
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 NeuroTech Limited, 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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MicroPort NeuroTech Limited

微創腦科學有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2172)

**SCRIP DIVIDEND IN RELATION TO THE FINAL DIVIDEND
FOR THE YEAR ENDED 31 DECEMBER 2023;
PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS;
PROPOSED RE-APPOINTMENT OF AUDITORS;
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES;
PROPOSED CHANGE OF COMPANY NAME;
PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of MicroPort NeuroTech Limited to be held at 10:00 a.m. on Wednesday, 26 June 2024 at 1601 Zhangdong Road, Zhangjiang Hi-Tech Park, Shanghai, the People's Republic of China is set out on pages 35 to 40 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.medneurotech.com). Holders of treasury shares, if any, have no voting rights at the general meeting(s) of the Company.

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 Shops 1712-1716, 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 Monday, 24 June 2024 (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.

4 June 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” or “AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, 26 June 2024 at 1601 Zhangdong Road, Zhangjiang Hi-Tech Park, Shanghai, the People’s Republic of China, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 35 to 40 of this circular, or any adjournment thereof
“Board”	the board of Directors
“Company”	MicroPort NeuroTech Limited, an exempted company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2172)
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of HK\$0.11 per Share for the year ended 31 December 2023
“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 People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury shares out of treasury) 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 35 to 40 of this circular

DEFINITIONS

“Latest Practicable Date”	30 May 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 from time to time
“Memorandum and Articles of Association” or “M&A”	the amended and restated memorandum and articles of association of the Company currently in force
“New M&A”	the third amended and restated memorandum and articles of association as proposed to be adopted at the AGM
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Qualifying Shareholders”	the Shareholders whose registered addresses are in Hong Kong as shown on the register of members of the Company on the Record Date, other than Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose registered address(es) on that date is/are outside Hong Kong (if any) to whom the Directors, based on legal advice provided by legal advisers and on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, consider it necessary or expedient to exclude such Shareholder(s) from the Scrip Dividend Scheme
“Record Date”	5 July 2024, being the record date for determining the entitlement to the Final Dividend
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Scrip Dividend Scheme”	the scheme proposed by the Directors in relation to the Final Dividend which offer the Qualifying Shareholders an alternative to elect to receive such dividend wholly or partly by an allotment and issue of new Shares credited as fully paid in lieu of cash payment
“Scrip Shares”	new Shares to be allotted and issued pursuant to the Scrip Dividend Scheme
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) 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 35 to 40 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 to it under the Listing Rules which will come into effect on 11 June 2024 and as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



MicroPort NeuroTech Limited

微創腦科學有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2172)

Executive Directors:

Mr. Xie Zhiyong
Mr. Wang Yiqun Bruce

Non-executive Directors:

Dr. Chang Zhaohua (*Chairman*)
Mr. Sun Qingwei
Mr. Wang Lin
Ms. Wu Xia

Independent Non-executive Directors:

Dr. Xu Yi
Dr. Zhang Haixiao
Mr. Siu Chi Hung

Registered Office:

Tricor Services (Cayman Islands) Limited
Third Floor, Century Yard, Cricket Square
P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

*Head Office and Principal Place
of Business in the PRC:*

No. 1661 Zhangdong Road
Pudong New Area, Shanghai
PRC

Principal Place of Business in Hong Kong:

5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

4 June 2024

To the Shareholders

Dear Sir/Madam,

**SCRIP DIVIDEND IN RELATION TO THE FINAL DIVIDEND
FOR THE YEAR ENDED 31 DECEMBER 2023;
PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS;
PROPOSED RE-APPOINTMENT OF AUDITORS;
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES;
PROPOSED CHANGE OF COMPANY NAME;
PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make decisions 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 payment of a Final Dividend (including the Scrip Dividend Scheme); (ii) the proposed election and re-election of Directors; (iii) the proposed re-appointment of auditors; (iv) the granting of a Share Buy-back Mandate and Issuance Mandate; (v) the proposed change of company name; and (vi) the proposed adoption of new Memorandum and Articles of Association.

2. SCRIP DIVIDEND SCHEME

Reference is made to the announcement of the Company dated 27 March 2024 in relation to the annual results of the Company for the year ended 31 December 2023 (the “**Announcement**”).

It was stated in the Announcement that the Directors had resolved to recommend the payment of a Final Dividend of HK\$0.11 per Share for the year ended 31 December 2023 to the Shareholders whose names appear on the register of members of the Company on the Record Date and also to recommend the Scrip Dividend Scheme to the Qualifying Shareholders, subject to the approval of the Shareholders on the payment of Final Dividend at the Annual General Meeting and the grant by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Scrip Shares to be allotted and issued pursuant thereto.

In arriving at the decision to recommend the Scrip Dividend Scheme to the Qualifying Shareholders, the Directors consider that while the Company should declare a Final Dividend, the retention of cash, which would otherwise have been paid to the Shareholders as a cash dividend, within the Group would enhance the continuous growth, maintain the financial stability and reduce the financing costs of the Group. On the other hand, the Scrip Dividend Scheme will give those Qualifying Shareholders who wish to further invest in the Company the opportunity to increase their equity investment in the Company.

Qualifying Shareholders are entitled to elect to have the Final Dividend to be paid wholly or partly in Shares instead of in cash. Shareholders whose registered addresses are outside Hong Kong (if any) as shown in the register of members of the Company on the Record Date may not be permitted to participate in the Scrip Dividend Scheme if the Directors consider that the circulation of an offer of such election to such Shareholders would or might be unlawful or impracticable and accordingly no form of election will be sent to such Shareholders and they will receive the Final Dividend wholly in cash. The Company will make enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock

LETTER FROM THE BOARD

exchange for considering whether to exclude such Shareholder from the Scrip Dividend Scheme and it may only exclude such Shareholder on the basis that, having made such enquiry, it would be necessary or expedient to do so.

For the purpose of calculating the number of Scrip Shares, the value of the Scrip Shares will be fixed by the Board at its discretion with reference to the average of the closing prices of the Shares on the Stock Exchange for the five consecutive trading days ending on (and including) the Record Date less a discount of 10% (the “**10% Discount**”) of such average price or the par value of Shares, whichever is higher. In determining the price at which the Scrip Shares will be issued, the Board will take into consideration the average closing price of the Shares for the five trading days immediately preceding the Record Date and market conditions. While the Company considers that a Final Dividend should be declared, the retention of the cash destined for payment of the Final Dividend could improve the financial stability of the Group and reduce the financing costs of the operation of the Group. As such, the Company is offering the 10% Discount in order to encourage more Qualifying Shareholders to take up the Scrip Shares as alternative in receiving their dividends.

The number of Scrip Shares to be issued will be rounded down to the nearest whole number of Scrip Shares and no Qualifying Shareholder is entitled to be allotted and issued any fraction of a Scrip Share under the Scrip Dividend Scheme. Fractional entitlements to Scrip Shares will be aggregated and sold for the benefit of the Company.

The Scrip Shares will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Scrip Shares save that they will not be entitled to the Final Dividend for the year ended 31 December 2023.

On the condition that the payment of the above Final Dividend by way of the Scrip Dividend Scheme is approved by the Shareholders at the Annual General Meeting, a circular containing details of the Scrip Dividend Scheme, together with a form of election (to the Qualifying Shareholders only), will be despatched to the Shareholders on or about Tuesday, 23 July 2024.

Subject to the passing of the resolution concerned at the Annual General Meeting, application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Scrip Shares. No part of the Scrip Shares will be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

LETTER FROM THE BOARD

Closure of register of members

In order to determine the entitlement to the proposed Final Dividend, the register of members of the Company will be closed from Wednesday, 3 July 2024 to Friday, 5 July 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed Final Dividend, all transfers 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 Tuesday, 2 July 2024 (Hong Kong time), being the last registration date.

Subject to the approval by the Shareholders of the payment of a Final Dividend at the Annual General Meeting and the grant by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Scrip Shares on the Stock Exchange, the proposed Final Dividend is expected to be paid on or about Thursday, 22 August 2024. Dividend warrants and share certificates for new shares to be issued under the Scrip Dividend Scheme will be despatched by ordinary mail on or about Thursday, 22 August 2024. The dealings in the Scrip Shares on the Stock Exchange are expected to commence on or around Friday, 23 August 2024.

3. PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with Article 26.3 of the Memorandum and Articles of Association, any director appointed shall hold office only until the first annual general meeting of the Company after the Director's appointment and shall then be eligible for re-election at the AGM. Accordingly, Dr. Chang Zhaohua and Mr. Sun Qingwei shall retire at the AGM, and, being eligible, offered themselves for re-election at the AGM.

In accordance with Article 26.4 of the Memorandum and Articles of Association, one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to, but not less than, one-third) shall be subject to retirement by rotation at least once every three years. Any Directors required to stand for re-election pursuant to Article 26.3 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. Accordingly, Mr. Wang Yiqun Bruce, Mr. Wang Lin and Mr. Siu Chi Hung shall retire at the AGM. Except for Mr. Siu Chi Hung, who wants to devote more time to his other endeavours and does not offer himself for re-election, all of the above retiring Directors, being eligible, offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Mr. Siu Chi Hung also ceased to act as the chairman of Audit Committee and a member of Remuneration Committee. Mr. Siu Chi Hung has confirmed that he has no disagreement with the Board and there is no matter in relation to his retirement that needs to be brought to the attention of the shareholders of the Company.

As recommended by the Nomination Committee, the proposed appointment of Mr. Fan Xin as an independent non-executive Director will be considered, and if thought fit, approved at the Annual General Meeting. Mr. Fan Xin will also be appointed as the chairman of the Audit Committee and a member of the Remuneration Committee with effect from being elected as an independent non-executive Director.

The Nomination Committee has reviewed 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 and Mr. Fan Xin 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, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on the election and re-election of the aforementioned proposed Director and retiring Directors including the aforesaid proposed independent non-executive Director who is to be elected at the Annual General Meeting. Mr. Fan Xin has given confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that Mr. Fan Xin is 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 proposed for election and re-election at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. PROPOSED RE-APPOINTMENT OF AUDITORS

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting (1) to re-appoint KPMG; and (2) to re-appoint KPMG Huazhen LLP as the overseas and domestic auditors of the Company for the year 2024 and until the next annual general meeting of the Company, to provide 2024 annual financial report audit services or other related consultancy services, and to authorize the Board to fix their remuneration.

The appointment of the auditors of the Company has been reviewed by the Audit Committee which made recommendation to the Board that the appointment be submitted and proposed for Shareholders' approval at the Annual General Meeting. As KPMG is relatively familiar with the Group's financials and affairs, the Board considers that the audit and other related work in respect of the Group for the year ending 31 December 2024 could be performed more efficiently by KPMG, which is in the best interests of the Company and the Shareholders as a whole.

5. PROPOSED GRANTING OF THE SHARE BUY-BACK MANDATE

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 35 to 40 of this circular (i.e. a total of 58,265,810 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.

LETTER FROM THE BOARD

6. PROPOSED GRANTING OF THE ISSUANCE MANDATE

In order to give the Company the flexibility to issue Shares (including any sale or transfer of treasury shares upon the amendments to the Listing Rules relating to treasury Shares coming into effect on 11 June 2024) 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 (including any sale or transfer of treasury shares out of treasury) 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 35 to 40 of this circular (i.e. a total of 116,531,620 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.

7. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 27 March 2024 in relation to, among others, the change of English name of the Company. The Board proposes to change the English name of the Company from “MicroPort NeuroTech Limited” to “MicroPort NeuroScientific Corporation” (the “**Proposed Change of English Name**”). The Chinese name of the Company will remain unchanged.

Conditions for the Proposed Change of English Name

The Proposed Change of English Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders at the Annual General Meeting to be convened to approve the Proposed Change of English Name; and
- (b) the Registrar of Companies in the Cayman Islands approving the Proposed Change of English Name by issuing a certificate of incorporation on change of name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the Annual General Meeting. Subject to the satisfaction of the conditions set out above, the Proposed Change of English Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

LETTER FROM THE BOARD

Reasons for the Proposed Change of Company Name

The Company has established itself as one of the leading companies in the neuro-interventional therapeutic area and has been looking into opportunities to expand its business to brain science and other related sectors.

The Board considers that the Proposed Change of Company Name will better align with the current Chinese name of the Company and reflect the Company's diversified strategic business plan and its future development direction.

In addition, the Board believes that the new English name of the Company will provide the Company with a new corporate image, which will benefit the Company's future business development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect the rights of the Shareholders or the daily operations and financial position of the Group.

All existing share certificates of the Company bearing the existing name of the Company will, after the Proposed Change of English Name becomes effective, continue to be evidence of legal title to the Shares and be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the new English name of the Company (the "**New English Name**").

Any new share certificates of the Company bearing the New English Name will only be issued in subsequent issue of new Shares after the Proposed Change of English Name becomes effective. The English short name and Chinese short name of the Company remain unchanged.

LETTER FROM THE BOARD

8. PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 March 2024 in relation to the proposed adoption of the New M&A.

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 Memorandum and Articles of Association. Apart from reflecting the Proposed Change of English Name, other major changes to be brought about by the Proposed Amendments include, among others, amendments to reflect 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 M&A in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The Proposed Amendments and the New M&A are prepared in English, 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 M&A, the English language version shall prevail.

The Proposed Amendments and adoption of the New M&A shall take effect at the same time as the Proposed Change of English Name becoming effective, subject to (1) the approval of the Shareholders by way of special resolution at the Annual General Meeting; and (2) the Proposed Change of English Name becoming effective. Prior to that, the existing Memorandum and Articles of Association shall remain valid.

The Company has received a confirmation from its legal adviser to Hong Kong laws confirming that the New M&A complies 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 M&A are not inconsistent with the laws of the Cayman Islands.

LETTER FROM THE BOARD

9. 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.

10. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 35 to 40 of this circular.

Pursuant to the Listing Rules and the Memorandum and 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 19.7 of the Memorandum and 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 20.1 of the Memorandum and 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 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.medneurotech.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 Shops 1712–1716, 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 Monday, 24 June 2024 (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.

LETTER FROM THE BOARD

11. RECOMMENDATION

The Directors consider that the resolutions in relation to, among others, (i) the payment of a Final Dividend (including the Scrip Dividend Scheme); (ii) the proposed election and re-election of Directors; (iii) the proposed re-appointment of auditors; (iv) the granting of a Share Buy-back Mandate and Issuance Mandate; (v) the proposed change of company name; and (vi) the proposed adoption of new Memorandum and 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,
By Order of the Board
Dr. Chang Zhaohua
Chairman

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

(1) DR. CHANG ZHAOHUA

Position and experience

Dr. Chang, born in 1963, is the current chairman of the board of directors, executive director and chief executive officer of MicroPort Scientific Corporation. He has over 33 years' experience in the medical device industry, and currently also serve as a professor at the School of Medical Device, University of Shanghai for Science and Technology. Before establishing Shanghai MicroPort Medical (Group) Co., Ltd. (上海微創醫療器械(集團)有限公司) in 1998, from 1996 to 1997, Dr. Chang served as vice president of R&D at Endocare Inc., a NASDAQ listed medical device company based in California, U.S.. From 1990 to 1995, Dr. Chang served as senior engineer, chief scientist, director of R&D and vice president of engineering at Cryomedical Sciences Inc., a medical device company in Maryland U.S. which was listed on NASDAQ prior to its acquisition by a third party. Dr. Chang received his bachelor's degree in refrigeration engineering in 1983 and master's degree in cryogenic engineering in 1985, both from the University of Shanghai for Science and Technology. In 1992, he received his doctoral degree in biological science from State University of New York (Binghamton).

Length of service and director's emoluments

Dr. Chang has entered into an appointment letter with the Company with effective from 3 November 2023. The initial term of his appointment letter shall commence from the date of the appointment as a non-executive Director and continue for a period of three years, and shall be subject to re-election as and when required under the Memorandum and Articles of Association of the Company and the Listing Rules, until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than 30 days' prior notice in writing. Pursuant to his letter of appointment, he is not entitled to receive director's fee from the Company. Dr. Chang's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to the Company's remuneration policy, the prevailing market level and his responsibilities and performance.

**APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE ELECTED AND
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Relationships

Save as disclosed above, Dr. Chang does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

Name of Director	Name of Associated Corporation	Nature/Capacity of Interest	Percentage of Shareholding
Dr. Chang	MicroPort Scientific Corporation (微創醫療科學有限公司) ("MicroPort")	Beneficial Owner ⁽¹⁾	2.67%
	MicroPort CardioFlow Medtech Corporation (微創心通醫療科技有限公司) ("MicroPort CardioFlow")	Beneficial Owner ⁽²⁾	0.25%

Notes:

1. As at the Latest Practicable Date, Dr. Chang was interested in 49,047,671 underlying shares of MicroPort by virtue of the options granted to him under a share option scheme of MicroPort.
2. As at the Latest Practicable Date, Dr. Chang was interested in 6,000,000 underlying shares of MicroPort CardioFlow by virtue of the options granted to him under a share option scheme of MicroPort CardioFlow.

Save as disclosed above, as at the Latest Practicable Date, Dr. Chang was not interested or deemed to be interested in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

(2) MR. SUN QINGWEI

Position and experience

Mr. Sun, born in 1983, joined MicroPort in October 2018 and has held various positions including assistant to the CEO and senior director of strategy and planning. During that period, he was responsible for the strategic planning and operation of MicroPort, leading the strategic layout and assisting dozens of MicroPort's subsidiaries to establish medium to long-term development plans. He has also pioneered a number of emerging areas and led the start-up development of new

**APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE ELECTED AND
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businesses. Prior to joining MicroPort, Mr. Sun accumulated many years of experience in pharmaceutical and life science consulting in Boston, U.S., where he conducted in-depth research in the areas of biopharmaceuticals, medical devices, diagnostics, and healthcare services. Mr. Sun graduated from Kyoto University of Japan in 2007 with a bachelor's degree in engineering science, majoring in materials science and engineering, and obtained a master's degree in materials engineering from Kyoto University of Japan in 2009. Mr. Sun attended Harvard School of Public Health since 2009 and obtained a master's degree in environmental health in 2011.

Length of service and director's emoluments

Mr. Sun has entered into an appointment letter with the Company with effective from 3 November 2023. The initial term of his appointment letter shall commence from the date of the appointment as a non-executive Director and continue for a period of three years, and shall be subject to re-election as and when required under the Memorandum and Articles of Association of the Company and the Listing Rules, until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than 30 days' prior notice in writing. Pursuant to his letter of appointment, he is not entitled to receive director's fee from the Company. Mr. Sun's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to the Company's remuneration policy, the prevailing market level and his responsibilities and performance.

Relationships

Save as disclosed above, Mr. Sun does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

Name of Director	Name of Associated Corporation	Nature/Capacity of Interest	Percentage of Shareholding
Mr. Sun	MicroPort	Beneficial Owner ⁽¹⁾	0.03%
	MicroPort CardioFlow	Beneficial Owner ⁽²⁾	0.02%
	The Company	Beneficial Owner ⁽³⁾	0.02%

Notes:

1. As at the Latest Practicable Date, Mr. Sun was interested in 517,239 underlying shares of MicroPort by virtue of the options granted to him under a share option scheme of MicroPort.
2. As at the Latest Practicable Date, Mr. Sun was interested in 505,960 shares of MicroPort CardioFlow.
3. As at the Latest Practicable Date, Mr. Sun was interested in (i) 39,177 shares of the Company; and (ii) 80,000 underlying shares of the Company by virtue of the options granted to him under a share option scheme of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Sun was not interested or deemed to be interested in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

(3) MR. WANG YIQUN BRUCE**Position and experience**

Mr. Wang Yiqun Bruce, born in 1965, was appointed as our Director on 2 November 2020 and re-designated as our executive Director on 16 December 2021. He joined our Group in June 2015 and has been serving as our executive vice president since then. Mr. Wang is mainly responsible for the international business of our Group. He also holds various directorships and management positions in our Group companies including a director of MP NeuroTech Shanghai since December 2015. Mr. Wang has over 28 years of experience in the neuro-intervention industry. Prior to joining our Group, from September 1986 to December 1990, Mr. Wang worked as an assistant engineer at 621 Research Institute of Aviation Industry Corporation (航空工業總公司621研究所), a comprehensive scientific research institute principally engaged in the technological and engineering research of advanced aeronautical materials. From 1991 to 1995, Mr. Wang served as a researcher at the University of Florida in the United States where he was primarily conducting the research of materials science. From November 1995 to 2013, Mr. Wang successively served as a principal engineer, senior marketing manager and group product manager at Boston Scientific Corporation, a manufacturer of medical devices used in interventional medical specialties, where he was primarily responsible for the R&D and the sales and marketing of neuro-interventional products. From 2013 to 2015, Mr. Wang served as a managing director and chief executive officer of Medinova Global LLC, a company principally engaged in the development and consultancy of marketing channels for medical device companies. Mr. Wang was recognized as an expert of the Shanghai Foreign Elite Talent Introduction Program (上海海外高層次人才引進計劃) in 2016. He was awarded the First Prize for Science and Technology Award of Shanghai (上海市科技進步獎一等獎) by the Shanghai Municipal People's Government (上海市人

**APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE ELECTED AND
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民政府) in 2020. Mr. Wang obtained his bachelor's degree in polymer materials from Beijing Institute of Chemical Technology (北京化工學院) (now known as Beijing University of Chemical Technology (北京化工大學)) in the PRC in July 1986, his master of science degree in materials science and engineering from the University of Florida in the United States in December 1992 and his second master's degree of business administration executive program from Temple University in the United States in May 2006.

Length of service and director's emoluments

Mr. Wang Yiqun Bruce has entered into an appointment letter with the Company with effective from 16 December 2021. The initial term of his appointment letter shall commence from the date of the appointment as a non-executive Director and continue for a period of three years, and shall be subject to re-election as and when required under the Memorandum and Articles of Association of the Company and the Listing Rules, until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than 30 days' prior notice in writing. Pursuant to his letter of appointment, he is not entitled to receive director's fee from the Company. Mr. Wang's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to the Company's remuneration policy, the prevailing market level and his responsibilities and performance.

Relationships

Save as disclosed above, Mr. Wang Yiqun Bruce does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

Name of Director	Name of Associated Corporation	Nature/Capacity of Interest	Percentage of Shareholding
Mr. Wang	MicroPort	Beneficial Owner ⁽¹⁾	0.02%
	The Company	Beneficial Owner ⁽²⁾	0.05%

Notes:

1. As at the Latest Practicable Date, Mr. Wang was interested in 405,620 underlying shares of MicroPort.
2. As at the Latest Practicable Date, Mr. Wang was interested in (i) 79,063 shares of the Company; and (ii) 204,000 underlying shares of the Company by virtue of the options granted to him under a share option scheme of the Company.

**APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE ELECTED AND
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Save as disclosed above, as at the Latest Practicable Date, Mr. Wang was not interested or deemed to be interested in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

(4) MR. WANG LIN

Position and experience

Mr. Wang Lin, born in 1973, was appointed as our Director on 23 September 2021 and was re-designated as our non-executive Director on 16 December 2021. He is primarily responsible for overseeing the management and operations of our Group.

From May 1997 to September 1998, Mr. Wang Lin served as a project manager's assistant and subcontract manager of Sinopec Engineering Incorporation (中國石化工程建設有限公司), a company principally engaged in engineering construction, where he was primarily responsible for project management. From November 2003 to July 2005, Mr. Wang Lin served as business development and marketing manager of Eli Lilly Asia Inc. (美國禮來亞洲公司), a company principally engaged in development and sales of pharmaceutical products, where he was primarily responsible for business development and marketing affairs. From August 2005 to February 2009, Mr. Wang Lin served as a project manager of McKinsey & Company, a company principally engaged in management consulting services, where he was primarily responsible for project management. From February 2009 to February 2011, Mr. Wang Lin served as a vice president of Zhejiang Hisun Pharmaceutical Co., Ltd. (浙江海正藥業股份有限公司), a pharmaceutical company whose shares are listed on the Shanghai Stock Exchange (stock code: 600267), where he was primarily responsible for business development and sales. From April 2011 to October 2013, Mr. Wang Lin served as the strategic investment development director of China Resources Pharmaceutical Holdings Company Limited (華潤醫藥控股有限公司), a subsidiary of China Resources Pharmaceutical Group Limited (華潤醫藥集團有限公司), a pharmaceutical company whose shares are listed on the Stock Exchange (stock code: 3320) and general manager of Huarun Pien Tze Huang Pharmaceutical Co., Ltd. (華潤片仔癯藥業有限公司) (now known as Fujian Pien Tze Huang Health Technology co., Ltd. (福建片仔癯健康科技有限公司), a pharmaceutical company, respectively, where he was primarily responsible for the overall management. From October 2013 to January 2015, Mr. Wang Lin served as a partner of Trustbridge Partners (摯信資本), a company principally engaged in investment and management consulting services, where Mr. Wang Lin was primarily responsible for healthcare practice. From January 2015 to March 2017, he served as the general manager of Beijing Rograd E-Commerce Co., Ltd. (北京融貫電子商務有限公司), a company principally engaged in operating ecommerce platform for pharmaceutical products, where he was primarily responsible for its overall management. From March 2018 to

April 2019, he served as the co-president of Shanghai Tianyi Investment (Group) Co., Ltd. (上海天億實業控股集團有限公司), a company principally engaged in investment and management of healthcare related companies, where he was primarily responsible for investment management. Since April 2019, he has been serving as a consultant to companies regarding strategy and investment matters.

Mr. Wang Lin graduated from Tianjin University (天津大學) in the PRC with a bachelor's degree in managerial engineering in July 1994. He received his master's degree in business administration in the China Europe International Business School (中歐國際工商學院) in the PRC April 2003.

Length of service and director's emoluments

Mr. Wang Lin has entered into an appointment letter with the Company with effective from 16 December 2021. The initial term of his appointment letter shall commence from the date of the appointment as a non-executive Director and continue for a period of three years, and shall be subject to re-election as and when required under the Memorandum and Articles of Association of the Company and the Listing Rules, until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than 30 days' prior notice in writing. Pursuant to his letter of appointment, he is not entitled to receive director's fee from the Company. Mr. Wang Lin's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to the Company's remuneration policy, the prevailing market level and his responsibilities and performance.

Relationships

Save as disclosed above, Mr. Wang Lin does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Wang Lin was not interested or deemed to be interested in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

(5) MR. FAN XIN**Position and experience**

Mr. Fan Xin, born in 1979.

Mr. Fan has served as the chief financial officer at Bilibili Inc. (Nasdaq: BILI; HKEX: 9626) (“Bilibili”) since September 2017. Prior to that, Mr. Fan served as Bilibili’s vice president of finance since April 2016.

Prior to that, Mr. Fan served as a finance director at NetEase Inc. (Nasdaq: NTES; HKEX: 9999.HK) from 2011 to 2016. Prior to 2011, Mr. Fan held various positions at KPMG Huazhen for an aggregate of eight years and served as a senior manager there from 2008 to 2011. Mr. Fan served as an independent director of UP Fintech Holding Limited (Nasdaq: TIGR) from March 2019 to November 2022 and Gaotu Techedu Inc. (NYSE: GOTU) from May 2019 to September 2021. Mr. Fan has also served as an independent director of Sipai Health Technology Co., Ltd. (HKEX: 0314.HK) since May 2023.

Mr. Fan received his bachelor’s degree in international accounting from Shanghai University of Finance and Economics in 2001. Mr. Fan is a regular member of the American Institute of Certified Public Accountants and a certified public accountant in China. He also holds licenses as chartered global management accountant and chartered certified accountant in the United Kingdom.

Length of service and director’s emoluments

Mr. Fan will enter into an appointment letter with the Company as a independent non-executive Director for a period of three years, and shall be subject to re-election as and when required under the Memorandum and Articles of Association of the Company and the Listing Rules, until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than 30 days’ prior notice in writing.

Mr. Fan’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.

Relationships

Save as disclosed above, Mr. Fan Xin does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Fan Xin was not interested or deemed to be interested in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

GENERAL

There is no information in relation to each of Dr. Chang Zhaohua, Mr. Sun Qingwei, Mr. Wang Yiqun Bruce, Mr. Wang Lin and Mr. Fan Xin which is disclosable nor is Dr. Chang Zhaohua, Mr. Sun Qingwei, Mr. Wang Yiqun Bruce, Mr. Wang Lin and Mr. Fan Xin 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 the re-election of Dr. Chang Zhaohua, Mr. Sun Qingwei, Mr. Wang Yiqun Bruce, Mr. Wang Lin and Mr. Fan Xin 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 582,658,100 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 582,658,100 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 58,265,810 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 at which the Shares had been 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		
May	13.64	10.86
June	14.60	10.96
July	14.46	12.98
August	13.70	11.00
September	12.98	10.78
October	12.80	10.98
November	14.18	11.54
December	12.88	11.30
2024		
January	12.76	8.64
February	10.56	8.10
March	10.24	8.13
April	9.45	8.04
May (<i>up to the Latest Practicable Date</i>)	8.98	8.49

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 (as defined in the Listing Rules) 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 repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and the Memorandum and Articles of Association.

The Company has confirmed that neither the explanatory statement nor the proposed share buy-back has any unusual features.

The Company confirms that the explanatory statement set out in this Appendix II contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed share repurchase has unusual features. Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances. For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below Interim Measures which include (without limitation):

- (i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; and
- (iii) taking any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

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, MicroPort Scientific Investment LTD ("**MP Scientific**") held approximately 53.35% of the total number of issued Shares. MP Scientific is directly wholly owned by MicroPort Scientific Corporation ("**MicroPort**"). By virtue of SFO, MicroPort is deemed to be interested in the Shares in which MP Scientific is interested. In the event that the Directors exercised in full the power to buy back and cancel Shares in accordance with the terms of the Buyback Mandate proposed at the Annual General Meeting (if the present shareholdings remain the same and the Company does not have any treasury shares), the shareholding of both MicroPort and MP Scientific increase to approximately 59.28% of the total number of issued Shares of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any buyback to be made under the Buyback Mandate. Moreover, the Directors will not make share buyback on the Stock Exchange if such buyback would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates presently intends to sell Shares to the Company under the Buyback Mandate in the event that the Buyback Mandate is approved by the Shareholders and the conditions (if any) to which the Buyback Mandate is subject are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell 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 Buyback Mandate is approved by its Shareholders and the conditions (if any) to which the Buyback Mandate is subject are fulfilled.

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 ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION**

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

(i) Third Amended and Restated Memorandum of Association

**THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES**

~~SECOND~~THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

OF

~~MicroPort NeuroTech Limited~~NeuroScientific Corporation

微創腦科學有限公司

**(~~conditionally adopted by special resolution passed on 22 June 2022~~
~~and effective on 15 July 2022~~26 June 2024)**

- 1 The name of the Company is ~~MicroPort NeuroTech Limited~~NeuroScientific Corporation 微創腦科學有限公司.
- 2 The Registered Office of the Company shall be at the offices of Tricor Services (Cayman Islands) Limited, Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands, or at such other place within the Cayman Islands as the Directors may decide.
- 3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the laws of the Cayman Islands.
- 4 The liability of each Member is limited to the amount unpaid on such Member's shares.
- 5 The share capital of the Company is US\$50,000 divided into 2,500,000,000 shares of a par value of US\$0.00002 each.
- 6 The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
- 7 Capitalised terms that are not defined in this Third Amended and Restated Memorandum of Association bear the respective meanings given to them in the Third Amended and Restated Articles of Association of the Company.

**APPENDIX III PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION**

(ii) Third Amended and Restated Articles of Association

Article No. (Original)	Original Content	Article No. (Amended)	Amended Content
1.1	“Articles” means these amended and restated articles of association of the Company.	1.1	“Articles” means these <u>third</u> amended and restated articles of association of the Company.
	“Company” means the MicroPort NeuroTech Limited 微創腦科學有限公司.		“Company” means the MicroPort NeuroTech Limited <u>the MicroPort NeuroTech Limited NeuroScientific Corporation</u> 微創腦科學有限公司.
	N/A		“Corporate Communication” has the same <u>meaning as in the Listing Rules.</u>
	“Memorandum” means the amended and restated memorandum of association of the Company.		“Memorandum” means the <u>third</u> amended and restated memorandum of association of the Company.

APPENDIX III PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

5.1	<p>For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend or other distribution, or in order to make a determination of Members for any other purpose, the Directors may, on giving 10 Business Days' notice (or 6 Business Days' notice in the case of a Rights Issue) by advertisement published on the Exchange's website or, subject to the Listing Rules, in the manner in which notices may be served by the Company by Electronic Means as provided in the Articles or by advertisement published in the newspapers, close the Register of Members at such times and for such periods as the Directors may determine, either generally or in respect of any class of Shares, provided that the Register of Members 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 of Members or any part thereof which is closed by virtue of this Article with a certificate signed by 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.</p>	5.1	<p>For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend or other distribution, or in order to make a determination of Members for any other purpose, the Directors may, on giving at least 10 Business Days' notice (or at least 6 Business Days' notice in the case of a Rights Issue) by advertisement published on the Exchange's website or, subject to the Listing Rules, in the manner in which notices may be served by the Company by Electronic Means as provided in the Articles or by advertisement published in the newspapers, close the Register of Members at such times and for such periods as the Directors may determine, either generally or in respect of any class of Shares, provided that the Register of Members 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 of Members or any part thereof which is closed by virtue of this Article with a certificate signed by 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></p>
21.3	<p>The Directors shall, in the notice convening any meeting or adjourned meeting, or in an instrument of proxy sent out by the Company, specify the manner by which the instrument appointing a proxy shall be deposited and the place and the time (being not later than the time appointed for the commencement of the meeting or adjourned meeting to which the proxy relates) at which the instrument appointing a proxy shall be deposited.</p>	21.3	<p>The Directors shall, in the notice convening any meeting or adjourned meeting, or in an instrument of proxy sent out by the Company, specify the manner (<u>including by Electronic Means</u>) by which the instrument appointing a proxy shall be deposited and the place and the time (being not later than the time appointed for the commencement of the meeting or adjourned meeting to which the proxy relates) at which the instrument appointing a proxy shall be deposited.</p>

APPENDIX III PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

39.1(d)	upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers 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 provided in the Articles, given notice of its intention to sell such Shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.	39.1(d)	upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers 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 provided in the Articles, given <u>giving</u> notice of its intention to sell such Shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.
42.1	Except as otherwise provided in the Articles, any notice or document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at their registered address as appearing in the Register of Members 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 or the Exchange'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 such Member notices and documents to be given or issued to them by the Company by such Electronic Means, or (in the case of notice) by advertisement published in the manner prescribed in 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 of Members and notice so given shall be sufficient notice to all the joint holders.	42.1	Except as otherwise provided in the Articles, any notice or document, including any <u>Corporate Communication</u> , may be served by the Company 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>

APPENDIX III PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

N/A	N/A	<u>(a)</u>	personally by leaving it at the registered address of such Member as appearing in the Register of Members;
N/A	N/A	<u>(b)</u>	by sending it through the post in a prepaid letter addressed to such Member at their registered address as appearing in the Register of Members or, to the extent permitted <u>(which shall be sent by airmail where the notice or document is posted from one country to another)</u> ;
N/A	N/A	<u>(c)</u>	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;
N/A	N/A	<u>(d)</u>	by placing it on the Company's Website or and the Exchange's website provided that the Company has obtained either (a) the Member's prior express positive confirmation in writing; or
N/A	N/A	(b) <u>(c)</u>	the Member's deemed consent in the manner specified in the Listing Rules to receive or otherwise have made available to such Member notices and documents to be given or issued to them by the Company by such Electronic Means; or (in the case of notice) by advertisement published in the manner prescribed in the Listing Rules.
42.2	Any notice or document:	42.2	Any notice or document, <u>including any Corporate Communication:</u>

APPENDIX III PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

(a)	sent by post shall be deemed to have been served on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into a post office; and in proving such service it shall be sufficient to prove that the envelope 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 Directors that the envelope containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;	(a)	<u>delivered personally or left at a registered address otherwise than by post shall be deemed to have been served on the day it was so delivered or left;</u>
(b)	delivered personally or left at a registered address otherwise than by post shall be deemed to have been served on the day it was so delivered or left;	(a) (b)	sent by post shall be deemed to have been served on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into a post office; and in proving such service it shall be sufficient to prove that the envelope 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 Directors that the envelope containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;
N/A	N/A	(b)	delivered personally or left at a registered address otherwise than by post shall be deemed to have been served on the day it was so delivered or left;
(c)	served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspapers in which the advertisement is published (or on the last day of issue if the publication and/or newspapers are published on different dates);	(e)	served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspapers in which the advertisement is published (or on the last day of issue if the publication and/or newspapers are published on different dates);

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N/A	N/A	(d) (c)	given by Electronic Means as provided in the Articles 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; and
(d)	given by Electronic Means as provided in the Articles 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; and	(e) (d)	served by being placed on the Company's Website or <u>and</u> the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules; <u>and</u>
(e)	served by being placed on the Company's Website or the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules.	(e)	<u>served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspapers in which the advertisement is published (or on the last day of issue if the publication and/or newspapers are published on different dates).</u>

NOTICE OF ANNUAL GENERAL MEETING



MicroPort NeuroTech Limited

微創腦科學有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2172)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of MicroPort NeuroTech Limited (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 26 June 2024 at 1601 Zhangdong Road, Zhangjiang Hi-Tech Park, Shanghai, the People’s Republic of China for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.
2. To declare and approve a final dividend of HK\$0.11 per share in the capital of the Company for the year ended 31 December 2023 by way of a scrip dividend scheme with an option to elect to receive wholly by an allotment and issue of shares credited as fully paid in lieu of cash payment.
3.
 - (a) To re-elect Dr. Chang Zhaohua as non-executive director of the Company (the “**Director**”).
 - (b) To re-elect Mr. Sun Qingwei as non-executive Director.
 - (c) To re-elect Mr. Wang Yiqun Bruce as executive Director,
 - (d) To re-elect Mr. Wang Lin as non-executive Director.
 - (e) To appoint Mr. Fan Xin as independent non-executive Director.
 - (f) To authorize the board of directors of the Company (the “**Board**”) to fix the respective directors’ remuneration.
4. To re-appoint KPMG and KPMG Huazhen LLP as auditors and to authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“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 Memorandum and 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.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“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 (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect from June 11, 2024) out of treasury), 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;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect from June 11, 2024) out of treasury) by the directors 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 Memorandum and 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 (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect from June 11, 2024) out of treasury) under the mandate in paragraph (a)

NOTICE OF ANNUAL GENERAL MEETING

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 Memorandum and 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).”

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 (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect from June 11, 2024) out of treasury) 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 (excluding treasury shares) of the Company as at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

8. To approve the change of the English name of the Company from “MicroPort NeuroTech Limited” to “MicroPort NeuroScientific Corporation”.
9. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the existing memorandum and articles of association of the Company (the “**Memorandum and Articles of association**”) be amended in the manner as set out in the circular of the Company dated 4 June 2024 (the “**Circular**”); and the third amended and restated memorandum and articles of association of the Company (the “**New M&A**”) in the form produced to the Annual General Meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the Annual General Meeting for the purpose of identification, which incorporates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association with effect upon the completion of the conditions as set out in the Circular and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New M&A.”

By Order of the Board
Dr. Chang Zhaohua
Chairman

Hong Kong, 4 June 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 19.7 of the Existed Memorandum and 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 20.1 of the Existed Memorandum and 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. 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 Monday, 24 June 2024 (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

3. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 21 June 2024 to Wednesday, 26 June 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 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 20 June 2024 (Hong Kong time), being the last share registration date. Holders of treasury shares, if any, have no voting rights at the general meeting(s) of the Company.
4. A circular containing the explanatory statement on the ordinary resolution set out in item 5 set out in this Notice will be sent to all shareholders of the Company.

As at the date of this notice, the Board of the Company comprises Mr. Xie Zhiyong and Mr. Wang Yiqun Bruce as executive Directors; Dr. Chang Zhaohua, Mr. Sun Qingwei, Mr. Wang Lin and Ms. Wu Xia as non-executive Directors; Dr. Xu Yi, Dr. Zhang Haixiao and Mr. Siu Chi Hung as independent non-executive Directors.