

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



Suzhou Basecare Medical Corporation Limited

蘇州貝康醫療股份有限公司

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

(Stock Code: 2170)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CLOSURE OF REGISTER OF MEMBERS OF H SHARES**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Suzhou Basecare Medical Corporation Limited (the “**Company**”) hereby announces that, Mr. YU Kwok Kuen Harry (“**Mr. Yu**”) has tendered his resignation as an independent non-executive Director of the Company and the chairman of the audit committee (the “**Audit Committee**”), a member of the remuneration and appraisal committee (the “**Remuneration and Appraisal Committee**”) and a member of the nomination committee (the “**Nomination Committee**”) of the Company with effect from September 6, 2021 in order to focus on his other business and personal commitments.

Mr. Yu confirms that there is no disagreement with the Board, and there are no other matters relating to his resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited and the shareholders of the Company.

The Board would like to take this opportunity to thank Mr. Yu for his valuable contributions to the Company during his term of office.

The Board noted that following the resignation of Mr. Yu, the Company will fail to meet:

- 1) the requirement under Rule 3.10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which stipulates the board of directors of a listed issuer must include at least three independent non-executive directors and at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise;

- 2) the requirement under Rule 3.10A of the Listing Rules which stipulates an issuer must appoint independent non-executive directors representing at least one-third of the board;
- 3) the requirement under Rule 3.21 of the Listing Rules, which stipulates that the audit committee must comprise a minimum of three members at least one of whom must be an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules;
- 4) the requirement under Rule 19A.18(1) of the Listing Rules, which stipulates that at least one of the independent non-executive directors of a PRC issuer must be ordinarily resident in Hong Kong;
- 5) the requirements under code provision A.5.1 of Appendix 14 to the Listing Rules, which stipulates that a nomination committee shall comprise a majority of independent non-executive directors; and
- 6) the requirement under Rule 3.25 of the Listing Rules, which stipulates that a remuneration committee shall comprise a majority of independent non-executive directors.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. CHAU Kwok Keung (“**Mr. Chau**”) has been nominated as an independent non-executive Director to fill the casual vacancy of Mr. Yu. The appointment of Mr. Chau as an independent non-executive Director will be proposed for consideration and, if thought fit, approval by the shareholders of the Company at the 2021 first extraordinary general meeting of the Company to be held (the “**EGM**”). Biographical details of Mr. Chau are set out as follows:

Mr. CHAU Kwok Keung (鄒國強), aged 44, has more than 17 years of experience in accounting and financial management. Mr. Chau joined BetterLife Holding Limited, a company listed on the Stock Exchange (Stock Code: 6909), as a chief financial officer in September 2020 and was appointed as an executive Director in December 2020. He is responsible for overall financial planning and management, company secretarial affairs, coordination of investors relations and administrative work. Mr. Chau has served as an executive director and the chief financial officer of Comtec Solar Systems Group Limited, a company listed on the Stock Exchange (Stock Code: 712), from November 2007 to January 2020. Mr. Chau was responsible for its corporate financial and general management. He was also appointed as (i) an independent non-executive director and the chairman of the audit committee of Qingdao Port International Co., Ltd., a company dual-listed on the Stock

Exchange (Stock Code: 6198) and the Shanghai Stock Exchange (Stock Code: 601298) from May 2014 to May 2019; (ii) an independent director of The9 Limited, whose shares are listed by way of American Depositary Shares on NASDAQ (Stock Code: NCTY), since October 2015; (iii) an independent non-executive director and the chairman of the audit committee of China Xinhua Education Group Ltd., a company listed on the Stock Exchange (Stock Code: 2779), since October 2017; (iv) an independent non-executive director of China Tobacco International (HK) Company Limited, a company listed on the Stock Exchange (stock code: 6055), since December 2018; (v) an independent non-executive director and the chairman of the audit committee of Forward Fashion (International) Holdings Company Limited, a company listed on the Stock Exchange (Stock Code: 2528), from December 2019 to August 2021 and (vi) an independent non-executive director of Bank of Zhangjiakou Co., Ltd (張家口銀行股份有限公司) since April 2020. He also acted as a member of supervisory board of RIB Software AG, a software company in Germany, which was listed on the Frankfurt Stock Exchange (Stock Code: RIB), from May 2010 to June 2013.

Mr. Chau has also served in various positions at China.com Inc. (currently known as Sino Splendid Holdings Limited), a company listed on the Stock Exchange (Stock Code: 8006) from October 2005 to October 2007, including qualified accountant, chief financial officer, company secretary and authorised representative. Prior to joining China.com Inc., he was the deputy group financial controller of China South City Holdings Limited, a company listed on the Stock Exchange (Stock Code: 1668) from August 2003 to April 2005 and the financial controller of Shanghai Hawei New Materials and Technology Company Limited from June 2002 to August 2003. Mr. Chau was employed by Arthur Andersen & Co. initially as an experienced staff accountant and then he was subsequently promoted to be a senior consultant in the Global Corporate Finance Division of Arthur Andersen & Co. in March 2002.

Mr. Chau has been a member of the Association of Chartered Certified Accountants (ACCA) since June 2002, a Chartered Financial Analyst of CFA Institute since September 2003 and a member of Hong Kong Institute of Certified Public Accountants (HKICPA) since July 2005. Mr. Chau also obtained a certificate of Qualified Independent Director from the Shanghai Stock Exchange since August 2017 and was approved by China Banking Regulatory Commission as qualified director of banking institutions in China since March 2020. Mr. Chau has been a fellow member of the Institute of Public Accountants (IPA) of Australia and Institute of Financial Accountants (IFA) since June 2020. Mr. Chau received a bachelor's degree in Business Administration from the Chinese University of Hong Kong in December 1998.

If Mr. Chau is appointed as an independent non-executive Director at the EGM, the Company will enter into a service contract with Mr. Chau in relation to his appointment as an independent non-executive Director for a term commencing from the date of approval of his appointment at the EGM and expiring on the conclusion of the first session of the Board, this term of office is determinable by either party serving on the other not less than three months' written notice, and subject to retirement by rotation and re-appointment in accordance with the Company's Articles of Association and the Listing Rules. Upon the appointment, Mr. Chau will be entitled to an annual director fee of HK\$200,000 (before tax). The remuneration of Mr. Chau will be determined with reference to his duties and responsibilities in the Company and prevailing market conditions, and will be subject to review by the Board and the Remuneration and Appraisal Committee from time to time. Mr. Chau has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company.

As of the date of this announcement, save as disclosed above, Mr. Chau has confirmed that he: (i) does not hold any position in the Company or any other subsidiaries of the Company, nor did he hold any directorship or positions of supervisor in any other listed companies in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any Directors, supervisors, senior management or substantial shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have any interests in the shares or underlying shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Chau has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules and there is no other matter relating to his appointment that needs to be brought to the attention of the shareholders of the Company, and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The appointment of Mr. Chau as an independent non-executive Director is subject to the approval of the shareholders of the Company by way of ordinary resolution at the EGM. A circular containing, among other things, details of the above proposal will be despatched to the Shareholders in due course.

The Board also proposes to appoint Mr. Chau as the chairman of the Audit Committee, a member of the Nomination committee and the Remuneration and Appraisal Committee if his appointment as an independent non-executive Director has been approved by the shareholders of the Company by way of ordinary resolution at the EGM. Upon the effect of the abovementioned appointments, the Company will meet the requirements under Rule 3.10, 3.10A, 3.21, 3.25, 19A.18(1) of and code provision A.5.1 of Appendix 14 to the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The register of members of H Shares will be closed from Tuesday, September 21, 2021 to Thursday, October 21, 2021, both days inclusive, during which period no transfer of H Shares will be registered, in order to determine the holders of the H Shares of the Company who are entitled to attend and vote at the forthcoming EGM.

To be eligible to attend and vote at the EGM, all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, September 20, 2021 for registration.

By Order of the Board
Suzhou Basecare Medical Corporation Limited
Dr. Liang Bo
Chairman and General Manager

Suzhou, PRC, September 6, 2021

As of the date of this announcement, the Board comprises Mr. LIANG Bo, Mr. KONG Lingyin and Mr. RUI Maoshe as executive Directors; Mr. XU Wenbo, Mr. ZHANG Jiecheng and Mr. WANG Weipeng as non-executive Directors; and Mr. KANG Xixiong and Mr. HUANG Taosheng as independent non-executive Directors.