



MicroPort Scientific Corporation

微創醫療科學有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00853)

6 May 2024

To Independent Shareholders

Dear Sir/Madam,

**CONNECTED TRANSACTION
CONVERTIBLE LOAN INVOLVING THE ISSUE OF CONVERSION SHARES
UNDER SPECIFIC MANDATE**

We refer to the supplemental circular dated 6 May 2024 (the “**Supplemental Circular**”) issued by the Company to its Shareholders of which this letter forms part. Terms defined in the Supplemental Circular shall have the same meanings herein unless the context otherwise requires.

We have been appointed as the Independent Board Committee to consider and to advise the Independent Shareholders on the terms of the Convertible Facility Agreement and the transactions contemplated thereunder and on the grant of the Specific Mandate as set out in the Supplemental Circular as to the fairness and reasonableness and to recommend whether or not the Independent Shareholders should approve the Convertible Facility Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate as set out in the Supplemental Circular. Gram Capital has been appointed as the Independent Financial Adviser to provide advice and recommendation to the Independent Board Committee and the Independent Shareholders in this regard. Details of the independent advice of the Independent Financial Adviser, together with the principal factors and reasons the Independent Financial Adviser has taken into consideration, are set out on pages 38 to 63 of the Supplemental Circular.

We wish to draw your attention to the Letter from the Board and the Letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders which contains its advice to us in respect of the Convertible Facility Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate. Your attention is also drawn to the additional information set out in the Appendix I to the Supplemental Circular.

Having considered the terms of the Convertible Facility Agreement and the transactions contemplated thereunder, the advice of the Independent Financial Adviser and the relevant information contained in the Letter from the Board, we consider that the Convertible Facility Agreement and the transactions contemplated thereunder (including the issue of Conversion Shares) are not in the ordinary course of business of the Group, but are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution for approving the Convertible Facility Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate to issue the Conversion Shares to be proposed at the Annual General Meeting.

Yours faithfully,
The Independent Board Committee of
MicroPort Scientific Corporation



Mr. Jonathan H. Chou
*Independent Non-executive
Director*

Dr. Guoen Liu
*Independent Non-executive
Director*

Mr. Chunyang Shao
*Independent Non-executive
Director*

Yours faithfully,
The Independent Board Committee of
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