

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



MicroPort Scientific Corporation

微創醫療科學有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00853)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of MicroPort Scientific Corporation (the “**Company**”) will be held at Hilton Suzhou, No. 275 Suzhou Avenue, East Industrial Park Suzhou, Jiangsu, The People’s Republic of China on Thursday, 24 June 2021 at 9:30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2020.
2. To declare and approve a final dividend of HK4.3 cents (tax inclusive) per share in the capital of the Company for the year ended 31 December 2020 by way of a scrip dividend scheme with an option to elect to receive wholly or partly by an allotment and issue of shares credited as fully paid in lieu of cash payment.
3. To re-elect the following directors of the Company (the “**Directors**”) pursuant to the Articles of Association (the “**Articles of Association**”) of the Company:
 - (i) To re-elect Dr. Zhaohua Chang as an executive Director of the Company;
 - (ii) To re-elect Mr. Hongliang Yu as a non-executive Director of the Company;
 - (iii) To re-elect Mr. Chunyang Shao as an independent non-executive Director of the Company;
 - (iv) To re-elect Dr. Yasuhisa Kurogi as a non-executive Director of the Company.
4. To authorize the board of directors of the Company (the “**Board**”) to fix the respective Directors’ remuneration.

5. To re-appoint KPMG as auditor and to authorize the Board to fix its remuneration.

SPECIAL BUSINESS

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

6. **“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 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 at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

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

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

7. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and 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 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 Articles of Association of the Company,

shall not exceed 20% of the total number of issued shares of the Company 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 under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

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

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

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

8. “**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 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 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 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

9. “**THAT:**

The equity option scheme (the “**Subsidiary Option Scheme**”) of Shenzhen MicroPort Surgical (Group) Co., Ltd, (the “**Subsidiary**”), a subsidiary of the Company, a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, be and is hereby approved and adopted; and the directors of the Subsidiary be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Subsidiary Option Scheme, including without limitation to:

- (i) to administer or authorize a committee of the board to administer the Subsidiary Option Scheme under which share options will be granted to the Eligible Persons (as defined in the Subsidiary Option Scheme) eligible under the Subsidiary Option Scheme to subscribe for the ordinary shares of the Subsidiary (the “**Subsidiary Shares**”), including but not limited to determining and granting the share options in accordance with the terms of the Subsidiary Option Scheme;
- (ii) to modify and/or amend the Subsidiary Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the terms of the Subsidiary Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
- (iii) to allot and issue from time to time such equity interest of the Subsidiary which shall not in aggregate exceed 5% of the equity capital or issued shares if the Subsidiary becomes a company limited by shares of the Subsidiary as at the date of adoption of the Subsidiary Option Scheme, as may be required to be allotted and issued pursuant to the exercise of the share options under the Subsidiary Option Scheme and subject to the Listing Rules; and
- (iv) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Subsidiary Option Scheme.”

10. “**THAT** conditional upon the passing of resolution 9 above, the grant of 1.6% of the equity capital of the Subsidiary as at the date of adoption of the Subsidiary Option Scheme to Mr. Cheng Zhiguang be and is hereby approved and that any one Director be and is hereby authorized to do all such acts and/or execute all such documents as may be necessary, desirable or expedient to give full effect to the proposed grant.”

By Order of the Board
Dr. Zhaohua Chang
Chairman

Shanghai, the People's Republic of China, 25 May 2021

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Article 13.6 of the Articles of Association provides that, at any general meeting a resolution put to the vote of the meeting shall be decided on a poll. According to Article 14.1 of the Articles of Association, every shareholder present in person or by proxy shall have one vote for each share registered in his name in the register. An explanation of the detailed procedures of conducting a poll will be provided to shareholders at the meeting. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. In view of the novel coronavirus (“**COVID-19 pandemic**”), the Company advises shareholders to preferably consider appointing the chairman of the meeting, who will attend the annual general meeting in person, as their proxy to vote on relevant resolutions for them at the annual general meeting. Persons entitled to attend and vote at the Annual General Meeting are also allowed to attend through teleconference (Dial-in number: 400-616-8835 (Mainland China) or 800-931-189 (Hong Kong); Meeting ID: 84864133460; Participant ID:538551). Shareholders, who attend the Annual General Meeting through teleconference, will not be able to vote through the teleconference nor be counted as quorum of the Annual General Meeting. Shareholders who are attending through teleconference should cast their votes by appointing the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 9:30 a.m. on 22 June 2021 (Tuesday) (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.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 21 June 2021 to Thursday, 24 June 2021, 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 18 June 2021 (Friday) (Hong Kong time), being the last share registration date.

5. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at any time between 6:30 a.m. and 9:00 a.m. on the day of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company's website (www.microport.com) and the HKEXnews website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.

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

6. A circular containing further details concerning items 2 to 3 and 6 to 10 set out in this Notice will be sent to all shareholders of the Company.

As at the date of this notice, the executive Director is Dr. Zhaohua Chang; the non-executive Directors are Mr. Norihiro Ashida, Dr. Yasuhisa Kurogi and Mr. Hongliang Yu; and the independent non-executive Directors are Mr. Jonathan H. Chou, Dr. Guoen Liu and Mr. Chunyang Shao.

* *For identification purpose only*