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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in doubt about this circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Suzhou Basecare Medical Corporation Limited, you should at once hand this circular together with the form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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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)**

**PROPOSED APPOINTMENT OF  
AN INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM of Suzhou Basecare Medical Corporation Limited to be held at Unit 101, Building A3, BioBay, No. 218 Xinghu Street, Suzhou Industrial Park, Suzhou, Jiangsu Province, PRC on Thursday, July 13, 2023 at 9:00 a.m. is set out in this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.basecare.cn>).

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 9:00 a.m. on Wednesday, July 12, 2023) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish.

References to dates and time in this circular are to Hong Kong dates and time.

June 28, 2023

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Articles of Association”	the Articles of Association of the Company, as amended, revised or supplemented from time to time
“Board”	the board of directors of the Company
“Company”	Suzhou Basecare Medical Corporation Limited (蘇州貝康醫療股份有限公司), a company incorporated in the PRC with limited liability on December 14, 2010 and converted into a joint stock company with limited liability on August 27, 2020
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi by domestic investors
“EGM”	an extraordinary general meeting of the Company to be held at Unit 101, Building A3, BioBay, No. 218 Xinghu Street, Suzhou Industrial Park, Suzhou, Jiangsu Province, PRC on Thursday, July 13, 2023 at 9:00 a.m. to consider and, if thought fit, approve, the relevant matters referred to in this circular
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	June 23, 2023, being the latest practicable date prior to printing of this circular for the purpose of ascertaining certain information contained therein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	shares in the share capital of our Company, with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Unlisted Foreign Share(s)”	unlisted ordinary Share(s) issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for in a currency other than RMB

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Dr. LIANG Bo

*(Chairman and General Manager)*

Mr. KONG Lingyin

Ms. YANG Ying

*Headquarters and registered office in the PRC:*

Unit 101, Building A3

BioBay, No. 218 Xinghu Street

Suzhou Industrial Park, Suzhou

Jiangsu Province, PRC

*Non-executive Directors:*

Mr. XU Wenbo

Mr. WANG Weipeng

*Principal Place of Business in Hong Kong:*

40th Floor

Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai, Hong Kong

*Independent Non-executive Directors:*

Dr. KANG Xixiong

Dr. HUANG Taosheng

June 28, 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF  
AN INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

Reference is made to the announcement of the Company dated June 20, 2023 in relation to, among others, proposed appointment of an independent non-executive Director. The purpose of this circular is to provide you with, among other things, further information of the proposed appointment of the independent non-executive Director and a notice of the EGM.

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## LETTER FROM THE BOARD

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### II. PROPOSED APPOINTMENT OF DIRECTOR

On June 20, 2023, the Board resolved to nominate Mr. LAM Siu Wing (林兆榮) (“**Mr. Lam**”) as a candidate for independent non-executive Director of the first session of the Board.

#### **Procedures and Process for Nomination of Directors**

The Nomination Committee recommends to the Board for the appointment of a Director (including independent non-executive Director) in accordance with the following selection criteria and nomination procedures:

- (a) obtains the written consent, information of the occupation, education background, detailed working experience and all the positions held by the proposed candidate and then convenes the Nomination Committee meeting to review the qualifications of the proposed candidate according to the job requirements of a Director. Thereafter, the Nomination Committee submits the proposal and the relevant materials to the Board in respect of the proposed candidate for consideration;
- (b) assesses the independence of independent non-executive Director to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board; and assesses whether the individual would be able to devote sufficient time to the Board matters by considering if a proposed independent non-executive Director will be holding his/her seventh (or more) listed company directorship; and
- (c) evaluates the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, prepares a description and criteria of the role and capabilities required for a particular appointment by considering a proposed candidate from a wide range of backgrounds, skills and experience and how the proposed candidate contributes to the diversity of the Board.

#### **Recommendation of the Nomination Committee and the Board**

The Nomination Committee assessed and reviewed the written confirmation of independence of Mr. Lam based on the independence criteria as set out in Rule 3.13 of the Listing Rules and was satisfied that Mr. Lam is independent in accordance with Rule 3.13 of the Listing Rules.

The Nomination Committee and the Board also took into account the diversity aspects in respect of the appointment of Mr. Lam with due regard for the benefits of diversity on the Board. Mr. Lam has extensive experience in financial and audit practice. He has served many private and

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## LETTER FROM THE BOARD

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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. The Nomination Committee and the Board are of the view that Mr. Lam is an appropriate candidate to be appointed as an independent non-executive Director to fill the casual vacancy following the resignation of Mr. Chau Kwok Keung (鄒國強) on June 14, 2023 and the appointment of Mr. Lam would further enhance the Board's diversity and performance.

The biographical details of Mr. Lam are set out as follows:

Mr. Lam, 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.

If Mr. Lam is appointed as an independent non-executive Director at the EGM, the Company will enter into a letter of appointment with Mr. Lam 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. The remuneration of Mr. Lam will be

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## LETTER FROM THE BOARD

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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.

As of the Latest Practicable Date, save as disclosed above, Mr. Lam 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. Lam 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.

### III. THE EGM

The EGM will be held at Unit 101, Building A3, BioBay, No. 218 Xinghu Street, Suzhou Industrial Park, Suzhou, Jiangsu Province, PRC on Thursday, July 13, 2023 at 9:00 a.m. Notice convening the EGM is set out on pages 9 to 10 of this circular and published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and of the Company (<http://www.basecare.cn>).

### IV. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The register of members of H Shares will be closed from Monday, July 10, 2023 to Thursday, July 13, 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 held on July 13, 2023.

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, July 7, 2023 for registration.



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## LETTER FROM THE BOARD

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### **V. PROXY ARRANGEMENT**

The form of proxy of the EGM is enclosed and published on the websites of the Stock Exchange and the Company.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; for holders of Domestic Shares or Unlisted Foreign Shares, the form of proxy should be returned to the Company's headquarters and registered office in the PRC by personal delivery or by post, not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 9:00 a.m. on Wednesday, July 12, 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

### **VI. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM must be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the EGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolution at the EGM.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the EGM.

### **VII. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no any other omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### VIII. RECOMMENDATION

The Board (including all the independent non-executive Directors) is of the view that the resolution to be proposed at the EGM is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolution to be proposed at the EGM.

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

Suzhou, PRC, June 28, 2023

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## NOTICE OF 2023 FIRST EGM

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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)**

## NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2023 first extraordinary general meeting (the “EGM”) of Suzhou Basecare Medical Corporation Limited (the “Company”) will be held at Unit 101, Building A3, BioBay, No. 218 Xinghu Street, Suzhou Industrial Park, Suzhou, Jiangsu Province, PRC on Thursday, July 13, 2023 at 9:00 a.m. to consider and, if thought fit, pass the following resolution by the Shareholders.

### ORDINARY RESOLUTION

1. To consider and approve the resolution in relation to the appointment of Mr. LAM Siu Wing (林兆榮) as the Company’s independent non-executive Director.

Details of the above resolution are set out in the circular of the Company to be published on June 28, 2023 in relation to the EGM. 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

**Suzhou Basecare Medical Corporation Limited**

**Dr. Liang Bo**

*Chairman and General Manager*

Suzhou, PRC, June 28, 2023

*Notes:*

1. The resolution at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at [www.basecare.cn](http://www.basecare.cn) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.
2. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.

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## NOTICE OF 2023 FIRST EGM

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3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's headquarters and registered office in the PRC (for holders of Domestic Shares or Unlisted Foreign Shares) or 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), at least 24 hours before the EGM (i.e. not later than 9:00 a.m. on Wednesday, July 12, 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of holders of H shares who are entitled to attend the EGM, the H share register of members of the Company will be closed from Monday, July 10, 2023 to Thursday, July 13, 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of the shares shall ensure 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 not later than 4:30 p.m. on Friday, July 7, 2023 for registration.
5. In case of joint shareholders, the vote of the senior joint shareholder 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 in the register of members of the Company in respect of the joint shareholding.
6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
7. A shareholder or his/her proxy should produce proof of identity when attending the EGM.
8. References to date and time in this notice are to Hong Kong dates and time.

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