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# THIS DOCUMENT 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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in Venus Medtech (Hangzhou) Inc., you should at once hand this circular and the accompanying proxy form(s) to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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杭州启明醫療器械股份有限公司

**Venus Medtech (Hangzhou) Inc.**

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

**(Stock Code: 2500)**

- (1) 2020 ANNUAL REPORT**
- (2) WORK REPORT OF THE BOARD FOR 2020**
- (3) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2020**
- (4) PROFIT DISTRIBUTION PLAN FOR 2020**
- (5) RE-APPOINTMENT OF AUDITORS FOR 2021 AND  
THEIR REMUNERATION FOR 2020**
- (6) GENERAL MANDATE TO ISSUE SHARES**
- (7) GENERAL MANDATE TO REPURCHASE H SHARES**
- (8) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (9) WORK REPORT OF THE INDEPENDENT DIRECTORS FOR 2020**
- (10) NOTICE OF 2020 ANNUAL GENERAL MEETING**
- (11) NOTICE OF 2021 FIRST CLASS MEETING OF HOLDERS OF H SHARES  
AND**
- (12) NOTICE OF 2021 FIRST CLASS MEETING OF  
HOLDERS OF UNLISTED FOREIGN SHARES**

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The Company will convene an annual general meeting at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 10:00 a.m. on Friday, May 21, 2021 and Class Meetings immediately after conclusion of the annual general meeting, notices of which are set out on pages 38 to 39, pages 40 to 41 and pages 42 to 43 of this circular. The proxy form for use at the annual general meeting and the class meetings are enclosed herein, which were also published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the annual general meeting by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the annual general meeting or any adjournment thereof (as the case may be) (which is 10:00 a.m. on Thursday, May 20, 2021 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof if you so wish.

If you intend to attend the 2021 first class meeting of holders of H shares by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the 2021 first class meeting of holders of H shares or any adjournment thereof (as the case may be) (which is 11:00 a.m. on Thursday, May 20, 2021 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2021 first class meeting of holders of H Shares or any adjournment thereof if you so wish.

If you intend to attend the 2021 first class meeting of holders of Unlisted Foreign Shares by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the first class meeting of holders of Unlisted Foreign Shares or any adjournment thereof (as the case may be) (which is 11:30 a.m. on Thursday, May 20, 2021 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2021 first class meeting of holders of Unlisted Foreign Shares or any adjournment thereof if you so wish.

April 21, 2021

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## DEFINITIONS

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

“AGM”	the 2020 annual general meeting of the Company will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 10:00 a.m. on Friday, May 21, 2021
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the Board of the Company
“Class Meetings”	the 2021 first class meeting of holders of H Shares proposed to be held immediately after the conclusion of the AGM and the 2021 first class meeting of holders of Unlisted Foreign Shares proposed to be held immediately after conclusion of the aforementioned class meeting of holders of H Shares, notices of the class meetings or any adjournment thereof are set out on pages 40 to 41 and 42 to 43 of this circular
“China” or “PRC”	the mainland of the People’s Republic of China, for the purpose of this circular and geographical reference only, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Company” or “Venus Medtech”	Venus Medtech (Hangzhou) Inc. (杭州啓明醫療器械股份有限公司), a joint stock limited liability company incorporated in the PRC, whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 2500)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong Dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“independent Director(s)” or “independent non-executive Director(s)”	the independent non-executive Director(s) of the Company

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## DEFINITIONS

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“Latest Practicable Date”	April 14, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Notices of Class Meetings”	notices convening the Class Meetings as set out on pages 40 to 41 and 42 to 43 of this circular
“RMB” or “Renminbi”	Renminbi Yuan, the lawful currency of China
“SAFE”	State Administration of Foreign Exchange of the PRC
“Share(s)”	ordinary share(s) with a par value of RMB1.00 each in the share capital of the Company, including Unlisted Foreign Shares and H Shares
“Shareholder(s)”	the holder(s) of the Share(s)
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Unlisted Foreign Share(s)”	ordinary share(s) with a par value of RMB1.00 each issued by the Company to overseas investors, which are subscribed for and paid up in currencies other than Renminbi and not listed on any stock exchange

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## LETTER FROM THE BOARD

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杭州啓明醫療器械股份有限公司

**Venus Medtech (Hangzhou) Inc.**

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

**(Stock Code: 2500)**

*Executive Directors:*

Min Frank Zeng (曾敏) (Chairman)

Zhenjun Zi (訾振軍)

Lim Hou-Sen (Lin Haosheng) (林浩昇)

*Non-executive Director:*

Nisa Bernice Wing-Yu Leung (梁穎宇)

*(Vice-chairwoman)*

*Independent non-executive Directors:*

Ting Yuk Anthony Wu (胡定旭)

Wan Yee Joseph Lau (劉允怡)

Chi Wai Suen (孫志偉)

*Registered address:*

Room 311, 3/F, Block 2

No. 88, Jiangling Road

Binjiang District

Hangzhou

PRC

*Principal Place of Business in Hong Kong:*

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

April 21, 2021

*To the Shareholders*

Dear Sir/Madam,

- (1) 2020 ANNUAL REPORT**
- (2) WORK REPORT OF THE BOARD FOR 2020**
- (3) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2020**
- (4) PROFIT DISTRIBUTION PLAN FOR 2020**
- (5) RE-APPOINTMENT OF AUDITORS FOR 2021 AND  
THEIR REMUNERATION FOR 2020**
- (6) GENERAL MANDATE TO ISSUE SHARES**
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AND**
- (12) NOTICE OF 2021 FIRST CLASS MEETING OF  
HOLDERS OF UNLISTED FOREIGN SHARES**

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# LETTER FROM THE BOARD

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## **I. INTRODUCTION**

The AGM of the Company will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 10:00 a.m. on Friday, May 21, 2021, the notice of which is set out on pages 38 to 39 of this circular.

The 2021 first class meeting of holders of H Shares of the Company will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:00 a.m. on Friday, May 21, 2021, the notice of which is set out on pages 40 to 41 of this circular.

The 2021 first class meeting of holders of Unlisted Foreign Shares of the Company will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:30 a.m. on Friday, May 21, 2021, the notice of which is set out on pages 42 to 43 of this circular.

The purpose of this circular is to provide you with the information of certain resolutions to be considered at the AGM and the Class Meetings, so as to enable you to make an informed decision as to whether voting in favor of or against such resolutions. Further details of the resolutions are set out in the Letter from the Board.

## **II. MATTERS TO BE RESOLVED AT THE AGM**

Resolutions to be proposed at the AGM for the Shareholders' consideration and approval by way of ordinary resolutions include: (1) 2020 annual report; (2) work report of the Board for 2020; (3) work report of the Supervisory Committee for 2020; (4) profit distribution plan for 2020; and (5) re-appointment of auditors for 2021 and their remuneration for 2020.

Resolutions to be proposed at the AGM for the Shareholders' consideration and approval by way of special resolutions include: (6) general mandate to issue Shares; (7) general mandate to repurchase H Shares; and (8) amendments to the Articles of Association.

Proposal to be proposed at the AGM for the Shareholders' review which is not subject to resolution includes: (9) work report of the independent Directors for 2020.

Details of the matters to be resolved at the AGM are set out in the notice of AGM on pages 38 to 39 of this circular. To enable you to get a better understanding of the resolutions to be proposed at the AGM and make informed decisions with sufficient and necessary information, we have provided particulars thereon in this circular and the accompanying appendices.

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# LETTER FROM THE BOARD

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## ORDINARY RESOLUTIONS

### **(1) 2020 Annual Report**

The 2020 annual report has been considered and approved by the Board on March 31, 2021, and is hereby proposed at the AGM for consideration. The annual report will be published on the websites of Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.venusmedtech.com>) and despatched to the Shareholders on Tuesday, April 20, 2021.

### **(2) Work Report of the Board for 2020**

The work report of the Board for 2020, as set out in Appendix I of this circular, has been considered and approved by the Board on March 31, 2021, and is hereby proposed at the AGM for consideration.

### **(3) Work Report of the Supervisory Committee for 2020**

The work report of the Supervisory Committee for 2020, as set out in Appendix II of this circular, has been considered and approved by the Board on March 31, 2021, and is hereby proposed at the AGM for consideration.

### **(4) Profit Distribution Plan for 2020**

Based on the operating results, financial position and future development plan of the Company, the Board recommended not to distribute the final dividend for 2020.

The profit distribution plan for 2020 has been considered and approved by the Board on March 31, 2021, and is hereby proposed at the AGM for consideration.

### **(5) Re-appointment of Auditors for 2021 and their remuneration for 2020**

In line with the requirements of the Articles of Association and the auditing tasks of the Company, the Company proposes to re-appoint Ernst & Young Hua Ming LLP (“**Ernst & Young**”) to be the external auditors of the Company for 2021 with a term of one year. The Company will pay Ernst & Young an auditing fee of RMB3.9 million for their services rendered as the Company’s external auditors in 2020 (including auditing fees incurred by each subsidiary).

The resolution in relation to re-appointment of auditors for 2021 and their remuneration for 2020 has been considered and approved by the Board on March 31, 2021, and is hereby proposed at the AGM for consideration.

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# LETTER FROM THE BOARD

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## SPECIAL RESOLUTIONS

### **(6) General Mandate to Issue Shares**

In accordance with the requirements of relevant laws, regulations, the Listing Rules and other normative documents, and based on the practices of the capital market, it is proposed at the AGM to grant the Board a general mandate to issue Shares, to allot, issue or otherwise deal with additional Unlisted Foreign Shares and the H Shares not more than 20% of the respective total issued number of the Unlisted Foreign Shares and the H Shares, and authorize the Board to make corresponding amendments to the Articles of Association as it deems appropriate to reflect the capital structure of the Company as a result of the additional Shares allotted or issued under such mandate. Details are as follows:

#### **(1) Subject of the mandate**

The specific scope of the mandate includes but not limited to:

- (a) granting of a general mandate to the Board, subject to market conditions and the needs of the Company, separately or concurrently issue, allot and deal with additional Unlisted Foreign Shares and/or H Shares during the relevant period (as defined below), and each of the number of the Unlisted Foreign Shares and/or H Shares to be allotted or agreed conditionally or unconditionally to be allotted by the Board shall not exceed 20% of the respective number of Unlisted Foreign Shares and/or H Shares in issue on the date of passing of such resolution at the AGM (including but not limited to ordinary shares, preference shares, securities convertible into Shares, options and warrants or similar right which may subscribe for any Share or above convertible securities), and decide to make or grant offers for sale, offers, agreements, share options, power to exchange for or convert into Shares or other powers as required or may be required to allot Shares. Notwithstanding the general mandate as set out above, provided that the allotment of Shares will effectively alter the control of the Company, the Board is required to obtain prior authorization at a general meeting by way of a special resolution to allot such Shares;
- (b) the Board be authorized to formulate and implement detailed issuance plan in the exercise of the above-mentioned general mandate, including but not limited to the class of new shares to be issued, pricing mechanism and/or issuance/conversion/exercise price (including price range), form of issuance, number of shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to allot shares to existing Shareholders;



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## LETTER FROM THE BOARD

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- (c) the Board be authorized to engage professional advisers for matters related to the issuance, and to approve and execute all acts, deeds, documents and other related matters which are necessary, appropriate or advisable for share issuance; to approve and execute, on behalf of the Company, agreements related to the issuance, including but not limited to underwriting agreements, placing agreements, engagement agreements of professional advisers;
- (d) the Board be authorized to approve and execute, on behalf of the Company, documents in connection with the issuance of Shares to be submitted to relevant regulatory authorities, to carry out relevant approval procedures required by regulatory authorities and place where the Company is listed, and to complete all necessary filings, registrations and records procedures with the relevant government authorities of China, Hong Kong and/or any other regions and jurisdictions (if applicable);
- (e) the Board be authorized to amend, as required by regulatory authorities within or outside the PRC, the related agreements and statutory documents; and
- (f) the Board be authorized to increase the registered capital of the Company after the issuance and to make corresponding amendments to the Articles of Association relating to share capital and shareholdings, etc., and to authorize the operating management of the Company to carry out the relevant procedures.

### **(2) *Term of the mandate***

Except that the Board may make or grant offers, agreements, options during the Relevant Period (as defined below) in relation to the issuance of Shares, which might require further promotion or implementation after the end of the Relevant Period, the exercise of the above mandate shall be within the Relevant Period.

The “Relevant Period” represents the period from the approval of the resolution as a special resolution at the AGM until the earliest of:

- (a) conclusion of the next annual general meeting of the Company;
- (b) expiration of the 12-month period from the date on which the resolution is approved at the AGM;
- (c) the revocation or variation of the mandate under the resolution by a special resolution at any general meeting of the Company.

The Board may only exercise the issuance plan in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Listing Rules or all applicable laws, regulations and provisions of any other governments or regulatory authorities, and subject to obtaining approvals from the relevant government agencies.

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## LETTER FROM THE BOARD

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The resolution in relation to the general mandate to issue Shares has been considered and approved by the Board on March 31, 2021, and is hereby proposed at the AGM for consideration.

### **(7) General Mandate to Repurchase H Shares**

In accordance with the requirements of relevant laws, regulations, the Listing Rules and other normative documents, in order to provide flexibility to the Directors in any event that it becomes desirable to repurchase H Shares, it is proposed at the AGM to grant the Board a general mandate to repurchase H Shares issued on the Hong Kong Stock Exchange with an aggregate nominal value of not exceeding 10% of the aggregate nominal value of H Shares in issue and to authorize the Board to do all such deeds, acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares. Details are as set out below:

#### **(1) *Subject of the mandate***

The specific scope of the mandate includes but not limited to:

- (a) granting of a conditional general mandate to the Board to repurchase H Shares in issue at the Hong Kong Stock Exchange in accordance with market conditions and needs of the Company, provided that the number of repurchased H Shares shall not exceed 10% of the total number of H Shares in issue on the date of passing the special resolution at the AGM and the Class Meetings;
- (b) the Board be authorized to do all such deeds, acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares, including (but not limited to) amendments to the Articles of Association and the cancellation of the repurchased H Shares after such general mandate has been exercised.

The Company Law of the PRC (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for (a) reducing its share capital; (b) a merger with another entity that holds the shares of the Company; (c) granting shares for the employee stock ownership plan or share incentive; (d) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with merger or division of the company; (e) the repurchased shares are used for the corporate bonds convertible into shares of the listed company; or (f) the repurchase is necessary for maintaining the value of the listed company and the interests of its shareholders. The Articles of Association provide that, subject to obtaining the approval of the relevant regulatory authorities and complying with the Articles of Association, share repurchase may be effected by the Company for the reduction of its share capital, a merger between itself and another entity that holds its shares, the employee stock ownership plan or share incentive, the request of its shareholders who disagree with shareholders' resolutions in connection with merger or division of the company, the conversion of convertible corporate bonds issued by the listed company, maintenance of the value of the company and the interests of its shareholders, or in circumstances permitted by law or administrative regulations.

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## LETTER FROM THE BOARD

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The Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the Board to repurchase H shares of such company that is listed on the Hong Kong Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders at the AGM and special resolutions passed by holders of Unlisted Foreign Shares and holders of H shares in separate class meetings.

As the H Shares are traded on the Hong Kong Stock Exchange in Hong Kong Dollars and the price payable by the Company for any repurchase of H Shares will, therefore, be paid in Hong Kong Dollars, the approvals of SAFE and other relevant government authorities are required for any repurchase of H shares.

In accordance with the requirements of the Articles of Association applicable to capital reduction, if the Company reduces its registered capital, a balance sheet and an inventory of assets should be prepared. Prior to exercising the repurchase mandate, the Company will have to notify its creditors in writing of the passing of such special resolutions and the possible reduction of the registered capital of the Company. The Company shall notify its creditors within 10 days after the passing of such special resolutions and also by way of publication of announcement in newspaper within 30 days after the passing of such special resolutions. Creditors then have a period of up to 30 days after the Company's written notification or if no such notification has been received, up to 45 days after the first publication of the newspaper announcement to require the Company to repay amounts due to them or to provide guarantees in respect of such amounts.

### **(2) *Conditions precedent***

The repurchase is conditional upon satisfaction of each of the following condition:

- (a) the special resolutions regarding the grant of the repurchase mandate having been approved at the AGM and the Class Meetings;
- (b) the Company having obtained the approval from and/or filed to the SAFE (or its successor authority) and/or any other regulatory authorities (if applicable) as may stipulated under the PRC laws, rules and regulations; and
- (c) the Company has not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the provisions of the Articles of Association. If the Company determines to repay any amount to any of its creditors in circumstances described under conditions above, it expects to do so out of its internal resources.

The Board will not exercise the repurchase mandate if the abovementioned conditions are not satisfied.

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## LETTER FROM THE BOARD

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### **(3) *Term of the mandate***

The term of the repurchase mandate shall commence from consideration and approval at the AGM and Class Meetings until the following dates (whichever is earlier):

- (a) the conclusion of the next annual general meeting of the Company of which time it shall lapse unless, by special resolutions passed at that meeting, the authority is renewed, either conditionally or subject to conditions; or
- (b) the revocation or variation of the mandate under the resolution by a special resolution at the next general meeting of the Company.

The resolution in relation to the general mandate to repurchase H Shares has been considered and approved by the Board on March 31, 2021, and is hereby proposed at the AGM for consideration.

An explanatory statement containing all the information relating to the repurchase mandate is set out in Appendix III of this circular, which provides you with information reasonably required to make an informed decision as to whether voting in favor of or against the resolution regarding the grant of the repurchase mandate to the Board.

### **(8) Amendments to the Articles of Association**

Reference is made to the announcement of the Company dated March 31, 2021 in relation to proposed amendments to the Articles of Association, details of which are set out in Appendix IV of this circular.

The resolution in relation to the amendments to the Articles of Association has been considered and approved by the Board on March 31, 2021, and is hereby proposed at the AGM for consideration and it is proposed that the Board be authorized at the AGM and to delegate such authorization to the chairman and person(s) authorized by the chairman to make adjustments to the amendments to the Articles of Association according to requirements and advice of the relevant regulatory authorities both at home and abroad, and changes in domestic and overseas laws and regulations and other normative documents.

## AS REPORTING DOCUMENT

### **(9) Work Report of the Independent Directors for 2020**

The work report of the independent Directors for 2020, as set out in Appendix V of this circular, has been reviewed by the Board on March 31, 2021, and is hereby proposed at the AGM for review by the Shareholders, which is not subject to resolution.

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## LETTER FROM THE BOARD

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### III. AGM

The notice convening the AGM at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 10:00 a.m. on Friday, May 21, 2021 is set out on pages 38 to 39 in this circular. In order to ascertain holders of H Shares who are entitled to attend the AGM, the register of members of holders of H Shares of the Company will be closed from Wednesday, April 21, 2021 to Friday, May 21, 2021 (both days inclusive). Holders of H Shares who intend to attend the AGM are required to deposit the share certificates together with the transfer documents at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, April 20, 2021. Holders of H Shares and Unlisted Foreign Shares whose names appear on the register of members of the Company on Friday, May 21, 2021 are entitled to attend and vote at the AGM.

The proxy form for use at the AGM is enclosed in this circular and published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the AGM by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the AGM by proxy are required to duly complete the proxy form and return the same to (i) Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares); or (ii) the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC (for holders of Unlisted Foreign Shares) not less than 24 hours before the time fixed for the holding of the AGM (which is 10:00 a.m. on Thursday, May 20, 2021 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM if you so wish.

Voting at the AGM will be taken by registered ballots.

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## LETTER FROM THE BOARD

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### IV. 2021 FIRST CLASS MEETING OF HOLDERS OF H SHARES

The 2021 first class meeting of holders of H Shares of the Company will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:00 a.m. on Friday, May 21, 2021, for the holders of H Shares to consider and, if thought fit, approve the resolution in relation to grant of a general mandate to the Board to repurchase H Shares issued on the Hong Kong Stock Exchange with a total number of not exceeding 10% of the aggregate number of H Shares in issue and to authorize the Board to do all such deeds, acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares.

In order to ascertain holders of H Shares who are entitled to attend the 2021 first class meeting of holders of H Shares, the register of members of holders of H Shares of the Company will be closed from Wednesday, April 21, 2021 to Friday, May 21, 2021 (both days inclusive). Holders of H Shares who intend to attend the 2021 first class meeting of holders of H Shares are required to deposit the share certificates together with the transfer documents at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, April 20, 2021. Holders of H Shares whose names appear on the register of members of the Company on Friday, May 21, 2021 are entitled to attend and vote at the 2021 first class meeting of holders of H Shares.

The proxy form for use at the 2021 first class meeting of holders of H Shares is enclosed in this circular and published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the 2021 first class meeting of holders of H Shares by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the 2021 first class meeting of holders of H Shares by proxy are required to duly complete the proxy form and return the same to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for the holding of the 2021 first class meeting of holders of H Shares (which is 11:00 a.m. on Thursday, May 20, 2021 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2021 first class meeting of holders of H Shares if you so wish.

Voting at the 2021 first class meeting of holders of H Shares will be taken by registered ballots.

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## LETTER FROM THE BOARD

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### **V. 2021 FIRST CLASS MEETING OF HOLDERS OF UNLISTED FOREIGN SHARES**

The 2021 first class meeting of holders of Unlisted Foreign Shares of the Company will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:30 a.m. on Friday, May 21, 2021, for the holders of Unlisted Foreign Shares to consider and, if thought fit, approve the resolution in relation to grant of a general mandate to the Board to repurchase H Shares issued on the Hong Kong Stock Exchange with a total number of not exceeding 10% of the aggregate number of H Shares in issue and to authorize the Board to do all such deeds, acts, matters and things necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares.

In order to ascertain holders of Unlisted Foreign Shares who are entitled to attend the 2021 first class meeting of holders of Unlisted Foreign Shares, the register of members of Unlisted Foreign Shares of the Company will be closed from Wednesday, April 21, 2021 to Friday, May 21, 2021 (both days inclusive). Holders of Unlisted Foreign Shares who intend to attend the 2021 first class meeting of holders of Unlisted Foreign Shares are required to deposit the share certificates together with the transfer documents at the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC before 4:30 p.m. on Tuesday, April 20, 2021. Holders of Unlisted Foreign Shares whose names appear on the register of members of the Company on Friday, May 21, 2021 are entitled to attend and vote at the 2021 first class meeting of holders of Unlisted Foreign Shares.

The proxy form for use at the 2021 first class meeting of holders of Unlisted Foreign Shares is enclosed in this circular and published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the 2021 first class meeting of holders of Unlisted Foreign Shares by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the 2021 first class meeting of holders of Unlisted Foreign Shares by proxy are required to duly complete the proxy form and return the same to the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC not less than 24 hours before the time fixed for the holding of the 2021 first class meeting of holders of Unlisted Foreign Shares (which is 11:30 a.m. on Thursday, May 20, 2021 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2021 first class meeting of holders of Unlisted Foreign Shares if you so wish.

Voting at the 2021 first class meeting of holders of Unlisted Foreign Shares will be taken by registered ballots.

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## LETTER FROM THE BOARD

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### VI. RECOMMENDATIONS

The Directors are of the opinion that, all the resolutions as set out in the notice of the AGM and the notices of Class Meetings for Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM and the Class Meetings.

Yours faithfully,  
By order of the Board  
**Venus Medtech (Hangzhou) Inc.**  
**Min Frank Zeng**  
*Chairman*



**VENUS MEDTECH (HANGZHOU) INC.  
WORK REPORT OF THE BOARD FOR 2020**

In 2020, with strong support from the shareholders and concerted efforts of the management and employees at different levels, the Board of Venus Medtech (Hangzhou) Inc. (the “**Company**”), in strict observance of the requirements of relevant laws and regulations and for the purpose of safeguarding the interests of the shareholders, diligently and earnestly performed various duties and functions authorized by the Board, to strengthen internal control and standardize corporation governance. Meanwhile, focusing on the development strategies of the Company, the Board satisfactorily achieved operating goals and tasks to contribute to the on-going and steady development of the Company. The work report of the directors for 2020 is hereby set out below:

**I. DUTY PERFORMANCE IN 2020**

In 2020, the Board stringently abided by relevant requirements of laws, regulations and normative documents, including the Company Law of the People’s Republic of China, as well as the articles of association of the Company, to discharge duties in good faith and exercise various functions authorized by the Company and the general meetings with prudence and diligence.

**(1) Board meetings and resolutions**

During the reporting period, a total of seven Board meetings were convened, at which 28 resolutions were considered and approved. All the Directors legally discharged their responsibilities in strict compliance with the requirements of the articles of association of the Company and the relevant rules of procedure in good faith and diligence, earnestly considered each resolution proposed to the Board based on the sustainable development of the Company and protection of the interests of shareholders, and made important decisions regarding the issues identified in the governance and operation of the Company.

In strict compliance with the relevant laws and regulations, the independent Directors of the Company discharged their responsibilities independently leveraging their expertise and independent judgment to participate in the material decision-making process of the Company. During the reporting period, the independent Directors of the Company issued independent opinions of approval for the resolutions considered at Board meetings.

**(2)     Implementation of the resolutions passed at the general meetings**

During the reporting period, a total of one general meeting of the Company was convened. In strict accordance with the powers conferred by the general meetings and the articles of association of the Company, the Board treated each shareholder equally and the general meetings were convened and held legally and orderly. The Board earnestly implemented resolutions passed at the general meetings, dealt with tasks assigned at the general meetings and fulfilled information disclosure obligations in a timely manner, thereby effectively safeguarding the legitimate interests of the shareholders.

**(3)     Due diligence of Board special committees**

During the reporting period, the Board special committees carried out their work in strict compliance with their terms of reference, actively discharged their responsibilities, and earnestly studied on relevant professional matters to provide sound professional support to the decision-making process of the Board.

**(4)     Information disclosure by the Board**

The Board strictly abided by the stipulations and requirements regarding information disclosure of the China Securities Regulatory Commission and the Hong Kong Stock Exchange and fulfilled its information disclosure obligations in a timely manner, so as to ensure that the investors may be informed of the significant matters of the Company timely, fairly, completely and effectively and protect the legitimate interests of the shareholders to the maximum extent possible. The Company has achieved true, accurate, complete, timely and fair disclosure of information.

**II.     OVERALL OPERATION OF THE COMPANY IN 2020**

In 2020, due to the outbreak of the COVID-19 pandemic in China and around the world, pandemic prevention and control measures such as quarantine, postponement of work resumption, traffic control and gathering prohibition were adopted across the country, posing varying degrees of impact on various industries. As such, the procurement of raw materials and sales of the Company were affected to a certain extent, however, the Company proactively procured anti-pandemic supplies, organized various departments to carry out anti-pandemic work and resume normal production and operation at the fastest rate. During the Reporting Period, the Company achieved operating income of RMB276,047 thousand, representing an increase of 18% over the same period last year. The net cash flow used in operating activities was RMB237,005 thousand, representing a year-on-year decrease of 22%. The total assets of the Company as at the end of the period was RMB4,318,227 thousand, representing an increase of 18% compared with that as at the beginning of the period. The overall gross profit margin of the Company for the Reporting Period was 82.33%.

**(I)     Operating Results**

During the Reporting Period, the Company maintained steady and healthy operation with sustained stable revenue growth. The Company realized operating income of RMB270 million, representing an increase of 18% over the same period of last year, and realized net cash flow from operating activities of RMB246 million, representing a year-on-year decrease of 22%. During the Reporting Period, the Company proactively faced external environmental changes and industry challenges such as the COVID-19 pandemic, medical reform and strengthened regulation through adjusting sales strategies, increasing efforts of sales and promotion, accelerating informatization construction, optimizing service quality, and striving to ensure new enrollment of patients to enhance the market share of our products, effectively improving our performance. Meanwhile, we continued to improve our compliance control system, established a collective management decision-making mechanism, strengthened the building of our functional platforms, and integrated the R&D-production-sales value chain, thus ensuring the achievement of our business objectives.

**(II)    Product R&D**

During the Reporting Period, the Company actively promoted scientific and technological innovation and R&D programs and strived to enhance the Company's innovation capability. The core product VenusA-Valve received marketing approval from the NMPA in April 2017, and we commercialized VenusA-Valve in Philippines in the third quarter of 2019. It subsequently received the approval in Brazil in April 2020. Meanwhile, we are in the process of applying for registration of VenusA-Valve in Taiwan.

VenusA-Plus is an upgraded product based on VenusA-Valve. Compared to VenusA-Valve, VenusA-Plus contains a delivery catheter system with retrievable function. VenusA-Plus received marketing approval from the NMPA in November 2020, and received approval in Thailand in December 2020.

Venus PowerX Valve, TAVR device, which is used to treat severe aortic stenosis using a catheter-based approach and self-expanding valve. This product will feature coronary access, retrievability, steerability and dry tissue technology. Our design-stage animal studies for Venus PowerX Valve are currently on-going.

Venus Vitae Valve, TAVR device, is used to treat severe aortic stenosis using a catheter-based approach and balloon expandable valve. The product will feature low profile, coronary access, steerability and innovative dehydrated tissue technology. Our design-stage animal studies for Venus Vitae Valve are currently on-going.

Venus Mitral Valve is a product used for treatment of mitral regurgitation patients. We have strengthened the R&D of Venus Mitral Valve through the signing of a license agreement with Opus Medical Therapies, LLC., which allows us access to leading edge technology in this field.

TRIGUARD3 is a cerebral embolic protection device designed to provide coverage of all three major aortic vessels to minimize the risk of cerebral damage during TAVR and other structural heart procedures. TRIGUARD3 received CE Marking in April 2020 and we planned to submit for the FDA registration in the third quarter of 2020.

### **(III) Industry Investment**

During the Reporting Period, the Company entered into a subscription agreement with Ascendum Healthcare Fund I, L.P. and Ascendum Venuture Partners GP I,L.P. to become a limited partner of the Fund. Furthermore, the Company committed to contribute no more than US\$25 million in aggregate and no more than 20% of the total capital of the Partners. The Company also established a joint venture, Jilin Venus Haoyue Medtech Limited (吉林啓明皓月生物科技有限公司), with Jilin Changchun Haoyue Halal Meat Industry Co., Ltd. (吉林長春皓月清真肉業股份有限公司) in Changchun, Jilin province, to provide a comprehensive treatment solution for heart valve diseases from the perspective of the source of biomaterials. This will allow the Company to become a conglomerate with both surgical valve and transvalvular valve products and comprehensively improve the level of diagnosis and treatment of heart valve diseases in China.

### **(IV) Program Cooperation**

During the Reporting Period, the Company insisted on identifying the world's leading innovative technologies with international vision so as to facilitate high-quality development through technological innovation and introduced overseas innovative technologies through equity investment. The Company collaborated with Opus Medical Therapies, LLC. with the aim of making technology breakthrough in the field of mitral valve, and collaborated with Pi-Cardia Ltd, a global leading player in non-implantable catheter solutions for the treatment of heart valve calcification, to introduce Pi-Cardia's Leaflex™ technology into China. The Company promoted technology introduction and strived to achieve industry leapfrogging to enhance the Company's international competitiveness. The Company also established the Engineering Research Center of Heart-Brain Connection Device jointly with Beijing Tiantan Hospital affiliated to the Capital Medical University. The research center will carry out academic research and product conversion on innovative treatment technologies for cardio-cerebral vascular diseases to boost the industrial development of such technologies in China.

**(V)    Marketing**

During the Reporting Period, the Company completed approximately 2,200 transcatheter aortic valve replacement (TAVR) procedures, representing an increase of over 50% as compared with 2019. Since the launch of the product, nearly 5,000 patients have benefited from the procedure.

The number of terminal hospitals covered by the product increased from 164 as at the end of 2019 to 249 as at the end of 2020, with a net increase of 85 hospitals. Venus Medtech had a market share of 99.5%, 82%, 85%, 78% and 53%, respectively, in the top five hospitals in China in terms of TAVR procedures performed in 2020. Among the top 30 hospitals in terms of TAVR procedures performed, Venus Medtech had a market share of 89%, and these hospitals accounted for 70% of TAVR procedures performed in China.

The established market share is the result of continuous professional academic promotion. By the end of 2020, the Company had a professional academic promotion team of more than 100 persons, covering the whole process of professional promotion and education of physicians and patients, such as epidemiological research, procedure follow-up, live online procedure, health talks and offline voluntary clinics, so as to promote patients' awareness of diseases while enhancing the physicians' ability to perform the procedure, thus accelerating the popularization of TAVR procedures in China.

**(VI)   Internal Governance**

During the Reporting Period, by adhering to the philosophy of high quality development with the focus of protecting the rights and interests of investors and the mission of creating value for shareholders and the society, the Company actively pursued high-quality development through regulated operation, striving to create value for investors and capital markets. In strict accordance with laws and regulations and in light of actual operation conditions, the Company continued to improve its corporate governance structure, established and improved the internal control system and constantly carried out corporate governance activities in an in-depth manner, promoting the Company's regulated operation and enhancing its corporate governance level.

**(VII) Capital Operation**

During the Reporting Period, the Company obtained the approval of the CSRC to convert an aggregate of 221,752,871 domestic unlisted shares into overseas-listed shares. The Company placed 18,500,000 Shares and 18,042,500 Shares respectively on 10 September 2020 and 29 January 2021, raising net proceeds of HK\$1,173 million and HK\$1,427 million, all of which were used to replenish the general working capital of the Company. Through shares placement, the Company could fully capitalize on the advantages of direct financing through capital markets to further enhance its capital strength and to make new project investments and mergers and acquisitions, facilitating the long-term and stable development of the Company. Meanwhile, the joining of investors optimistic about the growth of the Company in the long run could further enlarge the size of the outstanding H Shares of the Company and increase our influence in the overseas capital markets.

**(VIII) Investor Relations**

During the Reporting Period, the Company further strengthened the management of investor relations. The Company communicated with investors in a timely and effective manner through responding to investors' common concerns including the Company's growth strategies, market development and production and operations in various forms, such as online performance briefings, investor collective reception days and reception of investors' survey.

During the Reporting Period, the inclusion of the Company in the MSCI China Small Cap Index and the list of Hong Kong Stock Connect demonstrated the capital markets' recognition of our performance and value, further enhancing the Company's awareness in capital markets. During the year, the Company and its management team received a number of honors, including the 2020 China's Top 500 New Economy Enterprises by the China Enterprise Evaluation Association, the Best Pharmaceutical and Medical Company of the Year in the Fifth Golden Hong Kong Stocks Awards (第五屆金港股年度最佳醫藥及醫療公司) by [www.10JQKA.com.cn](http://www.10JQKA.com.cn). (同花順財經), the 2020 Top 50 Private Enterprises in Multinational Operation in Zhejiang by Zhejiang Zhijiang Multinational Corporation Research Institute (浙江省之江跨國公司研究院), being certified as the second batch of national specialised, sophisticated, special and new "little giant" enterprises (專精特新“小巨人”企業) by the Ministry of Industry and Information Technology, VenusA-Valve of Venus Medtech being certified at the China Association of Medical Equipment as the only selected product in the heart valve category, and the China Patent Excellence Award by the State Intellectual Property Office, and Venus Medtech takes a lead to undertake the "13th Five-Year Plan" national key R&D plan.

**IV.     FUTURE DEVELOPMENT AND PROSPECTS**

The Company will continue to be committed to its mission to become a global leader in the development and commercialization of transcatheter solutions for structural heart diseases. We plan to execute the following strategies to achieve our mission.

**(1)     Continue to grow sales of VenusA-Valve**

Sales of TAVR products in China possess substantial growth potential. The Company intends to solidify its leadership position in China's TAVR market by increasing VenusA-Valve's sales volume. Towards that goal, the Company plans to substantially increase sales to hospitals with which the Company has existing relationships as well as expand our sales network to cover more hospitals and further promote TAVR awareness among hospitals, physicians and patients in China. At present, there are still substantial unmet demands in the hospitals to which we sell VenusA-Valve for TAVR products, therefore promising great potential to develop new hospitals for TAVR procedures. The Company plans to increase sales efforts to deepen the penetration in hospitals to which the Company currently sells VenusA-Valve and expand into new hospitals in China by directly leveraging KOLs in cardiac interventional therapy, providing systematic training to physicians, and increasing TAVR awareness among hospitals, physicians and patients. The Company plans to continue to implement and improve its systematic TAVR training program to expedite the physician education process and to promote the TAVR products.

The Company also plans to further promote TAVR awareness among patients with structural heart diseases in China, in particular to low surgical risk patients, in order to broaden the patient base of our TAVR products. The Company cooperates with foundations, such as Bethune Charitable Foundation, to subsidize patients' medical expenses and conduct regular follow-up visits post procedures. The Company will continue to participate in heart valve conferences and academic events to further promote awareness of its products and TAVR generally. Such marketing activities will strengthen the brand name of the Company and enable the Company to accumulate first-hand information for structural heart diseases and keep abreast of the market developments in transcatheter heart valve solutions.

**(2) Leverage the Company's experience with VenusA-Valve to commercialize VenusP-Valve and other product candidates in China**

The Company plans to leverage our experience in successfully commercializing VenusA-Valve in China to launch VenusP-Valve and our other product candidates in the Chinese market in the future. The Company has completed the clinical trial for VenusP-Valve in China in January 2018 and in April 2019, VenusP-Valve was approved by the National Medical Products Administration to be eligible for the Special Approval Procedures of Innovative Medical Devices. The experiences with respect to the regulatory approval will significantly facilitate the approval process of VenusP-Valve. The Company will leverage the established network with and direct access to KOLs, hospitals and physicians to introduce its new valve products and existing brand and reputation for VenusA-Valve will facilitate commercialization of VenusP-Valve. Meanwhile, the Company plans to replicate its existing training model for TAVR procedures to VenusP-Valve and other product candidates to educate hospitals and physicians and promote new products of the Company.

**(3) Expand presence in North America, the EU and emerging markets to become a global leader**

Due to higher medical expense levels in North America and the EU, the Company plans to broaden its sales and expand its presence globally, especially in North America and the EU. The Company is in the process of various clinical trials and registration applications in the U.S., the EU and emerging markets. The Company plans to leverage on the existing brand names of TAV8 and TriGUARD3 to enter the U.S. and the EU markets and gradually establish its own brand name. With the acquisition of Keystone in December 2018, the Company plans to have Keystone as our platform for the U.S. and the EU markets which could help with the clinical trials, registration and promotion of products in these markets. Keystone has completed the clinical trial procedures and follow-up with the enrolled patients for TriGUARD3 and has filed for Food and Drug Administration registration in the third quarter of 2020. The Company can leverage the global experience in product development and clinical trial of Keystone to advance the clinical trials of other product candidates in the U.S. and the EU in order to obtain approvals and launch of products. The Company also plans to promote VenusP-Valve in the EU and North America. The Company is conducting clinical trial of VenusP-Valve for registration in the EU and filed registration application in April 2019. With respect to emerging markets, the Company registered VenusA-Valve in Colombia in April 2018 and plans to commercialize VenusA-Valve in this market. In Brazil, the Company is currently applying for registration of VenusA-Valve.

To execute the global expansion strategy, the Company will continue to participate in international heart valve conferences and academic events, to further promote its products and brand name.



**(4) Continue to advance and strengthen the pipeline products within the structural heart disease space**

The Company plans to advance its existing pipeline products to further expand its coverage within the structural heart disease space, both horizontally covering all four heart valves and vertically from valves, CEP, valvuloplasty balloons to other ancillary devices. The Company will continue to support technological innovation to strengthen its R&D capabilities to continuously develop new products and enhance its competitiveness.

The Company may selectively form partnerships with complementary product providers to enhance its clinical strengths and market advantages and make acquisitions that have the potential to broaden its product portfolio. The established network with and direct access to KOLs, hospitals and physicians, gives the Company the opportunities to obtain the first-hand information which could complement or improve its existing product offerings. As of the date of this report, the Company had not identified any specific acquisition targets.

In 2021, the Board will continue to focus on the interests of the shareholders, actively bring into play its role in corporate governance, make scientific and efficient decisions, dedicate itself to the operation and management of the Company, earnestly implement its operating plans, press ahead with the future development strategies of the Company, facilitate the steady improvement of the operation and management and contribute to the compliance operation of the Company, with an aim to establish a sound image in the capital market and strive to return the shareholders with prominent results!

**Venus Medtech (Hangzhou) Inc.**

*Board*

April 21, 2021

## WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2020

In 2020, the supervisory committee (the “**Supervisory Committee**”) of Venus Medtech (Hangzhou) Inc. (the “**Company**”), in accordance with the requirements of the Company Law of the People’s Republic of China (the “**Company Law**”), the Articles of Association of the Company, the rules of procedure of the Supervisory Committee and other relevant laws, regulations and rules of the Company and in the spirit of accountability towards all the shareholders, especially minority shareholders, earnestly fulfilled its supervision responsibilities conferred by relevant laws and regulations, and actively carried out tasks to play its supervision, examination and inspection role over the compliance operation of the Company, duty performance of the directors and senior management and finance examination of the Company, so as to effectively safeguard the legitimate rights and interests of the Company and the shareholders and promote the standardized operation of the Company. The work report of the Supervisory Committee for 2020 is hereby set out below:

## I. MEETINGS OF THE SUPERVISORY COMMITTEE

During the reporting period, the Supervisory Committee convened a total of two meetings, at which five proposals were considered. Members of the Supervisory Committee presented at or attended material Board meetings and general meetings. Details of the meetings of the Supervisory Committee during the reporting period are set out below:

Date of meeting	Session	Proposal	Approved or not
April 20, 2020	Third meeting of the first session	Proposal in Relation to the 2019 Annual Report of the Company	Approved
		Proposal in Relation to the Work Report of the Supervisory Committee of the Company for 2019	
		Proposal in Relation to the Profit Distribution Plan of the Company for 2019	
August 28, 2020	Fourth meeting of the first session	Proposal in Relation to the 2020 Interim Report of the Company	Approved
		Proposal in Relation to the Interim Profit Distribution Plan of the Company for 2020	

**II. SUPERVISION OPINION OF THE SUPERVISORY COMMITTEE ON THE WORK OF  
THE COMPANY IN 2020**

During the reporting period, the Supervisory Committee, in strict compliance with the stipulations of the Company Law and other laws, regulations, the articles of association of the Company and the rules of procedure of the Supervisory Committee, earnestly carried out supervision and inspection over the operation, finance and connected transactions of the Company. The supervision opinions are hereby set forth as follows:

**(1) Compliance operation of the Company**

During the reporting period, the Supervisory Committee performed supervision over the convening procedures and decision-making process of the general meetings and Board meetings, implementation of the resolutions passed at general meetings by the Board and duty performance of the senior management of the Company. The Supervisory Committee is of the opinion that, the Board discharged its responsibilities in strict accordance with the Company Law, the Articles of Association of the Company and other relevant laws and regulations in 2020; the directors and senior management of the Company diligently performed their duties and earnestly implemented resolutions of general meetings and Board meetings and the operating decision-making process complied with laws and regulations without any acts in violation of laws, regulations, the Articles of Association of the Company or to the detrimental of the interests of the Company.

**(2) Implementation of resolutions of general meetings by the Board**

During the reporting period, the Supervisory Committee carried out effective supervision over the implementation of resolutions of general meetings by the Board and is of the opinion that: the Board earnestly implemented the resolutions of the general meetings and carried out various tasks assigned at the general meetings in strict observance of the powers conferred by the general meetings and the Articles of Association of the Company and fulfilled the information disclosure obligations in a timely manner.

**(3) Inspection over the finance of the Company**

During the reporting period, the Supervisory Committee earnestly and prudently inspected and supervised over the financial and accounting information of the Company and performed inspection and supervision on the implementation of the financial system and operations of the Company and is of the opinion that: during the reporting period, the Company established a relatively sound financial management and control system; the financial system functioned in a standardized manner; the Company was in a good financial position and the financial statements were true, accurate and complete without material omissions or false statements. The preparation of the financial statements of the Company complied with relevant regulations, and gave a true view of the Company's financial condition and operating results in 2020.

**(4) Internal control of the Company**

During the reporting period, the Company established a relatively comprehensive internal control system, which was effectively implemented. The internal control system of the Company was complete, reasonable and effective; the production and operating activities and corporate governance of the Company were carried out in strict accordance with the internal control system to effectively control various internal and external risks; and the internal self-assessment report of the Company gave a true and objective view of the establishment, improvement and operation of the internal control system of the Company.

**(5) Use and management of proceeds of the Company**

The Supervisory Committee inspected the use and management of proceeds of the Company during the reporting period and is of the opinion that: the Company utilized and managed the proceeds in strict compliance with the stipulations of the Articles of Association of the Company, relevant laws and regulations without non-compliance in utilization of proceeds.

**III. WORK PLAN OF THE SUPERVISORY COMMITTEE FOR 2021**

In 2021, the Supervisory Committee will continue to perform its responsibilities conferred by the Company Law and the Articles of Association of the Company, further strengthen its supervision mechanism, improve its working system, proactively adapt to the development needs of the Company, intensify its supervision role; supervise over the standardized operation of the Company and keep abreast of the material issues and the decision-making process of the Company, so as to practically safeguard the overall interests of the Company and the legitimate rights and interests of the Shareholders.

**Venus Medtech (Hangzhou) Inc.**  
*Supervisory Committee*

April 21, 2021

This explanatory statement contains all the information required to be given to the Shareholders pursuant to Rule 10.06 of the Listing Rules in connection with the repurchase mandate, which is set out as follows:

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total issued Shares were 441,011,443, comprising 431,707,449 H Shares with a par value of RMB1.00 each and 9,303,994 Unlisted Foreign Shares with a par value of RMB1.00 each. Subject to the approval of the special resolution set out in item 7 of the notice of the AGM in respect of the granting of the repurchase mandate and assuming that no H Shares would be allotted, issued or repurchased on or prior to the date of the AGM and the Class Meetings, the Directors would be authorized under the repurchase mandate to repurchase, during the period in which the repurchase mandate remains in force, a total of 43,170,744 H Shares, representing up to 10% of the total number of issued H Shares as at the date on which the relevant resolution is approved.

## **2. REASONS FOR REPURCHASE OF H SHARES**

The Directors believe that the granting of the repurchase mandate is in the best interests of the Company and the Shareholders. Repurchases of H Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASE**

In repurchasing H Shares, the Company may only apply funds from its internal resources legally available for the purpose under the Articles of Association, the Listing Rules and the laws, rules and regulations applicable to the PRC, including but not limited to the surplus funds and undistributed profits of the Company.

## **4. IMPACT ON THE WORKING CAPITAL**

Taking into account the current working capital position of the Company, the Directors are of the opinion that, the exercise of the repurchase mandate in full will not have a material adverse impact on the working capital and/or gearing position of the Company (as compared with the working capital and/or gearing position as at December 31, 2020 disclosed in the latest published audited accounts as contained in the annual report of the Company). The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining and in the best interest of the Company.

**5. STATUS OF REPURCHASED H SHARES**

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

**6. H SHARE PRICES**

The highest and lowest trading prices per H Share on the Hong Kong Stock Exchange during each of the previous 12 months preceding up to and including the Latest Practicable Date were as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2020</b>		
April	60.45	44.30
May	68.75	49.10
June	79.20	52.20
July	87.90	65.60
August	80.00	62.30
September	86.80	62.70
October	87.00	70.70
November	80.30	64.55
December	87.85	70.65
<b>2021</b>		
January	96.00	68.65
February	89.75	67.60
March	71.55	55.10
April (up to the Latest Practicable Date)	67.85	59.35

**7. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the repurchase mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

**8. DISCLOSURE OF INTERESTS**

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined under the Listing Rules), have any present intention to sell to the Company any of the H Shares in the Company if the repurchase mandate is approved at the AGM and the Class Meetings.

As at the Latest Practicable Date, no core connected person(s) (as defined under the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any H Shares nor has such core connected person(s) undertaken not to sell any of the H Shares held by him/her/it to the Company in the event that the repurchase mandate is granted by the Company.

**9. IMPLICATION UNDER THE TAKEOVERS CODE**

If a substantial Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase the H Shares pursuant to the repurchase mandate, such increase will be treated as an acquisition for the purposes of Rule 26 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Directors are not aware of any consequence which may arise under the Takeovers Code and any similarly applicable laws as a consequence of any repurchase of Shares under the repurchase mandate.

**10. REPURCHASE OF SHARES BY THE COMPANY**

During the six months immediately prior to the Latest Practicable Date, the Company did not repurchase any Shares on the Hong Kong Stock Exchange or otherwise.

TABLE OF COMPARISON OF THE ARTICLES OF ASSOCIATION OF  
VENUS MEDTECH (HANGZHOU) INC. BEFORE AND AFTER AMENDMENTS

Original Articles	Amended Articles
<b>Article 21</b> The registered capital of the Company is RMB404,468,943.	<b>Article 21</b> The registered capital of the Company is <del>RMB404,468,943</del> <b>RMB441,011,443</b> .
<b>Article 23</b> Upon completion of the initial public offering of overseas-listed foreign shares, the share capital structure of the Company shall comprise of: 404,468,943 ordinary shares, including 83,886,936 domestic shares, representing 20.74% of the total number of ordinary shares of the Company, 137,867,143 Unlisted Foreign Shares, representing 34.09% of the total number of ordinary shares of the Company, and 182,714,864 H Shares, representing 45.17% of the total number of ordinary shares of the Company.	<b>Article 23</b> <b>The total number of shares of the Company is 441,011,443.</b> <del>Upon completion of the initial public offering of overseas-listed foreign shares, the</del> <b>The</b> share capital structure of the Company shall comprise of: <del>404,468,943</del> <b>441,011,443</b> ordinary shares, including <del>83,886,936 domestic shares,</del> <del>representing 20.74% of the total number of ordinary shares of the Company,</del> <del>137,867,143</del> <b>9,303,994</b> Unlisted Foreign Shares, representing <del>34.09%</del> <b>2.11%</b> of the total number of ordinary shares of the Company, and <del>182,714,864</del> <b>431,707,449</b> H Shares, representing <del>45.17%</del> <b>97.89%</b> of the total number of ordinary shares of the Company.



**WORK REPORT OF THE INDEPENDENT DIRECTORS FOR 2020**

We are the independent Directors of Venus Medtech (Hangzhou) Inc. (the “**Company**”). We have strictly followed the requirements of relevant laws and regulations and the Articles of Association of the Company during our tenure, discharged our duties in diligence and good faith, proactively attended relevant meetings, expressed prior approval opinions on the relevant matters of the Company and actively brought into play our role as independent Directors, so as to safeguard the interests of the Company as a whole and the legitimate rights and interests of the shareholders, especially minority Shareholders. Our duty performance for 2020 is hereby set out below:

**I. BASIC INFORMATION OF INDEPENDENT DIRECTORS****(1) Basic information of the incumbent independent Directors****1. Mr. Ting Yuk Anthony Wu (胡定旭)**

Mr. Ting Yuk Anthony Wu was appointed a Director in November 2018 and was re-designated as an independent non-executive Director in July 2019. Mr. Wu is primarily responsible for participating in the decision making for our Company’s significant events and advising on issues relating to corporate governance, audit and the remuneration and assessment of our Directors, Supervisors and senior management. Mr. Wu is a leader in the healthcare industry and has extensive management experience in medical system. He joined the Hong Kong Hospital Authority in 1999 and was formerly its chairman from 2004 to 2013. He is the longest-serving chairman of the Hospital Authority. Mr. Wu is currently an advisor to the Public Policy Advisory Committee of the National Health Commission of the People’s Republic of China, the principal advisor for international cooperation to the State Administration of Traditional Chinese Medicine of the People’s Republic of China and a member of the Chinese Medicine Reform and Development Advisory Committee. He was a member of the State Council’s Medical Reform Leadership Advisory Committee.

Other important public positions that Mr. Wu has served include a member of the 9th, 10th and 11th of, and a standing committee member of the 12th and 13th of the National Committee of the Chinese People’s Political Consultative Conference, and a member of the Chief Executive’s Council of Advisers on Innovation and Strategic Development and the Task Force on Land Supply of the Hong Kong SAR, and has been awarded Gold Bauhinia Star and Justice of the Peace by the government of Hong Kong SAR. Mr. Wu was a member of the General Committee of the Hong Kong General Chamber of Commerce from 2000 to 2017, served as its chairman from 2010 to 2012, and is currently a member of its Council. Mr. Wu was a director of the Fidelity Funds from 2011 to 2014 and was the chairman of Bauhinia Foundation Research Centre from 2007 to 2012. Mr. Wu was a partner of Ernst & Young from 1985 to 2005, and served as chairman of the EY’s Far East Region from 2000 to 2005. He was also the chief advisor to MUFG Bank, Ltd., the chairman of the board of Trustees of China Oxford Scholarship Fund, an honorary professor of the Faculty of Medicine of the Chinese University of Hong Kong and the Peking Union Medical College Hospital, and an honorary fellow of the Hong Kong College of Community Medicine.

Mr. Wu completed a foundation course in accountancy at the then Teesside Polytechnic in the United Kingdom in July 1975. Mr. Wu is a fellow of Hong Kong Institute of Certified Public Accounts and the Institute of Chartered Accountants in England and Wales, and the honorary chairman of the Institute of Certified Management Accountants (Australia) Hong Kong Branch.

**2. Mr. Wan Yee Joseph Lau (劉允怡)**

Mr. Wan Yee Joseph Lau was appointed as an independent non-executive Director in July 2019, with effect from December 2019. Mr. Lau is primarily responsible for participating in the decision making for our Company's significant events and advising on issues relating to corporate governance, audit and the remuneration and assessment of our Directors, Supervisors and senior management.

Mr. Lau, a world-renowned expert on hepato-pancreato-biliary surgery and an academician of the Chinese Academy of Sciences, is the Founding Master of Lee Woo Sing College and Choh-Ming Li Professor of Surgery of The Chinese University of Hong Kong, current chairman of the Medical Council of Hong Kong, past president of the International Hepato-Pancreato-Biliary Association and Asian-Pacific Hepato-Pancreato-Biliary Association. Mr. Lau has been an independent non-executive director of NISI (HK) Limited since February 2017.

Mr. Lau holds many key positions in government and professional organizations. He is an editorial board member of 23 national and 10 international journals. He has been the chairman of the Medical Council of Hong Kong since March 2012. He was president of the International Hepato-Pancreato-Biliary Association from April 2002 to May 2004. He was elected as an academician of the Chinese Academy of Sciences in 2003, and was awarded Honorary Fellow of Royal Australasian College of Surgeons in October 2003. He was president of Asian-Pacific Hepato-Pancreato-Biliary Association from March 2009 to September 2011, and was awarded Honorary Fellow of College of Surgeons of Hong Kong in September 2011.

Mr. Lau was awarded the Wu Jieping Medical Prize in September 2012 for his momentous lifetime contributions to the global medical field and the Silver Bauhinia Star (SBS) in 2013 for his distinguished service to Hong Kong.

Mr. Lau received bachelor's degrees in medicine and surgery from the University of Hong Kong in November 1972 and a doctor of medicine from the Chinese University of Hong Kong in December 1995.

**3. Mr. Chi Wai Suen (孫志偉)**

Mr. Chi Wai Suen was appointed as an independent non-executive Director in July 2019, with effect from December 2019. Mr. Suen is primarily responsible for participating in the decision making for our Company's significant events and advising on issues relating to corporate governance, audit and the remuneration and assessment of our Directors, Supervisors and senior management.

Mr. Suen is a practicing solicitor in Hong Kong and a partner of Withers. He has approximately 20 years of experience in corporate finance and with area of practice principally in initial public offerings on the Hong Kong Stock Exchange, mergers and acquisitions, corporate reorganizations and Listing Rules compliance, and he has advised clients from various industries such as clean energy, pharmaceutical, medical, retails, manufacturing, entertainment and biological. Prior to joining Withers, Mr. Suen was an associate and later a partner of DLA Piper Hong Kong from June 2007 to May 2012 and May 2012 to February 2018, respectively, and served as a manager in the investment products department of the Securities and Futures Commission of Hong Kong from October 2005 to July 2006, responsible for reviewing applications of collective investment schemes and monitoring continuing compliance of authorized schemes. Mr. Suen was an assistant solicitor at Woo Kwan Lee & Lo from September 2000 to March 2005.

Mr. Suen has directorships in certain Hong Kong listed companies. He has served as an independent non-executive director of Xin Yuan Enterprises Group Limited (Stock Code: 1748) since September 2018, and Da Yu Financial Holdings Limited (Stock Code: 1073) since July 2019.

Mr. Suen received a bachelor of science degree from the University of East Anglia in the United Kingdom in July 1987 and a postgraduate certificate in laws from the University of Hong Kong in June 1998. Mr. Suen was admitted as a solicitor in Hong Kong in October 2000 and in England and Wales in December 2003. Mr. Suen has also been a fellow member of the Association of Chartered Certified Accountants since May 1998 and a certified public accountant of the HKICPA since April 1993.

**(2) Description of independence**

As the independent Directors of the Company, all of us possess the professionalism and independence as required by laws and regulations. We did not hold other positions in the Company other than as independent Directors, nor did we hold positions in the shareholder entities of the Company. We maintained objective and independent professional judgment in duty performance and our independence was not jeopardized.

**II. DUTY PERFORMANCE OF INDEPENDENT DIRECTORS IN 2020****(1) Attendance of board meetings and general meetings**

In 2020, a total of one general meeting and seven Board meetings were convened. As independent Directors, we actively participated in such meetings. Set out below is our attendance at the meetings:

Name of independent Directors	Required attendance at Board meetings during the year	Participation in Board meetings			Absence for two consecutive meetings in person	Participation in general meetings
		Attendance at on-site meetings	Attendance via correspondence	Attendance by proxy		Attendance at general meetings
Ting Yuk Anthony						
Wu	7	0	7	0	0	No 1
Wan Yee Joseph Lau	7	0	7	0	0	No 0
Chi Wai Suen	7	0	7	0	0	No 0

During the reporting period, we actively attended meetings and discharged our responsibilities as independent Directors in accordance with the laws. We prudently reviewed information regarding the resolutions and enquired the Company for background information in a timely manner when necessary, played our professional competence, proactively participated in the consideration of resolutions, expressed independent opinions independently, objectively and comprehensively, and exercised our voting rights with prudence. We tapped into our expertise to provide reasonable advice for each proposal of the Board and played an active role in the scientific decision-making process of the Company.

**(2) On-site inspection and cooperation of the Company**

The management of the Company attaches great importance to communications with us, regularly reports on the Company's production and operation as well as the progress of major issues, and provides us with full support in performing our duties. We maintain daily contact with the Company in a timely manner through Board meetings, general meetings, e-mails and phone calls. We get a full understanding of the management and financial condition of the Company through listening to reports and on-site investigations. We leverage our professional knowledge and business management experience to put forward constructive opinions and suggestions on the resolutions of the Board meeting of the Company and give full play to the role of guidance and supervision, in a bid to promote the steady improvement of the Company's management and healthy and sustainable development.

**III. MAJOR CONCERNS OF THE INDEPENDENT DIRECTORS DURING DUTY PERFORMANCE****(1) Engagement of auditors**

During the reporting period, the Company re-appointed Ernst & Young Hua Ming LLP to be the auditors of the Company for 2020. Upon earnest inspection, we are of the opinion that, Ernst & Young Hua Ming LLP possesses qualifications for securities business and extensive experience and professional competence required for the auditing of listed companies, carried out independent auditing in the principle of impartiality and objectivity and issued auditing opinions that gave an objective, fair and true view of the financial condition of the Company. Accordingly, we agreed to re-appointment of Ernst & Young Hua Ming LLP as the auditors of the Company for 2021.

**(2) Profit distribution**

As the Company was in a loss-making position in 2020, the Company will not distribute profits for 2020. We are of the opinion that, the aforementioned plan is in line with the actual condition of the Company and complies with relevant laws, regulations and the Articles of Association of the Company.

**(3) Performance of the undertakings of the Company and the shareholders**

During the reporting period, we had been paying close attention to the performance of undertakings of the Company and the Shareholders. After earnest inspection over relevant conditions, we are of the opinion that, the Company and the Shareholders satisfactorily performed their undertakings and there did not exist any default of undertakings or failure to perform undertakings.

**(4) Implementation of information disclosure**

During the reporting period, we supervised over the implementation of the information disclosure of the Company for 2020 and did not find any false representation, misleading statement or material omission, effectively safeguarding the legitimate rights and interests of the Shareholders.

**(5) Implementation of internal control**

During the reporting period, we supervised over the implementation of the internal control of the Company and are of the opinion that, the Company has continuously established and improved its internal control system and has currently formed a relatively perfect internal control system. The internal control system of the Company is legal and reasonable, satisfies the needs of the Company's internal management and sustainable development, and achieves the overall goal of internal control. The existing internal control system has been effectively implemented, which can ensure the normal development and healthy operation of various business activities of the Company, and provides strong support for the Company to prepare true, accurate, complete and fair financial statements and implement relevant national laws and regulations and the Company's internal rules and regulations.

**(6) Operation of the Board and Board committees**

During the reporting period, the Board and three board committees, being the audit committee, the nomination committee and the remuneration and assessment committee, carried out their work in strict accordance with corresponding working principles, actively discharged their responsibilities and earnestly studied relevant matters, thereby providing professional support to the decision-making process of the Board. During the year, a total of four Board meetings were convened. During the reporting period, the special committees reviewed matters of their respective responsibilities and functioned in a standard manner. The convening, holding, consideration and voting procedures of the meetings of each of the Board special committees complied with the requirements of the Articles of Association, the rules of procedure of the Board and the terms of reference of each committee of the Company.

**IV. OVERALL EVALUATION AND SUGGESTIONS**

During the reporting period, in strict compliance with stipulations and requirements of various laws and regulations and in the principle of objectivity, impartiality and independence, we worked in diligence and earnestly reviewed resolutions of the Board, expressed fair and independent opinions and brought into full play our role as independent Directors to safeguard the interests of the Company as a whole and the legitimate rights and interests of the Shareholders.

In 2021, we will continue to exercise our powers as independent Directors with good faith, diligence, prudence and pragmatism, so as to practically perform the responsibilities of independent Directors, enhance communication with the Board, the Supervisory Committee and the management of the Company in the principle of impartiality and independence and in the spirit of accountability for the interest of the Company as a whole and the Shareholders, especially minority Shareholders, to get a better understanding of the operation of the Company, tap into our expertise to provide reasonable advice and effective support for the decision-making process of the Board, strengthen the decision-making level of the Board, improve the results of the Company, earnestly give play to the role of independent Directors and safeguard the legitimate rights and interests of the Company and the Shareholders, in a bid to contribute to the steady operation and standard functioning of the Company.

**Venus Medtech (Hangzhou) Inc.**  
**Ting Yuk Anthony Wu, Wan Yee Joseph Lau, Chi Wai Suen**  
*Independent Directors*

April 21, 2021

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## NOTICE OF 2020 ANNUAL GENERAL MEETING

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杭州启明醫療器械股份有限公司

**Venus Medtech (Hangzhou) Inc.**

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

**(Stock Code: 2500)**

### NOTICE OF 2020 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2020 annual general meeting (the “AGM”) of Venus Medtech (Hangzhou) Inc. (the “Company”) will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 10:00 a.m. on Friday, May 21, 2021, for the purpose of considering, and if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the 2020 annual report.
2. To consider and approve the resolution on the work report of the Board for 2020.
3. To consider and approve the resolution on the work report of the Supervisory Committee for 2020.
4. To consider and approve the resolution on the profit distribution plan for 2020.
5. To consider and approve the resolution on re-appointment of auditors for 2021 and their remuneration for 2020.

#### SPECIAL RESOLUTIONS

6. To consider and approve the resolution on the grant of a general mandate to the Board to issue Shares.
7. To consider and approve the resolution on the grant of a general mandate to the Board to repurchase H Shares.
8. To consider and approve the resolution on the amendments to the Articles of Association of Venus Medtech (Hangzhou) Inc.



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# NOTICE OF 2020 ANNUAL GENERAL MEETING

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## AS REPORTING DOCUMENT

9. To review the work report of the independent Directors for 2020.

Details of the above resolutions are set out in the circular of the Company to be published on April 21, 2021. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.

By order of the Board  
**Venus Medtech (Hangzhou) Inc.**  
**Min Frank Zeng**  
*Chairman*

April 21, 2021

*Notes:*

1. The register of members of H Shares of the Company will be closed from Wednesday, April 21, 2021 to Friday, May 21, 2021 (both days inclusive). Holders of H Shares and Unlisted Foreign Shares whose names appear on the register of members of the Company on Friday, May 21, 2021 are entitled to attend and vote at the AGM. Holders of H Shares who intend to attend and vote at the AGM are required to deposit all Share transfer documents together with relevant Share certificates at the H Share registrar of the Company, 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, April 20, 2021 for registration.
2. Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder of the Company but must attend the AGM in person to represent the relevant Shareholder.
3. The instrument appointing a proxy must be in writing and signed by holders of Shares or his/her attorney who was duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
4. In order to be valid, the proxy form together with the notarized power of attorney or other authorization document (if any) must be deposited at (i) the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares); or (ii) the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC (for holders of Unlisted Foreign Shares) not less than 24 hours before the time fixed for the holding of the AGM or any adjournment thereof (as the case may be) (which is 10:00 a.m. on Thursday, May 20, 2021 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof if he/she so wishes.
5. Shareholders and Shareholder proxies are required to produce identity proof when attending the AGM (and any adjournment thereof).
6. Pursuant to the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of the AGM will be voted on by poll.
7. The AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses.
8. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.

# NOTICE OF 2021 FIRST CLASS MEETING OF HOLDERS OF H SHARES



杭州启明醫療器械股份有限公司

**Venus Medtech (Hangzhou) Inc.**

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

**(Stock Code: 2500)**

## NOTICE OF 2021 FIRST CLASS MEETING OF HOLDERS OF H SHARES

**NOTICE IS HEREBY GIVEN** that the 2021 first class meeting of holders of H shares (the “**Class Meeting of Holders of H Shares**”) of Venus Medtech (Hangzhou) Inc. (the “**Company**”) will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:00 a.m. on Friday, May 21, 2021 (or immediately after conclusion of the 2020 annual general meeting of the Company to be held on the same date or any adjournment thereof), for the purpose of considering, and if thought fit, passing the following resolutions:

### **SPECIAL RESOLUTION**

1. To consider and approve the resolution on the grant of a general mandate to the Board to repurchase H Shares.

Details of the above resolutions are set out in the circular of the Company to be published on April 21, 2021. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.

By order of the Board  
**Venus Medtech (Hangzhou) Inc.**  
**Min Frank Zeng**  
*Chairman*

April 21, 2021

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## NOTICE OF 2021 FIRST CLASS MEETING OF HOLDERS OF H SHARES

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*Notes:*

1. The register of members of H Shares of the Company will be closed from Wednesday, April 21, 2021 to Friday, May 21, 2021 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company on Friday, May 21, 2021 are entitled to attend and vote at the Class Meeting of Holders of H Shares. Holders of H Shares who intend to attend and vote at the Class Meeting of Holders of H Shares are required to deposit all Share transfer documents together with relevant Share certificates at the H Share registrar of the Company, 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, April 20, 2021 for registration.
2. Shareholders entitled to attend and vote at the Class Meeting of Holders of H Shares may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder of the Company but must attend the Class Meeting of Holders of H Shares in person to represent the relevant Shareholder.
3. The instrument appointing a proxy must be in writing and signed by holders of Shares or his/her attorney who was duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
4. In order to be valid, the proxy form together with the notarized power of attorney or other authorization document (if any) must be deposited at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for the holding of the Class Meeting of Holders of H Shares or any adjournment thereof (as the case may be) (which is 11:00 a.m. on Thursday, May 20, 2021 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the Class Meeting of Holders of H Shares or any adjournment thereof if he/she so wishes.
5. Shareholders and Shareholder proxies are required to produce identity proof when attending the Class Meeting of Holders of H Shares (and any adjournment thereof).
6. Pursuant to the Articles of Association, any vote of Shareholders at a class meeting of holders of H shares must be taken by poll. As such, the resolutions set out in the notice of the Class Meeting of Holders of H Shares will be voted on by poll.
7. The Class Meeting of Holders of H Shares is expected to last for half a day. Shareholders (in person or by proxy) attending the Class Meeting of Holders of H Shares are responsible for their own transportation and accommodation expenses.
8. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.

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# NOTICE OF 2021 FIRST CLASS MEETING OF HOLDERS OF UNLISTED FOREIGN SHARES

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## 杭州启明醫療器械股份有限公司 Venus Medtech (Hangzhou) Inc.

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 2500)

### NOTICE OF 2021 FIRST CLASS MEETING OF HOLDERS OF UNLISTED FOREIGN SHARES

**NOTICE IS HEREBY GIVEN** that the 2021 first class meeting of holders of unlisted foreign shares (the “**Class Meeting of Holders of Unlisted Foreign Shares**”) of Venus Medtech (Hangzhou) Inc. (the “**Company**”) will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:30 a.m. on Friday, May 21, 2021 (or immediately after conclusion of the 2020 annual general meeting and the 2021 first class meeting of holders of H shares of the Company to be held on the same date or any adjournment thereof), for the purpose of considering, and if thought fit, passing the following resolutions:

#### **SPECIAL RESOLUTION**

1. To consider and approve the resolution on the grant of a general mandate to the Board to repurchase H Shares.

Details of the above resolutions are set out in the circular of the Company to be published on April 21, 2021. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.

By order of the Board  
**Venus Medtech (Hangzhou) Inc.**  
**Min Frank Zeng**  
*Chairman*

April 21, 2021

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## NOTICE OF 2021 FIRST CLASS MEETING OF HOLDERS OF UNLISTED FOREIGN SHARES

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*Notes:*

1. The register of members of Unlisted Foreign Shares of the Company will be closed from Wednesday, April 21, 2021 to Friday, May 21, 2021 (both days inclusive). Holders of Unlisted Foreign Shares whose names appear on the register of members of the Company on Friday, May 21, 2021 are entitled to attend and vote at the Class Meeting of Holders of Unlisted Foreign Shares. Holders of Unlisted Foreign Shares who intend to attend and vote at the Class Meeting of Holders of Unlisted Foreign Shares are required to deposit all Share transfer documents together with relevant Share certificates at the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC, no later than 4:30 p.m. on Tuesday, April 20, 2021 for registration.
2. Shareholders entitled to attend and vote at the Class Meeting of Holders of Unlisted Foreign Shares may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder of the Company but must attend the Class Meeting of Holders of Unlisted Foreign Shares in person to represent the relevant Shareholder.
3. The instrument appointing a proxy must be in writing and signed by holders of Shares or his/her attorney who was duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
4. In order to be valid, the proxy form together with the notarized power of attorney or other authorization document (if any) must be deposited at the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC, not less than 24 hours before the time fixed for the holding of the Class Meeting of Holders of Unlisted Foreign Shares or any adjournment thereof (as the case may be) (which is 11:30 a.m. on Thursday, May 20, 2021 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the Class Meeting of Holders of Unlisted Foreign Shares or any adjournment thereof if he/she so wishes.
5. Shareholders and Shareholder proxies are required to produce identity proof when attending the Class Meeting of Holders of Unlisted Foreign Shares (and any adjournment thereof).
6. Pursuant to the Articles of Association, any vote of Shareholders at a class meeting of holders of unlisted foreign shares must be taken by poll. As such, the resolutions set out in the notice of the Class Meeting of Holders of Unlisted Foreign Shares will be voted on by poll.
7. The Class Meeting of Holders of Unlisted Foreign Shares is expected to last for half a day. Shareholders (in person or by proxy) attending the Class Meeting of Holders of Unlisted Foreign Shares are responsible for their own transportation and accommodation expenses.
8. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.