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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)**

**(I) REMINDER ON PRECAUTIONARY MEASURES AND HYBRID  
MEETING ARRANGEMENTS FOR THE AGM AND THE CLASS MEETINGS  
AND  
(II) FURTHER INFORMATION ON CIRCULAR REGARDING  
RE-ELECTION AND APPOINTMENT OF DIRECTORS**

Reference is made to the circular (the “**Circular**”) of Venus Medtech (Hangzhou) Inc. (the “**Company**”) dated April 26, 2022 in relation to, among others, the re-election and appointment of Directors and the notices of the Annual General Meeting, the 2022 first class meeting of holders of H Shares, and the 2022 first class meeting of holders of Unlisted Foreign Shares to be held on May 30, 2022. Unless otherwise defined, capitalized terms used in this announcement shall have the same meaning as those defined in the Circular.

**REMINDER ON PRECAUTIONARY MEASURES AND HYBRID MEETING ARRANGEMENTS  
FOR THE AGM AND THE CLASS MEETINGS**

The Company would like to take this opportunity to voluntarily remind the Shareholders again of the precautionary measures and hybrid meeting arrangements to be taken at the AGM and the Class Meetings, which have been set out in detail in the Circular.

In view of the ongoing Coronavirus Disease 2019 (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM and the Class Meetings to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meetings and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

To enable Shareholders of the Company to participate in the AGM and the Class Meetings and to speak and observe in relation to the resolution(s) to be resolved at the AGM and the Class Meetings, Shareholders not attending the AGM and the Class Meetings in person may join a live streaming webcast of the AGM and the Class Meetings where they can both speak and see during the discussion session at the AGM and the Class Meetings via Zoom at zoom link address. Shareholders that intend to participate in the AGM and the Class Meetings via Zoom shall contact the Company before 4:30 p.m. on Saturday, May 28, 2022 to obtain a passcode to join the AGM and the Class Meetings via the following means:

By email: [is-enquiries@venusmedtech.com](mailto:is-enquiries@venusmedtech.com)

By telephone: (0571) 8675 9022

Shareholders should note that viewing the live streaming webcast of the AGM and the Class Meetings via Zoom will not be counted towards a quorum nor will they be able to cast their votes online. Shareholders who wish to vote are strongly encouraged to appoint the chairman of the AGM and the Class Meetings as their proxy to vote on the relevant resolution(s) at the AGM and the Class Meetings by completing and returning the proxy form in accordance with the instructions therein by a time not less than 24 hours before the time appointed for the AGM and the Class Meetings (i.e. 10:00 a.m., 11:00 a.m. and 11:30 a.m. on Sunday, May 29, 2022), if they have not already done so.

To the extent permitted under the applicable laws, the Company reserves the right to deny any person entry into the AGM and the Class Meetings venue or require any person to leave the AGM and the Class Meetings venue so as to ensure the health and safety of the other attendees at the AGM and the Class Meetings. Subject to the development of COVID-19, the Company may be required to change the AGM and the Class Meetings arrangements at short notice. Shareholders should check the websites of the Company (<http://www.venusmedtech.com/>) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for further announcements and updates on the AGM and the Class Meetings arrangements.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting(s) is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairperson of the meeting(s) as their proxy to vote on the relevant resolution(s) at the meeting(s) instead of attending the meeting(s) in person, by completing and return the proxy form(s) attached to this document. If any Shareholder chooses not to attend the meeting(s) in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our registered office. If any Shareholder has any question relating to the meeting(s), please contact the Company as above.

## **FURTHER INFORMATION ON CIRCULAR REGARDING RE-ELECTION AND APPOINTMENT OF DIRECTORS**

Code Provision B.3.4 of the Corporate Governance Code under Appendix 14 of the Listing Rules provides that where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting and the proposed director will be holding his/her seventh (or more) listed company directorship, it should set out why the board believes the individual would still be able to devote sufficient time to the board in the relevant circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting. In this regard, the Company wishes to provide the following supplemental information regarding the Circular and the re-election and appointment of Directors.

As set out on p. 7 of the Circular, pursuant to the Terms of Reference of the Nomination Committee and the applicable rules, the factors required to be considered by the Nomination Committee in making recommendations to the Board on the election of the new session of Directors (including independent non-executive Directors) include, but are not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. In consideration of the candidates for the proposed independent non-executive Directors, namely Mr. Ting Yuk Anthony Wu (“**Mr. Wu**”), Mr. Wan Yee Joseph Lau and Mr. Chi Wai Suen, the Nomination Committee has assessed their independence in accordance with the independence criteria set out in Rule 3.13 of the Listing Rules, and is of the view that all of them are independent. As further detailed in the biographies of the proposed independent non-executive Directors set out in “Appendix I – Biography of Director Candidates” of the Circular, each of them has a strong and diverse educational background and extensive experience including for example in-depth knowledge of law and compliance, financial management, auditing and accounting and corporate governance, which the Nomination Committee has assessed and believes would enable such proposed independent non-executive Directors to bring their own perspective, skills and experience to the Board. Therefore, the Nomination Committee is of the view that the proposed independent non-executive Directors can contribute to the diversity of the Board and are capable to provide the Board with independent, balanced and objective opinion and judgement regarding the Company’s affairs.

Among the independent non-executive Directors proposed to be re-elected, Mr. Wu has been an independent non-executive Director of the Group since November 2018 prior to the listing of the Company on the Stock Exchange. He also serves as the chairman of the remuneration and assessment committee, and a member of the audit committee and the Nomination Committee under the Board.

Based on information available to the Company, the Company would like to supplement that Mr. Wu is holding nine directorships (including the directorship in the Company) in companies listed in Hong Kong as at April 19, 2022 (being the Latest Practicable Date), including as (i) the chairman and a non-executive director of Clarity Medical Group Holding Limited (Stock Code: 1406) since March 2019; (ii) an independent non-executive director of Power Assets Holdings Limited (Stock Code: 6) since June 2014; (iii) an independent non-executive director of Guangdong Investment Limited (Stock Code: 270) since August 2012; (iv) an independent non-executive director of China Taiping Insurance Holdings Company Limited (Stock Code: 966) since August 2013; (v) the chairman and an independent non-executive director of China Resources Medical Holdings Company Limited (Stock Code: 1515) since August 2018; (vi) an independent non-executive director of CStone Pharmaceuticals (Stock Code: 2616) since February 2019; (vii) an independent non-executive director of Ocumension Therapeutics (Stock Code: 1477) since June 2020; and (viii) Sing Tao News Corporation Limited (Stock Code: 1105) since June 2021.

Given all such directorships are independent non-executive in nature (except for (i) above which is non-executive in nature) and do not require Mr. Wu to devote his full time and attention to the day-to-day operations or management of those companies, the Board and the Nomination Committee are of the view that Mr. Wu is able to devote sufficient time to the affairs of the Board notwithstanding the other directorships that he is holding. Additionally, Mr. Wu has confirmed that he is aware of the responsibilities of being a director of a listed company in Hong Kong and will be able to dedicate sufficient time and attention to the Board in discharging his duties as an independent non-executive Director. The Board and the Nomination Committee further noted that Mr. Wu has maintained a 100% attendance rate of all the board and board committee meetings of the Company that he is eligible to attend since the listing of the Company on the Stock Exchange and as of the end of the most recent financial year (i.e. December 31, 2021). Other than the routine board and board committee meetings, he has also provided additional professional advice related to finance, accounting and auditing to the Board from time to time.

In view of the above, the Board and the Nomination Committee consider that Mr. Wu is able to devote sufficient time to perform his responsibilities as an independent non-executive Director of the Company and contribute to the Board with a diversity of perspectives, skills and experience, and accordingly propose that he stands for re-election at the Annual General Meeting.

It is noted that Mr. Wu has duly abstained from the discussion and decision by the Nomination Committee (of which he is a member) concerning his own proposed re-election as summarized above, according to the Terms of Reference of the Nomination Committee.

The Board and the Nomination Committee support the re-election of Mr. Wu and recommend the Shareholders to vote in favour of the relevant resolution at the Annual General Meeting.

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

Hangzhou, April 28, 2022

*As at the date of this announcement, the executive Directors are Mr. Min Frank Zeng, Mr. Zhenjun Zi and Mr. Lim Hou-Sen (Lin Haosheng); the non-executive Director is Ms. Nisa Bernice Wing-Yu Leung; and the independent non-executive Directors are Mr. Ting Yuk Anthony Wu, Mr. Wan Yee Joseph Lau and Mr. Chi Wai Suen.*