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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)**

**DISCLOSEABLE TRANSACTION**

**ACQUISITION OF THE ENTIRE EQUITY INTEREST IN BMX HOLDCO**

**THE ACQUISITION**

The Board is pleased to announce that on May 14, 2023, the Sellers and the Company entered into the Share Sale Agreement, pursuant to which the Company agreed to acquire, and the Sellers agreed to sell, the entire equity interest in the Target Company at a purchase price of US\$40,000,000 (the “**Consideration**”), subject to adjustment. Upon completion of the Acquisition, the Target Company will become a wholly owned subsidiary of the Company.

The Consideration will be settled by cash and will be funded by the Net Proceeds raised in the Global Offering, the Group’s internal financial resources and loan(s) from third party financial institutions.

**LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios in respect of the transactions contemplated under the Acquisition exceeds 5% but all of them are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to notification and announcement requirements but exempt from shareholders’ approval requirement under the Listing Rules.

## INTRODUCTION

The Board is pleased to announce that on May 14, 2023, the Sellers and the Company entered into the Share Sale Agreement, pursuant to which the Company agreed to acquire, and the Sellers agreed to sell, the entire equity interest in the Target Company at the Consideration of US\$40,000,000, which may be further adjusted by certain price adjustment mechanisms with reference to the cash in the Target Company (the “**Price Adjustment Mechanisms**”) as prescribed in the Share Sale Agreement. Upon completion of the Acquisition, the Target Company will become a wholly owned subsidiary of the Company.

## THE SHARE SALE AGREEMENT

The principal terms of the Share Sale Agreement are summarized as follows:

- Date: May 14, 2023 (the “**Execution Date**”)
- Parties:
1. The Company as the buyer
  2. The Sellers
- Subject Matter: Subject to the terms and conditions of the Share Sale Agreement, the Company agreed to acquire, and the Sellers agreed to sell the entire equity interest of the Target Company for a total Consideration of US\$40,000,000, which may be further adjusted according to the Price Adjustment Mechanisms.
- Consideration and Payment Terms: The Consideration of US\$40,000,000 comprises the aggregate of the following:
1. An amount of US\$4,000,000 to be paid to the Sellers on or before five business days after the Execution Date.
  2. the completion payment of US\$32,000,000, to be settled on the Completion Date.
  3. the Escrow Amount (as defined below) of US\$4,000,000 to be settled on the Completion Date.

The Escrow Amount is an amount to be settled by the Company through bank transfer to an escrow bank account opened with an escrow agent as agreed by the parties (the “**Escrow Amount**”). The Escrow Amount shall be used for the purposes of securing certain obligations of the Sellers under the Share Sale Agreement. If the Escrow Amount, after deducting the amount recovered by the Company in relation to certain claims that the Company may have thereunder, is positive on the date which is 12 months after the Completion Date, the remaining Escrow Amount will be released to the Sellers.

The Consideration may be further adjusted by an adjustment amount (the “**Adjustment Amount**”) to be determined and agreed according to the Price Adjustment Mechanisms, which is to be settled on the date five business days after the date on which the Final Completion Statement (as defined below) is agreed in accordance with the Price Adjustment Mechanisms.

Price Adjustment  
Mechanisms:

Pursuant to the Share Sale Agreement, the Adjustment Amount shall be determined and paid in accordance with the Price Adjustment Mechanisms as follows:

1. To ascertain the Adjustment Amount, the Sellers shall prepare, with the assistance of an agreed accounting firm (if required), and deliver to the Company no later than 40 business days after the Completion Date a notice (the “**Draft Completion Statement**”) that sets forth the calculations of the completion cash amount based on cash of the Target Company (the “**Draft Completion Cash Amount**”).
2. Within 15 business days after the Company receives the Draft Completion Statement, the Company must give to the Sellers’ either (i) a notice stating that the Company agrees with the Draft Completion Statement; or (ii) a notice stating that the Company does not agree with the Draft Completion Statement specifying the disputed items, grounds of dispute and the Company’s proposed adjustment.

3. If:
  - (i) the Company gives notice under 2(i) above or, if at the conclusion of the abovementioned time period, the Company has not given a notice, the Draft Completion Cash Amount will constitute the final completion cash amount (the “**Final Completion Cash Amount**”); or
  - (ii) the Company gives notice under 2(ii) above, the Company and the Sellers must confer and use reasonable endeavours to resolve each disputed item. If any disputed item is not resolved within 20 business days, the disputed items may be referred to a competent expert for determination in accordance with the process prescribed under the Share Sale Agreement (the “**Expert Determination**”). The result of the Expert Determination will be final and binding on the Sellers and the Company. Upon adjustment in accordance with the result of the Expert Determination, the Draft Completion Cash Amount shall constitute the Final Completion Cash Amount.
4. The Adjustment Amount is to be calculated by deducting a target completion cash amount of A\$2,000,000 as agreed by parties from the Final Completion Cash Amount.
5. If the Adjustment Amount:
  - (i) is a positive number, the Consideration will be increased by the Adjustment Amount, and the Company shall pay to the Sellers an amount equal to the Adjustment Amount;
  - (ii) is a negative number, the Consideration will be decreased by the Adjustment Amount, and the Sellers shall pay to the Company an amount equal to the Adjustment Amount; or
  - (iii) equals zero, the Consideration will not be adjusted.

According to the Price Adjustment Mechanisms, only positive number of the Adjustment Amount can result in upward adjustment of the Consideration. Having made reasonable enquiry and to the best knowledge of the Company and the Directors, the Consideration shall be increased by no more than US\$500,000 based on the movements of cash of the Target Company for the two years ended December 31, 2022. As such, the maximum amount of the Consideration shall be no more than US\$40,500,000 (the “**Potential Maximum Consideration**”).

Even when adopting the Potential Maximum Consideration for calculation of the applicable percentage ratios under Chapter 14 of the Listing Rules for the Acquisition, one or more of the applicable percentage ratios are still more than 5% and less than 25%. Accordingly, the Acquisition constitutes a discloseable transaction of the Company which is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

The Company will make further announcement if there is any adjustment to the Consideration in due course.

Source of Funding: The Consideration will be satisfied by cash and will be funded by the Net Proceeds\* raised in the Global Offering, the Group’s internal financial resources and loan(s) from third party financial institutions.

\* *As disclosed in the Company’s annual report published on April 25, 2023, approximately HK\$284.8 million of the Net Proceeds, representing 15% of the total Net Proceeds, are to be utilized to improve the Company’s research and development capabilities and enhance the Company’s technologies including, among others, introducing and acquiring new technologies in businesses upstream and downstream of genetic testing, to expand the Company’s product portfolio (the “**Relevant Proceeds**”). As of December 31, 2022, approximately HK\$207.3 million of the Relevant Proceeds were unutilized.*

QPIT Convertible Notes Conversion: Prior to the Acquisition, 4,388,000 units of unsecured interest-bearing redeemable convertible notes (the “**QPIT Convertible Notes**”) were issued by the Target Company to QPIT Biomedx Holdings Pty Ltd (“**QPIT**”), one of the Sellers. According to the terms of deed for the issue of the QPIT Convertible Notes and the Share Sale Agreement, the QPIT Convertible Notes shall be converted into shares of the Target Company before the Completion Date.

Upon completion of the QPIT Convertible Notes conversion, 1,667 shares of the Target Company will be issued to QPIT, which will form part of the Sale Shares and be transferred by QPIT to the Company upon the Completion Date.

Condition Precedents: **Sellers' Conditions**

1. certain counterparties of the Target Company giving their written approval to the Acquisition (including to the change of control of the Target Company) and waiving any rights (including step-in rights) they may have to prevent the Acquisition;
2. a collaboration agreement of the Target Group having been amended to be on terms reasonably satisfactory to the Company;
3. deeds of amendment for amending each of an IP assignment and licence deed, a shared supply agreement and a transitional services agreement having been duly executed;
4. the Sellers providing written evidence satisfactory to the Company that certain key managements of the Target Group have given non-compete undertakings or are otherwise subject to non-compete obligations; and
5. no material adverse effect has occurred on and after the execution date of the Share Sale Agreement and is continuing.

**The Company's Conditions**

The registration with SAFE or its designated commercial banks for the payments contemplated under the Share Sale Agreement has been completed, and an overseas direct investment foreign exchange registration certificate (or its equivalent) has been issued by SAFE.

## **BASIS FOR DETERMINING THE CONSIDERATION**

The Consideration was reached after arms' length negotiation among parties primarily based on the product portfolio and commercialization status, marketing and selling capabilities, historical financial performance, current appraised value and the business potential of the Target Company. Details of the determination of the Consideration with reference to these factors are set out as follows:

### **(1) Product Portfolio, Commercialization, Marketing and Selling Capabilities of the Target Company**

The Target Company is a leading global provider of fertility products that automate and standardize lab workflow for IVF clinics, and it has a comprehensive product portfolio and extensive global sales network and experience that can enrich and enhance those of the Company.

In 2017, the Target Company won two gold awards at the Annual Medical Design Excellence Awards, one of the most respected medical product awards in the world through the successful development of two of its key products, the time-lapse incubator and the IVF vitrification instrument, representing high industry recognition and market position of the Target Company's products and its R&D capacity. See section headed "Information of the Parties — Information on the Target Company" in this announcement for details of the Target Company's key products.

The Target Company also operates a world class business with extensive operations and partnerships across multiple countries and regions around the world. The products of the Target Company are sold directly to clinics in Europe, Asia and the Americas through the Target Company's self-developed commercialization team and distributors, which is also a strong synergy potential to expand the Company's commercial network and customer base through the Target Company's global network.

### **(2) Current Appraised Value of the Target Company**

As compared with the current appraised value of the entire shareholders' equity of the Target Company, the Consideration in respect of the Acquisition is reasonable. The Company has engaged an Independent Third Party professional valuer to assess the value of the entire shareholders' equity of the Target Company. As evaluated by the professional valuer using the market approach with five public comparable companies considered, the appraised value of the entire shareholders' equity of the Target Company was US\$42.1 million as of March 31, 2023, representing approximately 105.3% of the Consideration.

### (3) Historical Financial Performance of the Target Company

For the year ended December 31, 2022, the Target Company recorded revenue of A\$19.6 million (equivalent to approximately RMB91.2 million), representing an increase of 13% compared to its revenue for the year ended December 31, 2021.

Set out below is certain consolidated financial information of the Target Company and its subsidiaries for the years ended December 31, 2021 and 2022, which is extracted from the unaudited management accounts of the Target Company:

	For the year ended December 31,			
	2021		2022	
	<i>equivalent to</i>	<i>equivalent to</i>		
	<i>A\$'000</i>	<i>RMB'000</i>	<i>A\$'000</i>	<i>RMB'000</i>
Revenue	17,297	80,538	<b>19,578</b>	<b>91,159</b>
Loss before taxation	(13,345)	(62,137)	<b>(16,902)</b>	<b>(78,699)</b>
Loss after taxation	(6,311)	(29,385)	<b>(11,218)</b>	<b>(52,233)</b>

As of December 31, 2022, the Target Company had total assets of approximately A\$51.6 million (equivalent to approximately RMB240.3 million).

### (4) Business Potential of the Target Company and Business Synergy with the Group

Though the Target Company has an extensive sales network and marketing experience worldwide, it only has limited sales in China, representing a potential huge increase opportunity by commercializing its cutting-edge products in the Chinese market. After the Acquisition, the Company's experience in R&D and commercialization in the Chinese market can further accelerate and expand the commercialization of the Target Company's products in China. By tapping into the Company's expertise and knowledge, the Company believes that it could help to unleash the growth potential of the Target Company in the PRC, and enable the Group to expeditiously establish an advantageous position in market share in the relevant market in China. In addition, the Group can leverage the global network of the Target Company to deploy existing products and jointly develop new markets. The Acquisition is expected to generate great business synergies with the Group's core business.



## **INFORMATION OF THE PARTIES**

### **Information on the Company**

The Company has been listed on the Stock Exchange since February 8, 2021. Founded in 2010 and headquartered in Suzhou, the PRC, the Company is an innovative medical device provider for assisted reproduction in China. The Company's mission is to help more families have healthy babies. Vision of the Company is to become a leading global medical technology company. As of December 31, 2022, the Company recorded net assets of approximately RMB1.6 billion and cash and cash equivalents of approximately RMB1.3 billion.

Leverage on its core advantages in the PGT field, the Company has positioned it to become an innovative platform in China's broader assisted reproduction market and is gradually transforming to a comprehensive scenario solutions provider in the assisted reproduction industry. In addition to test kits, the Group has developed various innovative equipment and devices, adhering to the development direction of self-developed and PRC-made substitution. Through its "hardware + software" industry innovation model, the Group has created multi-scenario solutions including PGT laboratory, andrology laboratory, cryopreservation laboratory, embryology laboratory and software laboratory, which in turn facilitate the "localization" layout for other assisted reproduction institutes and laboratories, materialize standardization and automation, as well as intelligent hardware and software upgrades. Beyond test kits, The Company has developed a number of innovative devices and instruments that can improve workflow in molecular genetic laboratories using the Company's kit products, as well as industrial chain layout of embryo cryopreservation equipment, and has provided intelligent and automated integrated solutions for clinical trials to improve the Company's competitiveness.

## **Information on the Target Company**

Domiciled in Singapore, the Target Company is primarily engaged in investment holding. The Target Company has seven operating subsidiaries engaged in R&D, manufacturing and sales of assisted reproductive medical equipment, culture media and supporting consumables. The Target Group has developed an innovative product portfolio to automate and standardise IVF laboratory workflow and to improve IVF laboratory outcomes and ultimately patient outcomes. The Target Group is well commercialized with mature products with reference to a relatively long commercialization period for each of its key products and the sales volume and global market penetration for its key products. As of the date of this announcement, key products of the Target Company include:

### **(a) *Time-lapse incubator***

The time-lapse incubator was designed with individually controlled patient incubator chambers and can provide automated cell event tracking for custom applied scoring algorithms for embryo assessment and grading. The time-lapse incubator has received approvals from CE, FDA and NMPA, and has been on the market for about seven years. It is the only humidified time-lapse incubator in the world, leading to statistically significant improvements in clinical outcomes.

### **(b) *Automated vitrification instrument***

The Target Company invented the first automated vitrification instrument in the world to be utilized in the process of freezing embryos and eggs in the IVF automated vitrification. The instrument has received CE approval, and has been on the market for about seven years.

### **(c) *Culture media***

The Target Company's complete range of culture media can support user needs at every stage of assisted reproductive technology, or ART, process from gamete analysis right through to vitrification. This third generation culture media suite has received CE and FDA approvals, and has been on the market for about nine years.

### **(d) *Assisted reproduction electronic witnessing and workflow management system***

The modular assisted reproduction electronic witnessing and workflow management system is designed to adapt to existing infrastructure and assisted reproductive technology procedures. It enables high workflow visibility, process and consumable traceability and streamlined reporting, and reduces the risk of patient sample mismatches and enhances traceability in the laboratories.

The following table sets forth the shareholding structure of Target Company immediately before the Acquisition:

Shareholders	Number of Sale Shares prior to the completion of the QPIT Convertible Notes conversion	Number of Sale Shares upon the completion of the QPIT Convertible Notes conversion	Shareholding percentage
Aura Group Master Fund VCC	9,500 shares	9,500 shares	67.3%
Louis Santos Villalba	62 shares	62 shares	0.4%
Robert John Woolcott	62 shares	62 shares	0.4%
Tomas Stojanov	50 shares	50 shares	0.4%
Susan Rose Graney	50 shares	50 shares	0.4%
Employee Share Holdco Pte. Ltd	370 shares	370 shares	2.6%
QPIT Biomedx Holdings Pty Ltd	1,883 shares and 4,388,000 units of QPIT Convertible Notes* (1,667 shares will be issued after conversion)	3,550 shares	25.2%
Liverpool Holdings Pty Ltd ATF Lim Family Trust	283 shares	283 shares	2.0%
Conchord Pty Ltd ATF Neo Camelot No.2 Trust	188 shares	188 shares	1.3%
<b>Total</b>	12,448 shares	14,115 shares	100.00%

Note:

\* The conversion of 4,388,000 units of QPIT Convertible Notes will be completed before the Completion Date. See section headed “The Share Sale Agreement — QPIT Convertible Notes Conversion” in this announcement for details of the QPIT Convertible Notes conversion.

Immediately upon completion of the Acquisition, the Target Company will become a wholly owned subsidiary of the Company and its financial information will be consolidated into the consolidated financial statements of the Company.

### **Information on the Sellers**

Each of Robert John Woolcott, Tomas Stojanov and Susan Rose Graney was a key management member of the Previous Owner. Louis Santos Villalba was the former chief executive officer of the Target Group.

Aura Group Master Fund VCC (“**VCC**”) is a variable capital company incorporated in Singapore with limited liability and principally engaged in investment holding. VCC is acting for the account of Inspire Impact Biomedx Fund (a sub-fund of the VCC) which is beneficially owned by private professional individual investors.

Employee Share Holdco Pte. Ltd, a company incorporated in Singapore with limited liability as a shareholding platform of employee incentive plan of the Target Company, is beneficially owned by executives of the Target Company.

QPIT Biomedx Holdings Pty Ltd (“**QPIT**”) is a company incorporated in Australia with limited liability and principally engaged in investment holding. QPIT is beneficially owned by a non-public corporate Australian superannuation fund.

Liverpool Holdings Pty Ltd ATF Lim Family Trust (“**Liverpool Holdings**”) is a company incorporated in Australia with limited liability and principally engaged in investment holding. Liverpool Holdings is acting as a trustee for Lim Family Trust whose ultimate beneficial owner is a professional individual investor.

Conchord Pty Ltd ATF Neo Camelot No.2 Trust (“**Camelot No.2**”) is a company incorporated in Australia with limited liability and principally engaged in investment holding. Camelot No.2 is acting as a trustee for Neo Camelot No.2 Trust whose ultimate beneficial owner is a professional individual investor.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, as of the date of this announcement, each of the Sellers and their respective ultimate beneficial owners is an Independent Third Party of the Company and its connected persons.

## REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company has been actively deploying in the assisted reproductive embryo culture consumables and instruments market and looking for targets to acquire to form a closed-loop industrial chain of independent innovative products in the field of assisted reproduction. The Target Company has a strong products portfolio that can enrich and enhance that of the Company, and the Acquisition will bridge the gap of the Company's current supply of compact incubator, culture media, electronic witnessing and traceability system, and automated vitrification system, and expand its capabilities coverage in assisted reproductive industry, bringing significant synergetic effects to the current business of the Group. After the Acquisition, the Company will acquire the entire product pipeline of the Target Company, and the Company will further leverage such strong advantages in products portfolio to realize domestic R&D and production, develop the next-generation automated culture medium hardware system and provide more innovative products for the field of assisted reproduction based on the research and development of the Target Group. Given the Target Company only has limited sales in China, the Company's experience in R&D and commercialization in the Chinese market can accelerate and expand the commercialization of the Target Company's products in China. By tapping into the Company's expertise and knowledge, the Company believes that it could help to unleash the growth potential of the Target Company in the PRC. When contemplating the Acquisition, the Company has also taken into account some other benefits as follows:

- (1) The Target Company's extensive global sales network and experience can support the Company in expanding its international market presence, leading to an increase in revenue and a larger customer base. This, in turn, will strengthen the foundation for future commercialization and facilitate the entry of the Company's self-developed products into new markets.
- (2) The Acquisition and the combination of businesses of the Company and the Target Company will produce great synergies. The Target Company is primarily engaged in development and sales of assisted reproductive products, including medical equipment, culture media and supporting consumables. The Target Company's primary products are known for their notable features and have strong performance within their respective categories. The Company has established an innovative platform with comprehensive capabilities ranging from technological development, product development, regulatory approval, manufacturing and commercialization. The Company's philosophy is to pursue the best technologies globally in reproductive genetics and convert them into commercial applications in China. In this regard, the Acquisition aligns with the Company's development strategy, among others, of acquiring new technologies and products with high commercial value that are best in their class and commercializing them in the vast Chinese market to improve the Company's research and development capabilities and enhance the Company's technologies. The Company is of the view that the Acquisition is expected to generate great synergies with the Group's core business.

Having considered the terms of the Share Sale Agreement and the above reasons, seven of the eight Directors (including all of the independent non-executive Directors) voted in favor of the Board resolution regarding the Acquisition. A non-executive Director abstained from voting as although he expressed support that the Company can enrich its product pipeline and promote its further growth by way of merger and acquisition, he was of the view that the acquisition target should be more focused on companies which can generate significant investment returns for the Group within a shorter timeframe. The approval on the Board resolution of the Company regarding the Acquisition was in compliance with the Company's articles of association and relevant PRC laws and regulations, and was lawful and effective. The Directors (including all of the independent non-executive Directors but excluding the abstained non-executive Director) consider that the Acquisition is in line with the strategic direction and development plan of the Group, and the terms of the Share Sale Agreement are on normal commercial terms and fair and reasonable, and are in the interests of the Company and the Shareholders of the Company as a whole.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios in respect of the transactions contemplated under the Share Sale Agreement exceeds 5% but all of them are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to notification and announcement requirements but is exempt from shareholders' approval requirement under the Listing Rules.

None of the Directors has a material interest in the transactions contemplated under the Share Sale Agreement or is required to abstain from voting at the Board meeting for considering and approving the same.

**Completion of the Acquisition is conditional upon fulfilment of the conditions precedent set out in the Share Sale Agreement. There is no assurance that completion will take place or as to when it may take place. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company.**

## **DEFINITION**

“A\$”	Australian dollars, the lawful currency of Australia
“Acquisition”	The acquisition of the Target Company through acquiring the Sale Shares from the Sellers
“ART”	assisted reproductive technology(ies)
“Board”	the board of directors of the Company

“CE”	Conformité Européene, the European Union’s mandatory conformity marking for regulating the goods sold within the territory
“Company”	Suzhou Basecare Medical Corporation Limited (蘇州貝康醫療股份有限公司)
“Completion Date”	(i) the last business day of the calendar month in which all of the conditions (other than those which, by their nature, may only be satisfied immediately prior to the completion date) have been satisfied or waived in accordance with the Share Sale Agreement (unless such date is less than five business days before the end of such month, in which case it will be the last business day of the following month); or (ii) such other date that the Sellers and the Company agree in writing
“Director(s)”	the director(s) of the Company
“FDA”	Food and Drug Administration of the United States
“Global Offering”	the offer of H shares for subscription as described in the Prospectus
“Group” or “we”	the Company and its subsidiaries
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the Listing Rules) any Director, chief executive or substantial shareholder (within the meaning of the Listing Rules) of its Company, its subsidiaries or any of their respective associates
“IVF”	<i>in vitro</i> fertilization, a process where the egg and sperm are incubated together to a fertilized embryo in an <i>in vitro</i> system to achieve pregnancy
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Net Proceeds”	the net proceeds obtained by the Company in relation to the Global Offering

“NMPA”	the National Medical Products Administration of China (國家藥品監督管理局)
“PGT”	pre-implantation genetic testing, a test performed before the implantation of an embryo to screen and diagnose the DNA from embryos for determining genetic abnormalities
“PRC” or “China”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Prospectus”	the prospectus issued by the Company dated January 27, 2021
“QPIT Convertible Notes”	an unsecured interest-bearing redeemable convertible note issued by the Target Company to QPIT Biomedx Holdings Pty Ltd
“RMB”	Renminbi, the lawful currency of the PRC
“R&D”	research and development
“SAFE”	The State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Sale Share(s)”	all the ordinary shares of the Target Company (including all the conversion shares converted from QPIT Convertible Notes)
“Sellers”	collectively, Aura Group Master Fund VCC, Louis Santos Villalba, Robert John Woolcott, Tomas Stojanov, Susan Rose Graney, Employee Share Holdco Pte. Ltd, QPIT Biomedx Holdings Pty Ltd, Liverpool Holdings Pty Ltd ATF Lim Family Trust and Conchord Pty Ltd ATF Neo Camelot No.2 Trust, being all the registered holders of the Sale Shares as of the Execution Date and each an Independent Third Party as of the date of this announcement
“Share Sale Agreement”	the share sale agreement dated May 14, 2023 and entered into between the Company and the Sellers
“Share(s)”	shares in the share capital of our Company, with a nominal value of RMB1.00 each, comprising our domestic Shares, unlisted foreign Shares and H Shares



“Shareholders”	holder(s) of the Shares
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Target Company” or “BMX Holdco”	BMX Holdco Pte. Ltd., a company incorporated in Singapore and an Independent Third Party as of the date of this announcement
“Target Group”	the Target Company and its subsidiaries
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

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

Suzhou, PRC, May 15, 2023

*Conversion of A\$ to RMB in this announcement is based on the exchange rate of A\$1.00 to RMB4.6562, being the exchange rate prevailing on May 12, 2023 published by the People’s Bank of China for foreign exchange transactions. Such conversion should not be construed as a representation that any amounts have been, could have been, or may be exchanged at this or any other rate or at all.*

*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. CHAU Kwok Keung as independent non-executive Directors.*