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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)

**(1) PROPOSED RE-ELECTION AND APPOINTMENT
OF DIRECTORS FOR
THE SECOND SESSION OF THE BOARD OF DIRECTORS,
(2) PROPOSED RE-ELECTION AND APPOINTMENT OF
SUPERVISORS FOR THE SECOND SESSION OF THE BOARD
OF SUPERVISORS
AND
(3) CLOSURE OF REGISTER OF MEMBERS OF H SHARES**

1. PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR THE SECOND SESSION OF THE BOARD OF DIRECTORS

Given that the term of office of the Directors of the first session of the board (the “**Board of Directors**”) of directors (the “**Directors**”) of Suzhou Basecare Medical Corporation Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) has expired, the Board of Directors has considered and approved the re-election and appointment of members of the Board of Directors. The second session of the Board of Directors shall comprise nine Directors, including three executive Directors, three non-executive Directors and three independent non-executive Directors. The Board of Directors proposed to:

- (i) re-elect Dr. LIANG Bo, Mr. KONG Lingyin and Ms. YANG Ying as executive Directors;
- (ii) re-elect Mr. XU Wenbo and Mr. WANG Weipeng as non-executive Directors and appoint Mr. LING Yang as a non-executive Director; and
- (iii) re-elect Dr. KANG Xixiong and Mr. LAM Siu Wing as independent non-executive Directors and appoint Dr. William S.B. YEUNG as an independent non-executive Director.

The re-election and appointment of Directors will be effective from the date of approval by the shareholders of the Company at the 2023 second extraordinary general meeting of the Company (“**the EGM**”). The term of office of the re-elected Directors shall be effective upon approval at the EGM, and their duties as Directors for the first session of the Board of Directors shall be removed accordingly. Prior to the approval of newly appointed two Directors by the EGM, Dr. HUANG Taosheng will continue to perform his duties as an independent non-executive Director, and will be automatically removed on the date of approval by the EGM of the newly appointed two Directors. Dr. HUANG Taosheng has confirmed that he has no disagreement with the Board of Directors and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited. The Board would like to take this opportunity to express its appreciation to Dr. HUANG Taosheng for the valuable contribution during his term of office.

The term of office of the second session of the Board of Directors will be three years. The term of office of the Directors to be re-elected and appointed will commence upon the approval of their re-election and appointment at the EGM until the expiration of the term of office of the second session of the Board of Directors, and subject to retirement by rotation and re-appointment in accordance with the articles of association of the Company (the “**Articles of Association**”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Each of the re-elected and appointed Directors will enter into a service contract with the Company after the approval of his or her appointment at the EGM. The re-elected and appointed executive Directors and non-executive Directors will not receive director’s fee from the Company during his or her term as a Director. Each of the re-elected and appointed independent non-executive Directors will receive an annual director's fee of HK\$200,000 (before tax) from the Company during his term as a Director of the Company. The remuneration of Dr. William S.B. YEUNG is 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 of the Company from time to time. Dr. William S.B. YEUNG 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.

Each of the above proposed independent non-executive Directors has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. The Board also considers that each of the proposed independent non-executive Directors meets the independence requirements set out in Rule 3.13 of the Listing Rules.

Biographical details of the above Director candidates for the second session of the Board of Directors are set out as follows:

Executive Directors

Dr. LIANG Bo (梁波), aged 42, the founder and general manager of our Group, was appointed as the chairman of our Board of Directors on December 14, 2015. Dr. Liang is primarily responsible for the overall management of our Group, including business strategy, R&D and sustainable development. Dr. Liang also serves as the executive director of both Suzhou Basecare Medical Device Co., Ltd. (蘇州貝康醫療器械有限公司) and Suzhou Basecare Intelligent Manufacturing Co., Ltd. (蘇州貝康智能製造有限公司).

Dr. Liang has over ten years of experience in bioinformatics and reproductive health industry, and has led the development of PGT and high-throughput sequencing, for which the first “Special Approval for Innovative Medical Devices (創新醫療器械特別審批)” was granted and the first registration certificate of medical devices for third-generation IVF technological products was obtained. Dr. Liang is the director of Jiangsu Reproductive Genetic Engineering Technology Research Center, the president of Suzhou Youth Science and Technology Talents Commission, the secretary general of China Expert Committee on Genetic Counseling Capacity Building, an associate professor of School of Pharmacy, Soochow University and a part-time researcher at the National Research Center for Assisted Reproduction and Eugenics. Dr. Liang also received an award of Leading Talents in Science and Technology from Suzhou Industrial Park Working Committee of CPC Suzhou Industrial Park Management Committee (中共蘇州工業園區工作委員會蘇州工業園區管理委員會) in December 2015. Dr. Liang has published more than 25 papers in international academic journals. He has also made 126 patent applications and 34 copyright applications for bioinformatics software.

Dr. Liang received his bachelor’s degree in mathematics and applied mathematics from Sun Yat-sen University (中山大學) in the PRC in June 2004. He received his master’s degree in information technology from University of Melbourne in Australia in August 2007. He received his doctoral degree in biology from Shanghai Jiao Tong University (上海交通大學) in the PRC in June 2020.

As of the date of this announcement, Dr. Liang is, directly and indirectly, beneficially interested in 91,322,019 domestic shares of the Company, representing approximately 33.39% of the total share capital of the Company.

Mr. KONG Lingyin (孔令印), aged 43, was appointed as a Director on June 15, 2016. He has also been serving as our chief technical officer since May 1, 2014. Mr. Kong is primarily responsible for the research and development and regulatory filing activities of our Group. Mr. Kong also serves as the technical director of Suzhou Basecare Medical Device Co., Ltd. (蘇州貝康醫療器械有限公司) and the chairman of the board of directors of Basecare Guoxin (Chongqing) Translational Medicine Technology Co., Ltd. (貝康國信(重慶)轉化醫學科技有限公司).

Before joining our Group in June 2011, Mr. Kong served as a staff member responsible for biological information analysis at Hangzhou Sha'ai Taike Biology Technology Co., Ltd (杭州莎艾泰克生物技術有限公司) until September 2008 and worked at the development department of Chongqing Nuoqing Biology Information Technology Co., Ltd (重慶諾京生物資訊技術有限公司) from October 2008 to May 2010. He worked at Tianjin International Biomedical Union Research Institute (天津國際生物醫藥聯合研究院) from May 2010 to July 2011 where he was responsible for biological information analysis.

Mr. Kong received his bachelor's degree in biotechnology from Shandong Agricultural University (山東農業大學) in the PRC in July 2003 and his master's degree in biochemistry and molecular biology from Zhejiang University of Technology (浙江理工大學) in the PRC in April 2007.

Ms. YANG Ying (楊瑩), aged 41, joined our Company in September 2018 and has been serving as our chief quality officer since then. She was appointed as our executive Director with effect from April 30, 2022. She is primarily responsible for establishing and maintaining our quality management system and leading quality control department of our Group.

Prior to joining our Group, from June 2015 to September 2018, Ms. Yang served as a quality manager of ET Healthcare, Inc. (星童醫療技術有限公司), where she was responsible for quality management and customer relationship maintenance. From August 2013 to June 2015, she served as a quality assurance director of Wantong (Suzhou) Quantitative Valve System Co., Ltd. (萬通(蘇州)定量閥系統有限公司). From September 2004 to August 2013, she served as a senior quality engineer of Schneider (Suzhou) Transformer Co., Ltd. (施耐德(蘇州)變壓器有限公司).

Ms. Yang received her bachelor's degree in inorganic nonmetallic materials from Shaanxi University of Science and Technology (陝西科技大學) in China in July 2004.

Non-executive Directors

Mr. XU Wenbo (徐文博), aged 38, was appointed as a non-executive Director on November 5, 2018. Mr. Xu is primarily responsible for supervising and providing independent advice to our Board of Directors. Mr. Xu has also been serving as the chairman and founding partner at Broad Vision Funds (博華資本) since September 2017. He served as an independent director at BlueFocus Communication Group Co., Ltd (北京藍色光標數據科技股份有限公司), a public relations consulting and advertising company listed on the Shenzhen Stock Exchange (Stock Code: 300058) from May 2020 to December 2021. Mr. Xu received his bachelor's degree in law from Peking University (北京大學) in the PRC in July 2007 and his master's degree in law from University of California, Berkeley in the U.S. in May 2010.

As of the date of this announcement, Mr. Xu is indirectly, beneficially interested in 22,196,511 domestic shares of the Company, representing approximately 8.11% of the total share capital of the Company.

Mr. WANG Weipeng (王偉鵬), aged 34, was appointed as a non-executive Director on September 2, 2016. Mr. Wang is primarily responsible for supervising and providing independent advice to our Board of Directors. Mr. Wang has been working at Shenzhen Qianhai Hengrui Fangyuan Investment Management Co., Ltd. (深圳前海恒瑞方圓投資管理有限公司) since April 2015 and has been serving as the general manager since March 2019. From July 2011 to April 2015, Mr. Wang worked at the Harbin Sales Department of China Minze Securities Co., Ltd. (中國民族證券有限責任公司), currently known as Founder Securities Underwriting Sponsor Co., Ltd. (方正證券承銷保薦有限責任公司). Mr. Wang received his bachelor's degree in accounting from Harbin University of Commerce (哈爾濱商業大學) in the PRC in July 2012.

Mr. LING Yang (凌洋), aged 35, has been acting as executive director of CDG Capital Company Limited (晨嶺資本有限公司) (“**CDG Capital**”) since January 2022. From April 2021 to December 2021, he served as the director of legal affairs and compliance department of CDG Capital. From January 2019 to March 2021, he served as deputy director of legal affairs and compliance department of China National Oil and Gas Exploration and Development Corporation (中國石油國際勘探開發有限公司) (“**China National Oil and Gas**”). From January 2016 to December 2018, he served as the director of commercial & trading department of CNPC International (Canada) Ltd. in Calgary, Canada. From January 2015 to December 2015, he served as the senior commercial advisor of LNG Canada, a joint venture among Shell, PETRONAS, PetroChina, Mitsubishi and KOGAS, in Calgary/Vancouver, Canada. From January 2013 to December 2014, he served as a legal manager of legal affairs and compliance department of China National Oil and Gas.

Mr. Ling obtained his bachelor's degree in law from Renmin University (中國人民大學) in the PRC in July 2011. He obtained his master's degree in law from Northwestern University in the United States in August 2012.

Independent Non-executive Directors

Dr. KANG Xixiong (康熙雄), aged 70, was appointed as an independent non-executive Director on January 16, 2021. Dr. Kang is primarily responsible for addressing conflicts and giving strategic advice and guidance to the business and operations of our Group.

Dr. Kang has been the chief physician and professor at the Laboratory Diagnosis Center of Beijing Tiantan Hospital, Capital Medical University (首都醫科大學附屬北京天壇醫院), and a professor and the head of the clinical laboratory diagnosis department of Capital Medical University (首都醫科大學) since September 2001 and July 2020, respectively.

Dr. Kang has been a director of Shanghai Baiiao Technology Co., Ltd (上海百傲科技股份有限公司), a company listed on the National Equities Exchange and Quotations (Stock Code: 430353), since May 2019, an independent director of Guangzhou Yangpu Medical Technology Co., Ltd. (廣州陽普醫療科技股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 300030), since May 2017, and an independent director at Sannuo Bio-sensing Co., Ltd (三諾生物傳感股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 300298), since December 2019. From September 2019 to December 2021, Dr. Kang served as an independent director of Boai Xinkaiyuan Medical Science and Technology Group Co., Ltd (博愛新開源醫療科技集團股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 300109).

Dr. Kang received his doctoral degree in medicine in Tokyo Medical University in Japan in November 1990.

Mr. LAM Siu Wing (林兆榮), aged 63, has extensive experience in accounting, auditing and business consulting. From 2004 to 2020, Mr. Lam was a partner of both PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers in Hong Kong (collectively “**PricewaterhouseCoopers**”). He has served as (i) an independent non-executive director of Greatpower Nickel And Cobalt Materials Co., Ltd. (上海格派鎳鈷材料股份有限公司) since June 2022, and (ii) an independent non-executive director of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (上海復旦張江生物醫藥股份有限公司), whose shares are listed on the Stock Exchange of Hong Kong Limited (stock code: 1349), since May 2023. Mr. Lam graduated from Macquarie University in Australia with a bachelor degree of economics major in accounting in March 1985. In October 1989, he graduated from The University of New South Wales in Australia with a master degree of Commerce major in Finance. He is a fellow member of both Hong Kong Institute of Certified Public Accountants (HKICPA) and Chartered Accountants Australia and New Zealand (CAANZ, formerly known as the Institute of Chartered Accountants of Australia (ICAA)).

Mr. Lam has over 30 years of working experience in PricewaterhouseCoopers and has been a partner for 16 years. He has extensive experience in financial and audit practice. He has served many private and state-owned pharmaceutical companies in their IPO in Hong Kong and annual report audits, as well as many large pharmaceutical multinationals. Mr. Lam has a rich professional and industry background, and also extensive overseas study and working experience, which brings independent view and can be of great help to the international development of the Company.

Dr. William S.B. YEUNG (楊樹標), aged 66, is a renowned scholar in the field of reproductive medicine. Dr. Yeung joined the University of Hong Kong in 1989 and is currently a professor of the Department of Obstetrics and Gynaecology, School of Clinical Medicine of the University of Hong Kong. He has also been the assisted reproduction laboratory-in-charge of the Reproductive Medicine and Prenatal Diagnosis Center at the University of Hong Kong-Shenzhen Hospital, and the laboratory head of the Centre of Assisted Reproduction and Embryology at the University of Hong Kong, Queen Mary Hospital, and the person responsible of the University of Hong Kong-Family Planning Association Andrology Laboratory.

Dr. Yeung obtained his Doctor of Philosophy in Reproductive Endocrinology from the University of Hong Kong in 1985. From 1985 to 1987, he served as postdoctoral researcher in Department of Anatomy, University of Bristol in the United Kingdom. He was elected as an Honorary Fellow of the Hong Kong College of Obstetricians and Gynaecologists in 2017.

Save as disclosed above, as of the date of this announcement, each of the above Director candidates confirmed that (i) he or she does not hold any position in the Company or its subsidiaries nor any other directorship or supervisorship in other listed companies in Hong Kong or overseas for the past three years; (ii) he or she does not have any relationship with any other Directors, supervisors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) he or she 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).

Save as disclosed herein, there are no other matters concerning the re-election or appointment of each of the above Director candidates that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the shareholders of the Company.

2. PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISORS FOR THE SECOND SESSION OF THE BOARD OF SUPERVISORS

Given that the term of office of the Supervisors of the first session of the board (the “**Board of Supervisors**”) of supervisors (the “**Supervisors**”) of the Company has expired, the Board of Supervisors has considered and approved the re-election and appointment of members of the Board of Supervisors. The Board of Supervisors of the Company for the second session shall comprise three Supervisors, including two employee Supervisors, and one shareholder Supervisor. The Board of Supervisors proposed to re-elect Dr. LIN Yi as a shareholder Supervisor.

According to the Articles of Association, the Board of Supervisors shall include shareholder representatives and a certain proportion of staff representatives of the Company, and the proportion of employee Supervisors shall not be less than one third of the total number of Supervisors. The employee Supervisors are elected by the employees of the Company through the employee representatives meeting, the general staff meeting or other democratic forms, and do not require the shareholders’ approval at the general meeting of the Company. Ms. ZONG Qiuping and Ms. SHI Lijuan have been appointed respectively at the employee representatives meeting (the “**Employee Representatives Meeting**”) of the Company held on July 14, 2023.

The re-election of shareholder Supervisor will be effective from the date of approval by the shareholders at the EGM while the appointment of employee Supervisors is effective from the date of passing of the resolution of appointing Ms. ZONG Qiuping and Ms. SHI Lijuan as employee Supervisors at the Employee Representatives Meeting. The term of office of the re-elected shareholder Supervisor shall be effective upon approval by the EGM, and his duties as a shareholder Supervisor for the first session of the Board of Supervisors shall be removed accordingly. Prior to the approval of newly appointed two employee Supervisors by the Employee Representatives Meeting, Ms. HUANG Bing and Ms. ZHU Tingting will continue to perform their duties as employee Supervisors, and will be automatically removed on the date of approval by the Employee Representatives Meeting of newly appointed two employee Supervisors. The current employee Supervisors have confirmed that they have no disagreement with the Board of Directors and the Board of Supervisors. The Board would like to take this opportunity to express its sincere gratitude to Ms. HUANG Bing and Ms. ZHU Tingting for their contributions towards the Company.

The term of office of the second session of the Board of Supervisors will be three years. The term of office of the Supervisors to be re-elected or appointed will commence upon the date of the approval of their appointment at the EGM or the Employee Representatives Meeting until the expiration of the term of office of the second session of the Board of Supervisors, and subject to retirement by rotation and re-appointment in accordance with the Articles of Association and the Listing Rules.

After the appointment of the above-mentioned candidate for shareholder Supervisor is approved at the EGM, the Company will enter into a Supervisor's service contract with him, for a term from the date of approval at the EGM to the expiration of the term of the second session of the Board of Supervisors. Meanwhile, the Company will enter into a Supervisor's service contract with each of the above employee Supervisors, for the same term as the shareholder Supervisor.

The Supervisors will not receive any remuneration from the Company during his or her term as Supervisor. Biographical details of the above shareholder Supervisor candidate and the employee Supervisors candidates for the second session of the Board of Supervisors are set out as follows:

Employee Supervisors

Ms. ZONG Qiuping (宗秋平), aged 34, joined our Group in January 2011 and successively served as accountant, financial head of our Group. She is currently a financial manager of our Group. Prior to joining us, she served as an accountant in Jiangsu Haoye Law Firm (江蘇昊業律師事務所) from December 2009 to December 2010.

Ms. Zong received her bachelor's degree in accounting from YanCheng Teachers University (鹽城師範學院) in June 2010. She obtained the Intermediate Qualification Level in Accounting (會計中級資格) and the Securities Qualification Certificate (證券從業資格合格證) in the PRC in September 2020 and April 2021, respectively.

Ms. SHI Lijuan (史麗娟), aged 34, joined our Group in June 2021 and is currently served as an administration manager of our Group. Prior to joining us, from March 2017 to June 2021, she served as a deputy director of administration of Suzhou Quanyi Jiankang Pharmacy Chain Co., Ltd. (蘇州全億健康藥房連鎖有限公司). From March 2010 to November 2016, she served as an administration manager of Liudao Wanhe (Suzhou) Hot Runner System Co., Ltd. (柳道萬和 (蘇州) 熱流道系統有限公司). From August 2009 to March 2010, she served as a business assistant of Suzhou Rizheng Xingye Trade Co, Ltd. (蘇州日正興業貿易有限公司).

Ms. Shi obtained her bachelor's degree in computer science and technology from Ludong University (魯東大學) in the PRC in June 2009. She obtained her another bachelor's degree in computer science and technology from Wonkwang University in South Korea in June 2009. She obtained her master degree in business administration from Nanjing University of Aeronautics and Astronautics (南京航空航天大學) in the PRC in November 2016.

Shareholder Supervisor

Dr. LIN Yi (林藝), aged 54, was appointed as a Supervisor on August 26, 2020. Dr. Lin is primarily responsible for supervising the compliance of the business operations of our Group.

Dr. Lin has been serving as a managing partner of Suzhou Industry Park Yuanfu Venture Capital Management Corporation (Limited Partnership) (蘇州工業園區元福創業投資管理企業 (有限合夥)), since June 2016. From September 2015 to June 2016, Dr. Lin served as an executive director at Riverhead Capital Investment Management Co., Ltd. (陽光融匯資本投資管理有限公司). Dr. Lin worked at Korea Investment Partners (Shanghai) Venture Capital Management Co., Ltd. (韓投夥伴 (上海)創業投資管理有限責任公司) until September 2015. From April 2011 to August 2014, Dr. Lin served as an executive director and partner of ePlanet Ventures Investment Group (Hong Kong) Limited Beijing Representative Office (壹普蘭投資 (香港)有限公司北京代表處). From May 2009 to March 2011, Dr. Lin served as an executive director at Mingly China Growth Fund (名力中國成長基金). In August 2002, Dr. Lin founded Beijing Eastwin Innovation Biotechnology Co., Ltd. (北京東勝創新生物科技股份有限公司) and served as a vice president until December 2008.

Dr. Lin received his bachelor's degree in biochemistry from Peking University (北京大學) in the PRC in July 1990 and his master's degree in molecular biology from Shanghai Institute of Biochemistry, Chinese Academy of Sciences (中國科學院上海生物化學研究所) in the PRC in September 1993. He also received a doctoral degree in microbiology and immunology from Columbia University in the U.S. in October 1998 and master's degree in business administration from University of Chicago in the U.S. in June 2000.

Save as disclosed above, as of the date of this announcement, each of the above Supervisor candidates confirmed that (i) he or she does not hold any position in the Company or its subsidiaries nor any other directorship or supervisorship in other listed companies in Hong Kong or overseas for the past three years; (ii) he or she does not have any relationship with any other Directors, Supervisors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) he or she 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).

Save as disclosed herein, there are no other matters concerning the re-election or appointment of each of the above Supervisors candidates that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the shareholders of the Company.

3. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The register of members of H Shares will be closed from Monday, August 7, 2023 to Thursday, August 10, 2023, 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 Friday, August 4, 2023 for registration.

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

Suzhou, PRC, July 20, 2023

As of the date of this announcement, the Board comprises Dr. LIANG Bo, Mr. KONG Lingyin and Ms. YANG Ying as executive Directors; Mr. XU Wenbo and Mr. WANG Weipeng as non-executive Directors; and Dr. KANG Xixiong, Dr. HUANG Taosheng and Mr. LAM Siu Wing as independent non-executive Directors.