
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in MicroPort Scientific Corporation, you should at once hand this circular, together with the enclosed 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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**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES,
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of MicroPort Scientific Corporation to be held at 1601 Zhangdong Road, Zhangjiang Hi-Tech Park, Shanghai 201203, the People's Republic of China on Wednesday, 22 May 2024 at 10:00 a.m. is set out on pages 23 to 27 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.microport.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 10:00 a.m. on 20 May 2024 (Monday) (Hong Kong time). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

* for identification purpose only

30 April 2024

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 1601 Zhangdong Road, Zhangjiang Hi-Tech Park, Shanghai 201203, the People’s Republic of China on Wednesday, 22 May 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 23 to 27 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Company”	MicroPort Scientific Corporation, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Core Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) of not exceeding 20% of the total number of Shares of the Company in issue (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 23 to 27 of this circular
“Latest Practicable Date”	24 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Memorandum of Association”	the memorandum of association of the Company currently in force
“New Articles”	the fourth amended and restated memorandum of association and articles of association of the Company as described under the paragraph headed “PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION” in the letter from the Board section of this circular
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the existing Articles of Association as set out in Appendix III to this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of nominal value of US\$0.00001 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of Shares of the Company in issue (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 23 to 27 of this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



MicroPort Scientific Corporation

微創醫療科學有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00853)

Executive Director:

Dr. Zhaohua Chang (*Chairman*)

Non-executive Directors:

Mr. Hiroshi Shirafuji

Mr. Norihiro Ashida

Ms. Weiqin Sun

Dr. Qiyi Luo

Mr. Bo Peng

Independent Non-executive Directors:

Mr. Jonathan H. Chou

Dr. Guoen Liu

Mr. Chunyang Shao

Registered Office:

P.O. Box 309, Uglan House

Grand Cayman, KY1-1104

Cayman Islands

Head Office in PRC:

1601 Zhangdong Road

Zhangjiang Hi-Tech Park

Shanghai 201203

The People's Republic of China

Principal Place of Business in

Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road

Kowloon

Hong Kong

30 April 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES,
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information reasonably necessary to enable you to make a decision on whether to vote for or against the resolutions to be proposed at the Annual General Meeting for the approval of, among other matters, (i) the re-election of retiring Directors; (ii) the granting of a Share Buy-back Mandate and Issuance Mandate; and (iii) the amendments to Articles of Association.

* *for identification purpose only*

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.19 of the Articles of Association, Mr. Norihiro Ashida, Mr. Jonathan H. Chou (“Mr. Chou”) and Dr. Guoen Liu (“Dr. Liu”) shall retire from offices as Directors at the Annual General Meeting. In addition, in accordance with Article 16.2 of the Articles of Association, Ms. Weiqin Sun and Dr. Qiyi Luo, who were appointed as Directors by the Board on 30 August 2023, and Mr. Bo Peng, who was appointed as Director by the Board on 10 November 2023, shall hold office until the Annual General Meeting. Except for Dr. Qiyi Luo and Mr. Bo Peng, who wants to devote more time to their personal endeavours and do not offer themselves for re-election, all of the above retiring Directors, being eligible, offer themselves for re-election at the Annual General Meeting.

Mr. Chou and Dr. Liu have served as independent non-executive Directors for more than 9 years.

Mr. Chou and Dr. Liu bring their valuable industry experiences and contribute to the Board’s efforts in promoting the best interests of the Company and its Shareholders. Alongside the other independent non-executive Director, they contribute to ensuring that the interests of all Shareholders are taken into account and that relevant issues are subject to objective and dispassionate consideration by the Board. Mr. Chou and Dr. Liu demonstrate strong independence in discharging their duties and responsibilities with the utmost commitment in upholding the interests of the non-controlling Shareholders. They expressed individual viewpoints, debated issues and objectively scrutinized and challenged management.

Mr. Chou and Dr. Liu have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The nomination committee of the Company (the “Nomination Committee”) has reviewed the independence of all independent non-executive Directors, the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and Director nomination policy and the Company’s corporate strategy. There is no evidence that the services of Mr. Chou and Dr. Liu of over nine years as independent non-executive Directors would have any impact on their independence. Accordingly, the Nomination Committee has recommended to the Board, and the Board has concurred with such recommendation, to include Mr. Chou and Dr. Liu in the list of Directors being eligible for re-election at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF THE SHARE BUY-BACK MANDATE

At the annual general meeting of the Company held on 19 June 2023, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 23 to 27 of this circular (i.e. a total of 183,447,741 Shares on the basis that the issued share capital of the Company remains unchanged and the Company does not have any treasury shares on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF THE ISSUANCE MANDATE

At the annual general meeting of the Company held on 19 June 2023, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 23 to 27 of this circular (i.e. a total of 366,895,482 Shares on the basis that the issued share capital of the Company remains unchanged and the Company does not have any treasury shares on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

5. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 28 March 2024 in relation to the proposed adoption of the New Articles.

In view of the current revised requirements of the Listing Rules in relation to the paperless listing regime and mandatory electronic dissemination of corporate communication, and after taking into consideration the actual situation of the Company, the Board proposes to make amendments to the existing Articles of Association. The major changes to be brought about by the Proposed Amendments include, among others, amendments to reflect

LETTER FROM THE BOARD

and align with the new requirements pursuant to the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023 and to facilitate the Company to comply with the new requirements that any “corporate communication” (as defined under the Listing Rules) must, to the extent permitted under all applicable laws and regulations, be satisfied by the Company by (i) sending or otherwise making available the corporate communication to the Shareholders using electronic means; or (ii) making the corporate communication available on its website and the Stock Exchange’s website. In view of the Proposed Amendments, the Board proposes to adopt the New Articles in substitution for, and to the exclusion of, the existing Articles of Association.

The Proposed Amendments and the New Articles are prepared in the English language and their Chinese translation is for reference only. In the event of any inconsistencies between the English language version and the Chinese language version of the Proposed Amendments and the New Articles, the English language version shall prevail.

The Proposed Amendments is subject to the approval of the Shareholders by way of a special resolution at the forthcoming Annual General Meeting and, if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the Annual General Meeting, the existing Articles of Association shall remain valid.

The Company has received a confirmation from its legal adviser to Hong Kong laws confirming that the New Articles comply with the applicable provisions under the Listing Rules. The Company has also received a confirmation from its legal adviser to Cayman Islands laws confirming that the New Articles are not inconsistent with the laws of the Cayman Islands.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 other matters the omission of which would make any statement herein or this document misleading.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 23 to 27 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must 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. Article 13.7 of the Articles of Association provides that, at any general meeting a resolution put to the vote of the meeting shall be decided on a poll. According to Article 14.1 of the Articles of Association, every Shareholder present in person or by proxy shall have one vote for each Share registered in his name in the register. An explanation of the

LETTER FROM THE BOARD

detailed procedures of voting by poll will be provided to the Shareholders at the Annual General Meeting. The Company will publish an announcement of the poll results on the websites of the Stock Exchange and the Company after the Annual General Meeting in accordance with Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.microport.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 10:00 a.m. on 20 May 2024 (Monday) (Hong Kong time). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, your proxy form shall be deemed to be revoked.

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 17 May 2024 to Wednesday, 22 May 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 16 May 2024 (Thursday) (Hong Kong Time), being the share last registration date.

8. RECOMMENDATION

The Directors consider that the resolutions in relation to, among others, (i) the proposed re-election of retiring Directors; (ii) the granting of the Share Buy-back Mandate and the Issuance Mandate and (iii) the amendments to the Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Dr. Zhaohua Chang
Chairman

The following are the details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Norihiro Ashida

Mr. Norihiro Ashida (“Mr. Ashida”), born in 1954, is a non-executive Director of the Company. Mr. Ashida has served as a Director since 1 November 2006. He is currently holding directorship in certain subsidiaries of the Group. Mr. Ashida has served as a director of J-Pharma Co., Ltd. since June 2021. From February 2011 to June 2022, Mr. Ashida successively served as a director and advisor of Otsuka Medical Devices Co., Ltd., a subsidiary of Otsuka Holdings Co., Ltd. (“Otsuka Holdings”). Mr. Ashida was an executive operating officer of Otsuka Holdings and the director of its business development and planning department until 2015. Before joining Otsuka Pharmaceutical Co., Ltd. (“Otsuka Pharmaceutical”) in April 2003, he was a general manager of Mizuho Corporate Bank Ltd. from 2002 to 2003. From 1999 to 2002, Mr. Ashida was a general manager of the Industrial Bank of Japan (“IBJ”), where he headed the credit department for western Japan. From 1995 to 1999, Mr. Ashida served as vice president responsible for business development at 3iBJ Ltd., a venture capital firm formed by 3i Group plc and IBJ. From 1989 to 1995, Mr. Ashida was a senior vice president of IBJ (Canada). He joined IBJ in 1977 in its Tokyo branch. Mr. Ashida received his bachelor’s degree in economics from the University of Tokyo in 1977.

Save as disclosed above, Mr. Ashida did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr. Ashida did not have or was not deemed to have any interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Ashida will enter into a letter of appointment with the Company for a term of three years, subject to rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Mr. Ashida’s emolument, if any, will be reviewed by the Board from time to time under the authority granted to the Board by the Shareholders and in accordance with the recommendation of the remuneration committee of the Board by reference to his experience and responsibilities, the Company’s performance, remuneration policy and prevailing market conditions.

There is no information which is discloseable nor is Mr. Ashida involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Ashida that need to be brought to the attention of the Shareholders.

(2) Ms. Weiqin Sun

Ms. Weiqin Sun (“Ms. Sun”), born in 1980, was appointed as our non-executive Director on 30 August 2023. Ms. Sun is currently the deputy general manager (in charge of overall management) of Shanghai Zhangjiang Technology Venture Capital Co., Ltd., the dean of Shanghai Zhangjiang Innovation Institute, and the deputy director of the investment service center of Shanghai Zhangjiang (Group) Co., Ltd.. Ms. Sun joined Shanghai Zhangjiang Group in July 2002. She has successively served as the assistant to the director of the incubator center of Shanghai Zhangjiang (Group) Co., Ltd., the executive deputy general manager (in charge of overall management), general manager of Shanghai Zhangjiang Business Incubator Management Co., Ltd., assistant general manager, deputy general manager of Shanghai Zhangjiang Technology Venture Capital Co., Ltd.. Ms. Sun graduated from Shanghai University with a bachelor’s degree in Chinese language and literature in June 2002, and graduated from Fudan University with a master’s degree in business administration in January 2010.

Save as disclosed above, Ms. Sun did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and she is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does she hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Ms. Sun did not have or was not deemed to have any interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Ms. Sun will enter into a letter of appointment with the Company for a term of three years, subject to rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Ms. Sun’s emolument, if any, will be reviewed by the Board from time to time under the authority granted to the Board by the Shareholders and in accordance with the recommendation of the remuneration committee of the Board by reference to her experience and responsibilities, the Company’s performance, remuneration policy and prevailing market conditions.

There is no information which is discloseable nor is Ms. Sun involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Sun that need to be brought to the attention of the Shareholders.

(3) Mr. Jonathan H. Chou

Mr. Jonathan H. Chou (“Mr. Chou”), born in 1964, was appointed as our independent non-executive Director on 3 September 2010. He is a seasoned finance and operations executive with more than 32 years of professional experience from banking to various senior leadership positions with Fortune 500 companies. These companies include Honeywell International, Tyco (ADT), Lucent Technologies/Bell Labs, and Public Service Enterprise Group. His publicly listed company CFO roles include CFO for Feihe International, where

his efforts led to a successful listing on the Main Board of the New York Stock Exchange in 2009. He held the CFO plus other C-level roles from 2010 to 2018 for Kulicke & Soffa Industries, Inc. (NASDAQ: KLIC), a leading provider of semiconductor packaging and electronic assembly solutions supporting the global automotive, consumer, communications, computing, and industrial segments. More recently in January 2021, Mr. Chou was appointed as an independent non-executive director of MicroPort CardioFlow Medtech Corporation, a subsidiary of the Company, which gained successful listing on the Hong Kong Stock Exchange on 4 February 2021 (Stock Code: 2160). From February 2021 to February 2024, Mr. Chou was the CFO of UTAC Group. The UTAC Group is an independent provider of assembly and test services for a broad range of semiconductor chips offering a full range of semiconductor assembly and test services. Mr. Chou holds an MBA from Duke University's Fuqua School of Business and a B.A. from the University at Buffalo.

Save as disclosed above, Mr. Chou did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr. Chou had the following interests in shares or underlying shares of the Company and its associated corporations pursuant to Part XV of the SFO:

Name of the Company/ associated corporations	Number of Shares held	Number of underlying Shares	Total number of Shares/ Underlying Shares held	Approx. Percentage of the issued share capital of the Company/ associated corporations
The Company	6,300	161,290 (Note 1)	167,590	0.00%
MicroPort Cardioflow MedTech Corporation	–	449,683 (Note 2)	–	0.01%

Note:

- Mr. Chou was interested in the underlying Shares of the Company by virtue of the options granted to him under the share option scheme of the Company.
- Mr. Chou was interested in the underlying shares of MicroPort Cardioflow MedTech Corporation by virtue of the options granted to him under the share option scheme of the MicroPort Cardioflow MedTech Corporation.

Save as disclosed above, Mr. Chou did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Chou will enter into a letter of appointment with the Company for a term of three years. Mr. Chou is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Mr. Chou's emolument will be reviewed by the Board from time to time under the authority granted to the Board by the Shareholders and in accordance with the recommendation of the remuneration committee of the Board by reference to his experience and responsibilities, the Company's performance, remuneration policy and prevailing market conditions.

There is no information which is discloseable nor is Mr. Chou involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chou that need to be brought to the attention of the Shareholders.

(4) Dr. Guoen Liu

Dr. Guoen Liu ("Dr. Liu"), born in 1957, was appointed as our independent non-executive Director on 3 September 2010. Dr. Liu is a noted scholar in the fields of health and development economics, health reform and pharmaceutical economics. Dr. Liu currently serves as Peking University BOYA Distinguished Professor of Economics, Dean of Peking University Institute for Global Health and Development, MOE Yangtze River Scholar professor of economics at the Peking University National School of Development. From 2000 to 2006, Dr. Liu was tenured associate professor of University of North Carolina at Chapel Hill. From 1994 to 2000, Dr. Liu was assistant professor of University of Southern California. Dr. Liu also serves as editor or associate editor in various journals in the field of health economics and pharmaceutical economics. Dr. Liu received his bachelor's degree in mathematics from Southwest Minzu University in 1981, his master's degree in statistics from Southwestern University of Finance and Economics in 1985, his Ph.D. in economics from the City University of New York Graduate Center in 1991, and postdoctoral training in health economics from Harvard University in 1994.

Save as disclosed above, Dr. Liu did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Dr. Liu was interested in 161,290 underlying Shares of the Company by virtue of the options granted to him under the share option scheme of the Company, representing approximately 0.00% of the issued share capital of the Company. Save as disclosed above, Dr. Liu did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Dr. Liu will enter into a letter of appointment with the Company for a term of three years. Dr. Liu is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Dr. Liu's emolument will be reviewed by the Board from time to time under the authority granted to the Board by the Shareholders and in accordance with the recommendation of the remuneration committee of the Board by reference to his experience and responsibilities, the Company's performance, remuneration policy and prevailing market conditions.

There is no information which is discloseable nor is Dr. Liu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Liu that need to be brought to the attention of the Shareholders.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,834,477,414 Shares and the Company does not have any treasury shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,834,477,414 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 183,447,741 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole.

When exercising the Share Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, and subject to compliance with the Listing Rules, the Memorandum and Articles of Association, and the laws of the Cayman Islands, Share buy-backs will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

Share buy-backs pursuant to the Share Buy-back Mandate would be financed entirely from the Company's available cash flow or working capital facilities. The Company may only apply funds legally available for Shares buy-back in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back

Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	20.55	16.92
May	17.64	13.36
June	15.48	12.30
July	16.88	13.32
August	16.04	12.52
September	13.62	11.58
October	12.64	10.12
November	14.24	11.88
December	12.80	7.57
2024		
January	8.52	5.74
February	8.32	5.41
March	7.95	6.17
April (<i>up to the Latest Practicable Date</i>)	7.15	5.23

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any Core Connected Persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the proposed share buy-back has any unusual features.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Company did not have a controlling Shareholder within the meaning of the Listing Rules. Otsuka Holdings is the single largest substantial Shareholder holding 382,994,120 Shares, representing approximately 20.87% of the total number of Shares in issue. In the event that the Directors exercise the power to repurchase Shares in full pursuant to the Share Buy-back Mandate, (if the present shareholdings remain the same and the Company does not have any treasury shares) the shareholding of Otsuka Holdings in the Company will be increased to approximately 23.19% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

To the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Share Buy-back Mandate.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Set out below is a summary of the Proposed Amendments other than adjustment to article numbering only:

Article No. (Original)	Original Content	Article No. (Amended)	Amended Content
General	THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION	General	THIRD FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
	THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION		THIRD FOURTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
	THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION		THIRD FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
2.2	N/A	2.2	<u>“Corporate Communication” has the same meaning as in the Listing Rules.</u>
4.8	The register may, on 10 business days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article.	4.8	The register may, on 10 business days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article <u>and the Listing Rules.</u>

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article No. (Original)	Original Content	Article No. (Amended)	Amended Content
6.3	A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided.	6.3	A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided <u>in Article 31.1.</u>
6.5	In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.	N/A	In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.
9.1	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article 6.10, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.	9.1	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article 6.10 <u>9</u> , serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article No. (Original)	Original Content	Article No. (Amended)	Amended Content
31.1	<p>Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	31.1	<p>Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member either personally or by <u>in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</u></p>
N/A	N/A	(a)	<p><u>personally by leaving it at the registered address of such member as appearing in the register;</u></p>
N/A	N/A	(b)	<p><u>by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p>

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article No. (Original)	Original Content	Article No. (Amended)	Amended Content
N/A	N/A	(c)	by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;
N/A	N/A	(d)	by placing it on the Company's Website and the Exchange's website; or
N/A	N/A	(e)	(in the case of notice) by advertisement published in the manner prescribed underin the Listing Rules.
N/A	N/A	31.1	In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article No. (Original)	Original Content	Article No. (Amended)	Amended Content
31.4	A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.	N/A	A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.
N/A	N/A	31.4	<u>Any notice or document, including any Corporate Communication:</u>
N/A	N/A	(a)	<u>delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u>

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article No. (Original)	Original Content	Article No. (Amended)	Amended Content
31.5	Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.	<u>(b)</u>	Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.;
31.6	Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.	N/A	Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.
N/A	N/A	<u>(c)</u>	<u>given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u>
N/A	N/A	<u>(d)</u>	<u>served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules; and</u>
31.7	Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).	<u>(e)</u>	Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article No. (Original)	Original Content	Article No. (Amended)	Amended Content
31.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.	N/A	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.

NOTICE OF ANNUAL GENERAL MEETING



MicroPort Scientific Corporation

微創醫療科學有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00853)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of MicroPort Scientific Corporation (the “**Company**”) will be held at 1601 Zhangdong Road, Zhangjiang Hi-Tech Park, Shanghai 201203, the People’s Republic of China on Wednesday, 22 May 2024 at 10:00 a.m. for the following purposes:

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2023.
2. To re-elect the following directors of the Company (the “**Directors**”) pursuant to the Articles of Association (the “**Articles of Association**”) of the Company:
 - (i) To re-elect Mr. Norihiro Ashida as a non-executive Director of the Company;
 - (ii) To re-elect Ms. Weiqin Sun as a non-executive Director of the Company;
 - (iii) To re-elect Mr. Jonathan H. Chou as an independent non-executive Director of the Company; and
 - (iv) To re-elect Dr. Guoen Liu as an independent non-executive Director of the Company.
3. To authorize the board of directors of the Company (the “**Board**”) to fix the respective Directors’ remuneration.
4. To re-appoint KPMG as auditor and to authorize the Board to fix its remuneration.

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)), and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors together with the treasury shares of the Company resold pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued together with the treasury shares which may be resold (if permitted under the Listing Rules) under the mandate in paragraph (a) above as a percentage of the total number of issued shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors together with the treasury shares of the Company resold pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.”

To consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

8. “**THAT** the fourth amended and restated memorandum of association and articles of association of the Company (the “**New Articles**”), a copy of which has been produced to the meeting marked “**A**” and for identification purpose signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company with immediate effect after the announcement by the Company of the poll result that this resolution was duly passed as a special resolution and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Articles.”

By Order of the Board
Dr. Zhaohua Chang
Chairman

Shanghai, the People’s Republic of China, 30 April 2024

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Article 13.7 of the Articles of Association provides that, at any general meeting a resolution put to the vote of the meeting shall be decided on a poll. According to Article 14.1 of the Articles of Association, every shareholder present in person or by proxy shall have one vote for each share registered in his name in the register. An explanation of the detailed procedures of conducting a poll will be provided to shareholders at the meeting. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 10:00 a.m. on 20 May 2024 (Monday) (Hong Kong time). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 17 May 2024 to Wednesday, 22 May 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares of the Company shall ensure that all transfer documents of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 16 May 2024 (Thursday) (Hong Kong time), being the last share registration date.
5. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at any time between 6:30 a.m. and 9:00 a.m. on the day of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company's website (www.microport.com) and the HKEXnews website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

6. A circular containing further details concerning items 2 and 5 to 8 set out in this Notice will be sent to all shareholders of the Company.