

DEFINITIONS AND ACRONYMS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this document.

DEFINITIONS

“2021 Pre-[REDACTED] Investment” the investment in our Company by the 2021 Pre-[REDACTED] Investors, the details of which are set out in the section headed “History, Reorganization and Corporate Structure—2021 Pre-[REDACTED] Investment” in this document

“2021 Pre-[REDACTED] Investor(s)” the investor(s) of the 2021 Pre-[REDACTED] Investment, namely CICC Healthcare, Nectar Neuro, BVF III, Biolink Healthcare, Star Wave and Always Enterprises

“Accountants’ Report” the accountants’ report for the Track Record Period prepared by KPMG, the text of which is set out in Appendix I to this document

“affiliate” with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person

“Always Enterprises” Always Enterprises Limited, an investment holding company with limited liability incorporated in the BVI. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document

[REDACTED]

“Articles of Association” or “Articles” or “Memorandum of Association” or “Memorandum” articles of association of our Company adopted on [●] which shall become effective on the [REDACTED], as amended from time to time, a summary of which is set out in “Appendix III—Summary of the Constitution of our Company and Cayman Islands Company Law” to this document

“Asahi Intecc” Asahi Intecc Co., Ltd., a medical devices company incorporated under the laws of Japan with limited liability on July 8, 1976, and all of its subsidiaries

“associate(s)” has the meaning ascribed to it under the Listing Rules

[REDACTED]

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[REDACTED]

“Beijing Shenrui” Beijing Shenrui Enterprise Management Consulting Co., Ltd. (北京神睿企業管理諮詢有限公司), a company established in the PRC with limited liability on December 21, 2020 and an indirect wholly owned subsidiary of our Company

[REDACTED]

“Biolink Healthcare” Biolink Healthcare Investment Limited, an investment holding company with limited liability incorporated in the BVI on January 28, 2021. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document

“Biolink Limited” Biolink Limited, an investment holding company with limited liability incorporated in the BVI on June 12, 2019. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document

“Biolink NT” Biolink NT Investment Limited, an exempted company with limited liability incorporated in the Cayman Islands on October 28, 2020. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document

[REDACTED]

“Board” the board of directors of our Company

“Business Day” a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

“BVF III” BVF III (BVI) Holding L.P., a partnership established in the BVI. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document

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“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
	[REDACTED]
“China” or “PRC”	People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires otherwise, references in this document to “China” and the “PRC” do not apply to Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“CIC”	China Insights Industry Consultancy Limited, our industry consultant
“CIC Report”	an independent market research report commissioned by us and prepared by CIC for the purpose of this document
“CICC Healthcare”	CICC Healthcare Investment Opportunities V Limited, an exempted company with limited liability incorporated in the Cayman Islands. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Company”	MicroPort NeuroTech Limited (微創腦科學有限公司), an exempted company incorporated in the Cayman Islands with limited liability on September 30, 2020
“Company Law” or “PRC Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules, and unless the context otherwise requires, refers to MicroPort and MicroPort Scientific
“COVID-19”	an infectious disease caused by the severe acute respiratory syndrome coronavirus 2, first reported in December 2019
“Director(s)”	the directors of our Company, including all executive, non-executive and independent non-executive directors
“Extreme Conditions”	any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the [REDACTED]
“FRC”	Financial Reporting Council of Hong Kong [REDACTED]
“Greater China”	the geographical area that encompasses mainland China, Hong Kong, Macau and Taiwan [REDACTED]
“Group”	our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong [REDACTED]

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[REDACTED]

“Hong Kong”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“Hong Kong Stock Exchange” or
“Stock Exchange”

The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchange and Clearing Limited

“Hong Kong Takeovers Code” or
“Takeovers Code”

the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“Independent Third Party(ies)”

an individual or a company which, to the best of our Directors’ knowledge, information, and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules

[REDACTED]

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[REDACTED]

“Jiangxi MP NeuroTech”

Jiangxi MicroPort NeuroTech Equipment Sales Co., Ltd. (江西微創神通醫療器械銷售有限公司), a company established in the PRC with limited liability on May 15, 2017 and deregistered on March 18, 2020

[REDACTED]

“Joint Sponsors”

J.P. Morgan Securities (Far East) Limited and China International Capital Corporation Hong Kong Securities Limited

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“Latest Practicable Date”	June 12, 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
	[REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“M&A Rules”	Regulations on Mergers and Acquisitions of Domestic Companies by Foreign Investors (《關於外國投資者併購境內企業的規定》), which were jointly promulgated by MOFCOM, the State Assets Supervision and Administration Commission, the STA, the State Administration of Industry and Commerce (中華人民共和國國家工商行政管理總局), the China Securities Regulatory Commission (中國證券監督管理委員會) and the SAFE on August 8, 2006 and came into effect on September 8, 2006 and subsequently amended on June 22, 2009, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“MicroPort”	MicroPort Scientific Corporation, an exempted company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 00853), and one of our Controlling Shareholders
“MicroPort Group”	MicroPort and its subsidiaries which, for the purpose of this document and unless the context otherwise requires, excludes our Group
“MicroPort Sinica”	MicroPort Sinica Co., Ltd. (微創投資控股有限公司) (formerly known as MicroPort Group Co., Ltd. (上海微創投資控股有限公司) and MicroPort (Shanghai) Scientific Investment Co., Ltd. (微創(上海)醫療科學投資有限公司)), a company established in the PRC with limited liability on April 9, 2013 and a direct wholly owned subsidiary of MicroPort

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“MP NeuroTech BVI”	MicroPort NeuroTech Medical LTD, a company incorporated in the BVI with limited liability on October 5, 2020 and a direct wholly owned subsidiary of our Company
“MP NeuroTech America”	MicroPort NeuroTech America INC, a company incorporated in the United States on June 8, 2022 and an indirectly wholly owned subsidiary of our Company
“MP NeuroTech Global”	MicroPort NeuroTech Global B.V. , a company incorporated in the Netherlands with limited liability on April 8, 2022 and an indirectly wholly owned subsidiary of our Company
“MP NeuroTech HK”	MicroPort NeuroTech International Limited, a company incorporated in Hong Kong with limited liability on October 7, 2020 and an indirect wholly owned subsidiary of our Company
“MP NeuroTech Shanghai”	MicroPort NeuroTech Medical Technology (Shanghai) Co., Ltd. (微創神通醫療科技(上海)有限公司), a company established in the PRC with limited liability on May 16, 2012 and an indirect wholly owned subsidiary of our Company
“MP Scientific”	MicroPort Scientific Investment LTD, a company incorporated in the BVI with limited liability on September 30, 2020 and is a direct wholly owned subsidiary of MicroPort, and one of our Controlling Shareholders
“Nectar Neuro”	Nectar Neuro Limited, an investment holding company with limited liability incorporated in the BVI. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document

[REDACTED]

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[REDACTED]

“PRC Legal Advisers” Jia Yuan Law Offices, our legal advisers as to PRC laws

[REDACTED]

“Pre-[REDACTED] Investment(s)” the pre-[REDACTED] investment(s) in our Company, the details of which are set out in the section headed “History, Reorganization and Corporate Structure—The Pre-[REDACTED] Investments” in this document

“Pre-[REDACTED] Investor(s)” the investor(s) of the Pre-[REDACTED] Investments

[REDACTED]

“Rapid Medical” Rapid Medical Ltd., a company incorporated in the State of Israel with limited liability on August 12, 2008, which is primarily engaged in the development, manufacturing and sales of innovative devices for neuro-interventional procedures and is indirectly owned as to 22.28% by our Company

[REDACTED]

“Regulation S” Regulation S under the U.S. Securities Act

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“Renminbi” or “RMB”	the lawful currency of the PRC
	[REDACTED]
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE Circular 37”	State Administration of Foreign Exchange Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》)
“Series A Preferred Shares”	the Series A-1 Preferred Shares and the Series A-2 Preferred Shares
“Series A-1 Preferred Shares”	the series A-1 preferred shares with a par value of US\$0.0001 per share in the authorized share capital of our Company, or the series A-1 preferred shares with a par value of US\$[0.00002] per share in the authorized share capital of our Company following the Share Subdivision
“Series A-2 Preferred Shares”	the series A-2 preferred shares with a par value of US\$0.0001 per share in the authorized share capital of our Company, or the series A-2 preferred shares with a par value of US\$[0.00002] per share in the authorized share capital of our Company following the Share Subdivision
“Sevenoaks”	Sevenoaks Global Limited, a company incorporated in the BVI on September 18, 2019 and an indirect wholly owned subsidiary of our Company
“Shanghai Changlong”	Shanghai Changlong Lifescience Technology Co., Ltd. (上海常隆生命醫學科技有限公司), a company established in the PRC with limited liability on September 7, 2006. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document
“Shanghai Henian”	Shanghai Henian Investment Management Center (Limited Partnership) (上海鶴年投資管理中心(有限合夥)), a limited partnership established in the PRC on October 27, 2015. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document

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“Shanghai Lianghong”	Shanghai Lianghong Enterprise Management Consulting Center (Limited Partnership) (上海良弘企業管理諮詢中心 (有限合夥)), a limited partnership established in the PRC on June 17, 2019. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document
“Shanghai Meijing”	Shanghai Meijing Enterprise Management Consulting Center (Limited Partnership) (上海魅璟企業管理諮詢中心 (有限合夥)), a limited partnership established in the PRC on August 14, 2019 and our employee stock ownership platform. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document
“Shanghai MicroPort Medical”	Shanghai MicroPort Medical (Group) Co., Ltd. (上海微創醫療器械 (集團) 有限公司), a company established in the PRC with limited liability on May 15, 1998 and an indirect wholly owned subsidiary of MicroPort
“Shanghai Shenjing”	Shanghai Shenjing Vortex Medical Technology Co., Ltd. (上海神晶漩渦醫療科技有限公司), a company established in the PRC with limited liability on March 19, 2021 and an indirect wholly owned subsidiary of our Company
“Shanghai Shenyi”	Shanghai Shenyi Medical Technology Co., Ltd. (上海神奕醫療科技有限公司), a company established in the PRC with limited liability on June 22, 2017 and an indirect non-wholly owned subsidiary of MicroPort
“Shanghai Wangdaotong”	Shanghai Wangdaotong Biotechnology Co., Ltd. (上海望道通生物技術有限公司), a company established in the PRC with limited liability on April 22, 2020 and a direct wholly-owned subsidiary of Hopeway Corp. Limited
“Share(s)”	ordinary share(s) in the share capital of our Company of US\$[0.00002] each (as adjusted after the Share Subdivision)
“Shareholder(s)”	holder(s) of our Share(s)
“Share Subdivision”	the subdivision of each share in the Company’s issued and unissued share capital with par value of US\$0.0001 each into [five] shares of the corresponding class with par value of US\$[0.00002] each. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document

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“Shendun Medical”	Shendun Medical Technology (Shanghai) Co., Ltd. (神遁醫療科技（上海）有限公司), a company established in the PRC with limited liability on January 10, 2019 and an indirect wholly owned subsidiary of our Company
“Shenhong Medical”	Shenhong Medical Technology (Shanghai) Co., Ltd. (神泓醫療科技（上海）有限公司), a company established in the PRC with limited liability on August 5, 2021 and an indirect wholly owned subsidiary of our Company
“Shentu Medical”	Shentu Medical Technology (Shanghai) Co., Ltd. (神途醫療科技（上海）有限公司), a company established in the PRC with limited liability on June 12, 2020 and an indirect non-wholly owned subsidiary of our Company, which is owned as to 60% by MP NeuroTech Shanghai and 40% by Shanghai Meijing
“Specified Territory”	jurisdiction outside Hong Kong where, taking into account the legal restrictions under the applicable laws or requirements of the relevant regulatory body or stock exchange of such jurisdiction, MicroPort and our Company consider the exclusion of the MicroPort Shareholders with registered addresses in or who are otherwise known by MicroPort to be residents of such jurisdiction from the [REDACTED] to be necessary or expedient [REDACTED]
“Star Wave”	Star Wave Ventures Limited, an investment holding company with limited liability incorporated in the BVI. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document
“State Council”	the State Council of the PRC (中華人民共和國國務院) [REDACTED]
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules

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“Track Record Period”	the three years ended December 31, 2021 [REDACTED]
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“WE’TRON Capital”	WE’TRON CAPITAL LIMITED (中國微創投資管理有限公司), a company incorporated in Hong Kong with limited liability on October 26, 2005. For its background information, please refer to “History, Reorganization and Corporate Structure” in this document [REDACTED]

ACRONYMS

“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“CEO”	chief executive officer
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》), as enacted by the NPC on March 16, 2007 and effective on January 1, 2008, as amended, supplemented or otherwise modified from time to time
“FCPA”	The Foreign Corrupt Practices Act of 1977
“FDA”	the United States Food and Drug Administration
“HKFRS”	Hong Kong Financial Reporting Standards
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)

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“MFDS”	the Ministry of Food and Drug Safety in South Korea
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
“NMPA”	National Medical Products Administration (國家藥品監督管理局) and its predecessor, the China Food and Drug Administration (國家食品藥品監督管理總局)
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“PCT”	the Patent Cooperation Treaty
“Qualified Institutional Buyer(s)” or “QIB(s)”	qualified institutional buyer(s) within the meaning of Rule 144A
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局), the successor of the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571) of Hong Kong, as amended, supplemented or otherwise modified from time to time
“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)

For the purpose of this document, references to “provinces” of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions. References to “we” are to our Company or our Group, as the context may require. “%” refers to per cent.

For ease of reference, the names of the PRC laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the document in both the Chinese and English languages. In the event of any inconsistency, the Chinese versions shall prevail.