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**微創醫療科學有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 00853)**

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

The Board is pleased to announce that all the conditions precedent under the Convertible Facility Agreement have either been satisfied or waived by the Lenders and the drawdown of the Convertible Loan in an aggregate principal amount equal to the Initial Total Commitments of US\$150,000,000 (without taking into account the Accordion Option which can be exercised after the date of this announcement but on or prior to the Accordion Increase Arrangement Deadline) has been completed on 28 May 2024.

The Board is pleased to further announce that, as at the date of this announcement, the Company has entered into loan agreements with independent financial institutions securing credit support in the equivalent amount of US\$300 million for the repayment of the 2026 Convertible Bonds.

## **COMPLETION OF THE DRAWDOWN OF THE CONVERTIBLE LOAN INVOLVING THE ISSUE OF CONVERSION SHARES UNDER SPECIFIC MANDATE**

References are made to the connected transaction announcement dated 5 April 2024, the supplemental circular of Annual General Meeting dated 6 May 2024 (the “**Circular**”) and the poll results announcement of Annual General Meeting dated 22 May 2024 of the Company in relation to, among others, the entering into of the Convertible Facility Agreement by the Company involving the issue of Conversion Shares upon exercise of conversion rights in respect of the Loan Participations pursuant to Specific Mandate which has been granted by independent shareholders at the Annual General Meeting held on 22 May 2024. Unless the context otherwise requires, capitalised words and expressions used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that all the conditions precedent under the Convertible Facility Agreement have either been satisfied or waived by the Lenders and the drawdown of the Convertible Loan in an aggregate principal amount equal to the Initial Total Commitments of US\$150,000,000 (without taking into account the Accordion Option which can be exercised after the date of this announcement but on or prior to the Accordion Increase Arrangement Deadline) has been completed on 28 May 2024.

## **SHAREHOLDING STRUCTURE AFTER THE COMPLETION OF THE DRAWDOWN OF THE CONVERTIBLE LOAN**

Assuming that Convertible Loans in an aggregate principal amount equal to Initial Total Commitments of US\$150,000,000 (translated into Hong Kong dollars at the Fixed Exchange Rate and assuming the Accordion Option is not exercised) would be converted into Conversion Shares in full at the initial Conversion Price of HK\$7.46 per Share, such Convertible Loans are convertible into approximately 157,409,517 Conversion Shares, which represent approximately 8.58% of the issued share capital of the Company as at the date of this announcement and approximately 7.90% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares.

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, assuming that there is no change in the issued share capital of the Company prior to the conversion of Convertible Loans in an aggregate principal amount equal to the Initial Total Commitments and the Accordion Option is not exercised, the shareholding structure of the Company (i)

as at the date of this announcement; and (ii) assuming conversion of Convertible Loans in an aggregate principal amount equal to the Initial Total Commitments at the initial Conversion Price of HK\$7.46 per Share, will be as follows:

Shareholder	As of the date of this announcement		Assuming Convertible Loans in an aggregate principal amount equal to the Initial Total Commitments are converted into Shares at the initial Conversion Price of HK\$7.46 per Share	
	No. of Shares	Approximate% of issued share capital of the Company	No. of Shares	Approximate% of issued share capital of the Company
<b>Directors and substantial shareholders</b> <i>(Notes 3 and 4)</i>				
Otsuka Medical Devices Co., Ltd <i>(Note 1)</i>	382,994,120	20.87	382,994,120	19.22
Maxwell Maxcare Science Foundation Limited (“Maxwell”) and its controlled corporations <i>(Note 2)</i>	291,728,327	15.90	291,728,327	14.64
<b>Lenders</b> <i>(Note 5)</i>	–	–	157,409,517	7.90
<b>Other public Shareholders</b>	1,160,097,746	63.23	1,160,097,746	58.24
<b>Total</b>	<u>1,834,820,193</u>	<u>100.00</u>	<u>1,992,229,710</u>	<u>100.00</u>

*Notes:*

- Otsuka Holdings Co., Ltd. holds the entire issued share capital of Otsuka Medical Devices Co., Ltd., and therefore, is deemed to be interested in the same number of Shares held by Otsuka Medical Devices Co., Ltd..
- Maxwell holds 100% interest of We’Tron Capital Limited, and therefore, is deemed to be interested in the same number of Shares and share interests held by We’Tron Capital Limited. Maxwell is also the beneficial owner of 3,299,119 Shares. In addition to the foregoing, Maxwell is further interested in 58,271,736 underlying Shares of the Company by virtue of the options, which are not included for the purpose of presentation in the above table.
- Dr. Zhaohua Chang (an executive Director), Dr. Guoen Liu (an independent non-executive Director) and Mr. Chunyang Shao (an independent non-executive Director) are interested in 49,047,671, 161,290 and 161,290 underlying Shares of the Company respectively by virtue of the options granted to them under the share option scheme(s) of the Company.
- Mr. Jonathan H. Chou (an independent non-executive Director) is interested in (i) 161,290 underlying Shares of the Company by virtue of the options granted to him under the share option scheme(s) of the Company and (ii) 6,300 Shares of the Company.
- The Lenders include the Original Lenders and certain members of the management of the Company (including director(s) of subsidiaries of the Company).

## MISCELLANEOUS

The Board is pleased to further announce that, as at the date of this announcement, the Company has entered into loan agreements with independent financial institutions securing credit support in the equivalent amount of US\$300 million for the repayment of the 2026 Convertible Bonds.

By Order of the Board  
**MicroPort Scientific Corporation**  
**Dr. Zhaohua Chang**  
*Chairman*

Shanghai, the PRC, 28 May 2024

*As at the date of this announcement, the executive Director is Dr. Zhaohua Chang; the non-executive Directors are Mr. Hiroshi Shirafuji, Mr. Norihiro Ashida and Ms. Weiqin Sun; and the independent non-executive Directors are Mr. Jonathan H. Chou, Dr. Guoen Liu and Mr. Chunyang Shao.*

\* *for identification purpose only*