively, which was determined by the remuneration and appraisal committee of the Company with reference to their positions and responsibilities within the Company and market benchmarks.

To ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business and corporate governance, the Board has adopted the nomination policy of the Company, setting out the criteria for nomination and appointment of directors, as well as nomination process.

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## LETTER FROM THE BOARD

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The nomination committee under the Board, when proposing to elect Mr. Chou and Dr. Liu as independent non-executive Directors, has been following the Company's nomination policy, which has been set out in the annual report and the website of the Company.

The Board is of the view that Mr. Chou and Dr. Liu have appropriate professional qualifications and extensive knowledge and experience in financial management, health, development economics and other aspects, and their track records, experience and professional strengths can provide the Board with valuable views and can improve the diversity of the Board composition and satisfy the balance of expertise, skills and experience to corporate governance requirements and ongoing development of the Group. After reviewing the biographical of Mr. Chou and Dr. Liu and evaluating the independence criteria set out in Rule 3.13 of the Listing Rules, the Board is satisfied with their independence as candidates for independent non-executive Directors.

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURE FOR THE GENERAL MEETING OF SHAREHOLDERS**

#### **Proposed Amendments to the Articles of Association**

In view of the above changes in Directors, the Board proposed that the number of Board seats specified in the Articles of Association be increased from 8 to 11, and making other consequential, tidy-up and housekeeping amendments (the **"Proposed Amendments to the Articles of Association"**) to optimise the composition of the Board.

The Proposed Amendments to the Articles of Association are set out in the Appendix to this circular. According to the Articles of Association and the relevant laws and regulations, the Proposed Amendments to the Articles of Association will take effect subject to the approval of the Shareholders at the EGM by way of a special resolution. The Articles of Association are written in Chinese with no official English version. Any English translation is for reference only. In case of any inconsistency, the Chinese version shall prevail.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the Proposed Amendments to the Articles of Association comply with the requirements of the Listing Rules and the applicable laws of the PRC. The Company also confirms that there is nothing unusual about the Proposed Amendments to the Articles of Association for a company incorporated in the PRC and listed on the Stock Exchange. Save for the Proposed Amendments to the Articles of Association, the other articles in the existing Articles of Association will remain unchanged.

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## LETTER FROM THE BOARD

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### **Proposed Amendments to the Rules of Procedure for the General Meeting of Shareholders**

In view of the Proposed Amendments to the Articles of Association, the Board proposed to amend the Rules of Procedure for the General Meeting of Shareholders accordingly. Details of the proposed amendments to the Rules of Procedure for the General Meeting of Shareholders are set out in the Appendix to this circular. As the proposed amendments to the Rules of Procedure for the General Meeting of Shareholders are minor consequential amendments, they will be bundled as a single resolution with the Proposed Amendments to the Articles of Association for the Shareholders' approval and such amendments are subject to the approval of the Shareholders by way of a special resolution at the EGM.

The Board has the right to make corresponding adjustments to the Rules of Procedure for the General Meeting of Shareholders in accordance with the final Proposed Amendments to the Articles of Association adopted by the Company. The Rules of Procedure for the General Meeting of Shareholders are prepared in Chinese and there is no official English version. Any English translation is for reference only. If there is any inconsistency between the Chinese and English versions, the Chinese version shall prevail.

### **THE EGM**

The notice of the EGM is set out on pages 18 to 20 of this circular.

For determining the eligibility of the holders of the H Shares to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 20 November 2025 to Tuesday, 25 November 2025, both days inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer of H Shares documents, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's 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, for registration not later than 4:30 p.m. on Wednesday, 19 November 2025.

### **PROXY ARRANGEMENT**

The proxy form for use at the EGM is enclosed with this circular. Such proxy form is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company ([www.medbotsurgical.com](http://www.medbotsurgical.com)). Whether or not you intend to attend the EGM, you are required to complete and sign the proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, 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 1601 Zhangdong Road, China

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## LETTER FROM THE BOARD

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(Shanghai) Pilot Free Trade Zone, not less than 24 hours before the time fixed for the holding of the EGM or any adjournment thereof (i.e. 10:00 a.m. on Monday, 24 November 2025). Completion and delivery of the proxy form shall not preclude you from attending and voting in person at the EGM if you so wish and in such event the proxy form shall be deemed to be revoked.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the EGM, 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. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors consider that all the proposed resolutions are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

By order of the Board  
**Shanghai MicroPort MedBot (Group) Co., Ltd.**  
**Mr. Sun Hongbin**  
*Chairman*

<b>APPENDIX</b>	<b>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURE FOR THE GENERAL MEETING OF SHAREHOLDERS</b>
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**COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Before proposed amendments	After proposed amendments
<p>Article 6.</p> <p>The registered capital of the Company will be RMB958,593,831 Yuan.</p>	<p>Article 6.</p> <p>The registered capital of the Company will be RMB958,593,831<u>1,031,330,331</u>Yuan.</p>
<p>Article 20.</p> <p>Upon completion of the initial public offering of its overseas-listed foreign shares, the share capital of the Company is comprised of 958,593,831 ordinary shares, including 951,994,288 overseas-listed foreign shares (including 910,364,288 overseas-listed foreign shares converted from unlisted domestic shares) and 6,599,543 domestic shares.</p>	<p>Article 20.</p> <p><del>Upon completion of the initial public offering of its overseas-listed foreign shares, t</del><u>The share capital of the Company is comprised of 958,593,831</u><del>1,031,330,331</del> ordinary shares, including <del>951,994,288</del><u>1,024,730,788</u> overseas-listed foreign shares <del>(including 910,364,288 overseas-listed foreign shares converted from unlisted domestic shares)</del> and 6,599,543 domestic shares.</p>
<p>Article 71.</p> <p>All directors, supervisors and secretary to the Board of Directors of the Company shall attend the general meeting, and the general manager and other senior management shall attend the general meeting as non-voting participants when the general meeting is convened. The directors, supervisors and senior management shall make replies or explanations in respect of enquiries of shareholders at the general meeting.</p>	<p>Article 71.</p> <p><del>Where a general meeting requires A</del><u>Where a general meeting requires</u> <del>all directors, supervisors and secretary to the Board of Directors of the Company shall attend the general meeting, and the general manager and other senior management to attend the meeting as non-voting delegates, shall attend the general meeting as non-voting participants when the general meeting is convened. T</del><u>he directors, supervisors and senior management shall do so and accept enquiries from shareholders make replies or explanations in respect of enquiries of shareholders at the general meeting.</u></p>
<p>Article 84.</p> <p>The Company has established a Board of Directors, which is accountable to the general meeting. The Board of Directors shall comprise eight directors. The Board of Directors shall have one chairman.</p> <p>The chairman of the Board of Directors shall be elected or removed by more than one half of all directors, and shall hold office for a term of three years, who is then eligible to offer himself or herself for re-election and re-appointment.</p>	<p>Article 84.</p> <p>The Company has established a Board of Directors, which is accountable to the general meeting. The Board of Directors shall comprise <del>eight</del> <u>eleven</u> directors. The Board of Directors shall have one chairman.</p> <p>The chairman of the Board of Directors shall be elected or removed by more than one half of all directors, and shall hold office for a term of three years, who is then eligible to offer himself or herself for re-election and re-appointment.</p>



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**APPENDIX                                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND  
THE RULES OF PROCEDURE FOR THE GENERAL MEETING OF SHAREHOLDERS**

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**COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE  
GENERAL MEETING OF SHAREHOLDERS**

<b>Before proposed amendments</b>	<b>After proposed amendments</b>
<p>Article 3.</p> <p>The general meeting shall exercise its authority within the scope stipulated in the Company Law and the Articles of Association.</p>	<p>Article 3.</p> <p>The general meeting shall exercise its authority within the scope stipulated in the Company Law and the Articles of Association. <u>The term “general meeting” as used in these Rules of Procedure shall have the same meaning as the term “shareholders’ general meeting” of joint-stock limited companies as defined in the Company Law.</u></p>
<p>Article 22.</p> <p>When the Company convenes the general meeting, all directors, supervisors and the Secretary to the Board of Directors shall attend the meeting, and the general manager and other senior management members shall attend the meeting, other than circumstances that they are unable to attend due to objective reasons.</p>	<p>Article 22.</p> <p><del>When the Company convenes the general meeting, all directors, supervisors and the Secretary to the Board of Directors shall attend the meeting, and the general manager and other senior management members shall attend the meeting, other than circumstances that they are unable to attend due to objective reasons.</del> Where a general meeting requires directors, supervisors and senior management to attend the meeting as non-voting delegates, the directors, supervisors and senior management shall do so and accept enquiries from shareholders.</p>

<b>APPENDIX</b>	<b>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURE FOR THE GENERAL MEETING OF SHAREHOLDERS</b>
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Before proposed amendments	After proposed amendments
<p>Article 35.</p> <p>The following matters shall be approved by special resolutions at a general meeting:</p> <p>(1) Increase or reduction of the registered capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(2) Issuance of debentures of the Company;</p> <p>(3) Division, merger, dissolution, liquidation or change of corporate form of the Company;</p> <p>(4) Amendments to the Articles of Association;</p> <p>(5) Purchase or disposal of material assets or provision of guarantee to others by the Company within a year of a value exceeding 30% of the Company's total assets;</p> <p>(6) Share incentive plans;</p> <p>(7) Any other matters prescribed by the laws and regulations of the PRC or the Articles of Association, and those matters approved by ordinary resolution at a general meeting as having a material impact on the Company and are required to be approved by a special resolution;</p> <p>(8) Any other matters required by the regulatory rules of the place where the Company's shares are listed to be approved by special resolution.</p> <p>All directors, supervisors and secretary to the Board of Directors of the Company shall attend the general meeting, and the general manager and other senior management shall attend the general meeting as non-voting participants when the general meeting is convened. The directors, supervisors and senior management shall make replies or explanations in respect of enquiries of shareholders at the general meeting.</p>	<p>Article 35.</p> <p>The following matters shall be approved by special resolutions at a general meeting:</p> <p>(1) Increase or reduction of the registered capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(2) Issuance of debentures of the Company;</p> <p>(3) Division, merger, dissolution, liquidation or change of corporate form of the Company;</p> <p>(4) Amendments to the Articles of Association;</p> <p>(5) Purchase or disposal of material assets or provision of guarantee to others by the Company within a year of a value exceeding 30% of the Company's total assets;</p> <p>(6) Share incentive plans;</p> <p>(7) Any other matters prescribed by the laws and regulations of the PRC or the Articles of Association, and those matters approved by ordinary resolution at a general meeting as having a material impact on the Company and are required to be approved by a special resolution;</p> <p>(8) Any other matters required by the regulatory rules of the place where the Company's shares are listed to be approved by special resolution.</p> <p><del>All directors, supervisors and secretary to the Board of Directors of the Company shall attend the general meeting, and the general manager and other senior management shall attend the general meeting as non-voting participants when the general meeting is convened. The directors, supervisors and senior management shall make replies or explanations in respect of enquiries of shareholders at the general meeting.</del></p>

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**APPENDIX                                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND  
THE RULES OF PROCEDURE FOR THE GENERAL MEETING OF SHAREHOLDERS**

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<b>Before proposed amendments</b>	<b>After proposed amendments</b>
<p>Article 57.</p> <p>Unless otherwise provided by the laws and regulations of the PRC or the Articles of Association, these Rules of Procedure shall be submitted by the Board of Directors to the general meeting for deliberation and approval, which shall come into effective and be implemented from 1 July 2024. From the effective date of these Rules of Procedure, the Company's current effective rules of procedure for the general meeting will automatically become invalid.</p>	<p>Article 57.</p> <p>Unless otherwise provided by the laws and regulations of the PRC or the Articles of Association, these Rules of Procedure shall come into effective and be implemented on the date on which it is <u>be</u> submitted by the Board of Directors to the general meeting for deliberation and approval, <del>which shall come into effective and be implemented from 1 July 2024.</del> From the effective date of these Rules of Procedure, the Company's current effective rules of procedure for the general meeting will automatically become invalid.</p>

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## NOTICE OF THE EGM

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**Shanghai MicroPort MedBot (Group) Co., Ltd.**

**上海微创医疗机器人(集团)股份有限公司**

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

**(Stock Code: 2252)**

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING TO BE CONVENED AND HELD ON TUESDAY, 25 NOVEMBER 2025**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of Shanghai MicroPort MedBot (Group) Co., Ltd. (the “**Company**”) will be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Tuesday, 25 November 2025 at 10:00 a.m. for the following purpose. Unless the content otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 5 November 2025 (the “**Circular**”):

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the appointment of Dr. Chang Zhaohua as a non-executive director of the Company, and to authorise the Board to fix his remuneration.
2. To consider and approve the appointment of Mr. Hiroshi Shirafuji as a non-executive director of the Company, and to authorise the Board to fix his remuneration.
3. To consider and approve the appointment of Mr. Norihiro Ashida as a non-executive director of the Company, and to authorise the Board to fix his remuneration.
4. To consider and approve the appointment of Ms. Liang Min as a non-executive director of the Company, and to authorise the Board to fix her remuneration.
5. To consider and approve the appointment of Mr. Jonathan H. Chou as an independent non-executive director of the Company, and to authorise the Board to fix his remuneration.

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## NOTICE OF THE EGM

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6. To consider and approve the appointment of Dr. Guoen Liu as an independent non-executive director of the Company, and to authorise the Board to fix his remuneration.

### SPECIAL RESOLUTION

7. To consider and approve the proposed amendments to the Articles of Association of the Company and the Rules of Procedure for the General Meeting of Shareholders, that:
  - (a) the proposed amendments to the Articles of Association of the Company and the Rules of Procedure for the General Meeting of Shareholders (details of which are set out in “Appendix — Proposed Amendments to the Articles of Association and the Rules of Procedure for the General Meeting of Shareholders” in the Circular of the Company dated 5 November 2025), be and are hereby approved and confirmed; and
  - (b) any one or more Directors, the secretary of the Board and their authorised persons be and are hereby authorised to handle all necessary applications, submissions, registrations and filings and other related matters (including revisions to wordings as requested by the relevant regulatory authorities in the PRC) in connection with the proposed amendments to the Articles of Association of the Company and the Rules of Procedure for the General Meeting of Shareholders and any of the foregoing.

By order of the Board  
**Shanghai MicroPort MedBot (Group) Co., Ltd.**  
**Mr. Sun Hongbin**  
*Chairman*

Shanghai, China, 5 November 2025

*Notes:*

1. For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 20 November 2025 to Tuesday, 25 November 2025, both dates inclusive, during which period no transfer of H Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s 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 for registration not later than 4:30 p.m. on Wednesday, 19 November 2025.
2. A shareholder entitled to attend and vote at the above EGM is entitled to appoint one or, if he/she/it is the holder of two or more shares, more proxies to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company.
3. In the case of joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto. However, if more than one of such joint holders be present at the EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person

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## NOTICE OF THE EGM

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or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

4. In order to be valid, the proxy form must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorised, and must be deposited with the Hong Kong share registrar and transfer office of the Company, 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 in the PRC at Room 101, Area B, Building 1, 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (for holders of domestic shares) (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 24 hours before the time fixed for holding of the EGM (i.e. not later than 10:00 a.m. on Monday, 24 November 2025). The completion and delivery of the proxy form shall not preclude the Shareholders from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish and in such event, the proxy form shall be deemed to be revoked.
5. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company.
6. Shareholders attending the EGM in person or by proxy shall bear their own travelling and accommodation expenses, and shall produce their identity documents.
7. References to dates and time in this notice are to Hong Kong dates and time. The English text of this notice shall prevail over the Chinese text for the purpose of interpretation.

*As at the date of this notice, the executive Directors are Dr. He Chao, Mr. Liu Yu and Ms. Fang Cong, the non-executive Directors are Mr. Sun Hongbin and Mr. Chen Chen, and the independent non-executive Directors are Dr. Li Minghua, Mr. Yao Haisong and Mr. Chung Wai Man.*