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杭州啓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)

**(1) PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR
THE THIRD SESSION OF THE BOARD; AND
(2) PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISORS FOR
THE THIRD SESSION OF THE SUPERVISORY COMMITTEE**

**PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR THE THIRD SESSION
OF THE BOARD**

Given that the term of office of the directors (the “**Directors**”) of the second session of the board of directors (the “**Board**”) of Venus Medtech (Hangzhou) Inc. (the “**Company**”, together with its subsidiaries, the “**Group**”) has expired, the Board has considered and approved the re-election and appointment of members of the Board. Members of the second session of the Board shall continue to fulfil their respective responsibilities in accordance with the laws and regulations and the articles of association of the Company (the “**Articles of Association**”) until the members of the third session of the Board take office.

The third session of the Board shall comprise eight Directors, including three executive Directors, two non-executive Directors and three independent non-executive Directors. The Board proposed to:

- (i) re-elect each of Mr. Lim Hou-Sen (林浩昇), Mr. Liqiao Ma (馬力喬) and Ms. Meirong Liu (柳美榮) as an executive Director of the third session of the Board;
- (ii) re-elect each of Mr. Ao Zhang (張奧) and Mr. Wei Wang (王瑋) as a non-executive Director of the third session of the Board; and
- (iii) re-elect each of Mr. Ting Yuk Anthony Wu (胡定旭), Mr. Chi Wai Suen (孫志偉) and Mr. John Junhua Gu (古軍華) as an independent non-executive Director of the third session of the Board.

The proposal for the re-election and appointment of Directors will be submitted for the approval by the Shareholders at 2024 annual general meeting of the Company (the “AGM”) contemplated to be convened by the Company in due course. In accordance with the Articles of Association, the term of office of each Board session is three years. The term of office of the Directors for the third session will commence from the date of approval by the Shareholders at the AGM and end upon the expiration of the term of office of the third session of the Board.

For the biographical details of the proposed Directors, please refer to the AGM circular to be published by the Company in due course.

Upon obtaining the approval of the proposal for the re-election of Directors from the Shareholders at the AGM, the Company will enter into a service contract with each Director. The remuneration of each of the proposed executive Director shall be determined in accordance with the remuneration standard for senior management of the Company, and each executive Director will not receive additional Director allowance or subsidy for attending meeting for his/her position as the executive Director. Each of the proposed non-executive Directors will not receive director’s remuneration from the Company during his term as a Director. Each of the proposed independent non-executive Directors will be entitled to a remuneration of approximately HKD480,000 per annum (before tax), which is determined based on, among other things, the responsibilities of each of the independent non-executive Directors, the authorities and benefits and the prevailing market rate of companies of comparable size and similar operations.

PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISORS FOR THE THIRD SESSION OF THE SUPERVISORY COMMITTEE

Given that the term of office of the supervisors (the “**Supervisors**”) of the second session of the supervisory committee of the Company (the “**Supervisory Committee**”) has expired, the Supervisory Committee has considered and approved the re-election of members of the Supervisory Committee. Members of the second session of the Supervisory Committee shall continue to fulfil their respective responsibilities in accordance with the laws and regulations and the Articles of Association until the members of the third session of the Supervisory Committee take office.

The Supervisory Committee for the third session shall comprise of three Supervisors, including one employee representative Supervisor and two Shareholders’ representative Supervisors. The Supervisory Committee proposed to:

- (i) re-elect Mr. Changxi Zhang (張昌喜) as an employee representative Supervisor of the third session of the Supervisory Committee at the employee representatives’ meeting of the Company convened on May 28, 2025; and
- (ii) appoint each of Mr. Yixiang Xu (徐毅祥) and Mr. Jianmin Tao (陶劍敏) as a Shareholders’ representative Supervisor of the third session of the Supervisory Committee.

According to the Articles of Association and the Company Law of the People's Republic of China (中華人民共和國公司法), the employee representative Supervisor of the third session of the Supervisory Committee will be elected by employees of the Company, and his appointment is not subject to the approval by the Shareholders. The proposal for the appointment of the abovementioned Shareholders' representative Supervisors will be submitted for the approval by the Shareholders at the AGM. In accordance with the Articles of Association, the term of office of each Supervisory Committee session is three years. The term of office of the Supervisors for the third session will commence from the date of which the employee representative Supervisor is re-elected democratically by employees of the Company (in terms of the employee representative Supervisor) or the date of approval by the Shareholders at the AGM (in terms of the Shareholders' representative Supervisors) and end upon the expiration of the term of office of the third session of the Supervisory Committee.

Ms. Xiaojuan Li and Mr. Wei Chen, the Shareholders' representative Supervisors of the second session of the Supervisory Committee, will retire upon the approval of the appointment of the proposed Shareholders' representative Supervisors at the AGM, due to other business commitments. Each of Ms. Xiaojuan Li and Mr. Wei Chen has confirmed that she/he has no disagreement with the Board and the Supervisory Committee, and there are no any other matters relating to her/his retirement that need to be brought to the attention of the Shareholders.

Biographical details of the Shareholders' representative Supervisor candidates to be appointed for the third session of the Supervisory Committee are set out as follows:

Mr. Yixiang Xu (徐毅祥) (“**Mr. Xu**”), aged 37, has over 13 years of experience in quality management. Mr. Xu joined the Group in January 2019 and served as the manager of the quality department from January 2019 to December 2021, and has served as the director of the quality department since January 2022 and concurrently served as the management representative of the Company since May 2022. Prior to joining the Group, Mr. Xu served as the manager of the quality registration department of Zhejiang Yiliankang Medical Technology Co., Ltd. (浙江億聯康醫療科技有限公司) from December 2016 to December 2018. From November 2011 to November 2016, Mr. Xu served as the chief engineer of the quality department of Terumo Medical Products (Hangzhou) Co., Ltd. (泰爾茂醫療產品(杭州)有限公司). Mr. Xu obtained a bachelor's degree in management from China Jiliang University in June 2012.

Mr. Jianmin Tao (陶劍敏) (“**Mr. Tao**”), aged 48, has over 20 years of experience in human resources management. Mr. Tao joined the Group in November 2023 and has served as the director of human resources department ever since. Prior to joining the Group, Mr. Tao worked as the director of human resources department in Derma Technology Group Co., Ltd. (德馬科技集團股份有限公司) from August 2020 to November 2023. From September 2018 to March 2020, Mr. Tao worked as the factory human resources director of Jiangsu Sailin Automobile Technology Co., Ltd. (江蘇賽麟汽車科技有限公司). From August 2015 to July 2018, Mr. Tao successively worked as the senior manager of human resources business partner of the headquarters and the head of the human resources department of the global styling and design center of Zhejiang Geely Holding Group (浙江吉利控股集團有限公司). Before that, Mr. Tao worked as the personnel manager of China region of EGAC Group (依工(中國)汽車零部件集團) from June 2011 to July 2015. From May 2008 to May 2011, Mr. Tao worked as the personnel and administrative manager of Riello Thermal Equipment (Shanghai) Co. (利雅路熱能設備(上海)有限公司) under United Technologies. Mr. Tao graduated from Fudan University with a bachelor's degree in administrative management in 2005.

Upon obtaining the approval of the proposal for the re-election of the employee representative Supervisor by the employees of the Company or the appointment of the Shareholders' representative Supervisors from the Shareholders at the AGM, the Company will enter into a service contract with each Supervisor. Each of Mr. Changxi Zhang, Mr. Yixiang Xu, and Mr. Jianmin Tao, if re-elected or appointed (as the case may be), will not receive any remuneration from the Company for his position as a Supervisor.

Save as disclosed above, as of the date of this announcement, each of Mr. Xu and Mr. Tao confirms that (i) he currently does not, nor did he in the past three years, hold any directorships or supervisorship in any listed companies or any other major positions in the Company and its subsidiaries; (ii) he does not have any relationship with any Directors, Supervisors, senior management or substantial Shareholders of the Company; and (iii) he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. In addition, each of Mr. Xu and Mr. Tao has confirmed that there are no other matters concerning his appointment that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and there are no other matters that need to be brought to the attention of the Shareholders.

For the biographical details of the employee representative Supervisor to be re-elected, please refer to the AGM circular to be published by the Company in due course.

By Order of the Board
Venus Medtech (Hangzhou) Inc.
Mr. Lim Hou-Sen (Lin Haosheng)
Executive Director

Hangzhou, May 30, 2025

As at the date of this announcement, the executive Directors are Mr. Lim Hou-Sen (Lin Haosheng), Mr. Liqiao Ma and Ms. Meirong Liu; the non-executive Directors are Mr. Ao Zhang and Mr. Wei Wang; and the independent non-executive Directors are Mr. Ting Yuk Anthony Wu, Mr. Chi Wai Suen and Mr. John Junhua Gu.