

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.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.

*This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.*



PROPOSED SPIN-OFF AND SEPARATE LISTING OF THE SHARES OF MICROPORT NEUROTECH LIMITED ON THE MAIN BOARD OF THE STOCK EXCHANGE

THE PROPOSED SPIN-OFF

The Company proposes to spin off and separately list the shares of MicroPort NeuroTech Limited (微創腦科學有限公司) on the Main Board of the Stock Exchange. The separate listing of the SpinCo Shares on the Main Board of the Stock Exchange constitutes a spin-off of the SpinCo by the Company under PN15. The Stock Exchange has confirmed that the Company may proceed with the Proposed Spin-off.

THE LISTING AND THE GLOBAL OFFERING

On 28 December 2021, the SpinCo submitted to the Stock Exchange the application for the listing of, and permission to deal in, the SpinCo Shares on the Main Board of the Stock Exchange.

The SpinCo proposes to conduct an offering of its shares by way of the Global Offering in connection with the Listing. The size and terms of the Global Offering have not been finalized. As of the date of this announcement, the SpinCo is indirectly owned as to 54.64% by the Company. It is intended that upon completion of the Proposed Spin-off and the Listing, the SpinCo will remain as a subsidiary of the Company.

ASSURED ENTITLEMENT AND FURTHER ANNOUNCEMENT

In accordance with the requirements of PN15, the board of the Company will give due regard to the interests of the Shareholders by providing qualifying Shareholders with an assured entitlement to the SpinCo Shares by way of a preferential offering. The details of such assured entitlement have not been finalized. The Company will make further announcement(s) in regard to the details of such assured entitlement as and when appropriate.

THE GROUP AND THE SPIN-OFF GROUP

The Group is a leading medical device group focusing on innovating, manufacturing and marketing high-end medical devices globally. With a diversified product portfolio now being used in over 10,000 hospitals in the world, the Group maintains world-wide operations in a broad range of business segments including cardiovascular, orthopedics, cardiac rhythm management and other businesses.

The Spin-off Group is principally engaged in the research and development, manufacturing and commercialisation of neuro-interventional therapeutic and access medical devices for neurovascular diseases including hemorrhagic stroke, cerebral atherosclerotic stenosis and acute ischemic stroke (the “**Spin-off Business**”).

REASONS FOR AND BENEFITS OF THE PROPOSED SPIN-OFF

The board of the Company considers that the Proposed Spin-off is in the interests of the Company and the SpinCo and their respective shareholders as a whole for the following reasons:

- (a) the Proposed Spin-off will unlock value of the SpinCo which is at fast-growing stage and provide the Company and Shareholders an opportunity to realise the value of their investment in the Spin-off Group under a separate standalone platform for the Spin-off Business;
- (b) the Proposed Spin-off will separate the Spin-off Business from the businesses of the Retained Group. Such separation will enable the Shareholders and investors to appraise the strategies, success factors, functional exposure, risks and returns of the Spin-off Group and the Retained Group separately and to make or refine their investment decisions accordingly. Investors will have the choice to invest in either one or all of the businesses of the Spin-off or the Retained Group;
- (c) the Proposed Spin-off will enable the Spin-off Group to build its identity as a separately listed group, to have a separate fund-raising platform and to broaden its investor base. Direct access to capital markets allows the Spin-off Group to make equity and/or debt financing to fund its existing operations and future expansion without reliance on the Company, thereby accelerating its expansion, improving its operating and financial management efficiencies, which in turn will provide better return to the shareholders of the Spin-off Group;

- (d) the Proposed Spin-off will enable the Spin-off Group to enhance its corporate profile, thereby increasing its ability to attract investors for making investments in the Spin-off Group, which could provide synergy for the Spin-off Group, and the Retained Group will also benefit from such investments without further capital commitment;
- (e) the Proposed Spin-off will increase the operational and financial transparency of and improve the corporate governance of the SpinCo and provide shareholders and investors with greater clarity on the businesses and financial status of the Spin-off Group on a standalone basis, and such improvements will help to build investor confidence in forming investment decisions based on their assessment of the performance, management, strategy, risks and returns of the Spin-off Group; and
- (f) the Proposed Spin-off will enable more focused development, strategic planning and better allocation of resources for the Retained Group and the Spin-off Group with respect to their respective businesses. Both the Retained Group and the Spin-off Group will benefit from the efficient decision-making process under the separate management structure for seizing emerging business opportunities, especially with a dedicated management team for the Spin-off Group to focus on its development. In addition, the Proposed Spin-off will improve the ability of the Spin-off Group to recruit, motivate and retain key management personnel.

LISTING RULES IMPLICATIONS

The Proposed Spin-off and the Global Offering in connection with the Listing constitutes a deemed disposal of interest in a subsidiary of the Company under Rule 14.29 of the Listing Rules. It is currently expected that none of the percentage ratios in respect of the Proposed Spin-off and the Global Offering in connection with the Listing will exceed 5%. As such, the Proposed Spin-off and the Global Offering in connection with the Listing will not constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

GENERAL

A redacted version of the application proof of the SpinCo's listing document (the "**Application Proof**") is expected to be available for review and download on the Stock Exchange's website at <http://www.hkexnews.hk/APP/SEHKAPPMainIndex.htm>. The Application Proof contains, among others, certain business and financial information relating to the Spin-off Group. Shareholders should note that the Application Proof is in draft form and the information contained in it is subject to change which may be material. Shareholders and other investors are reminded that there is no assurance that the Listing Committee will approve the Listing. The Company will make further announcement(s) in relation to the Proposed Spin-off as and when appropriate.

As the Listing is conditional upon, among others, the approval of the Listing Committee, the final decisions of the board of the Company and the board of the SpinCo, market conditions and other considerations, the Proposed Spin-off may or may not occur. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Company”	MicroPort Scientific Corporation, a company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange;
“Global Offering”	the offering to the public in Hong Kong for subscription, the international offering to certain professional and institutional investors and other investors, and the preferential offering to the qualifying Shareholders, of the SpinCo Shares;
“Group”	the Company and its subsidiaries;
“Listing”	the listing of the SpinCo Shares on the Main Board of the Stock Exchange;
“Listing Committee”	the Listing Committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PN15”	Practice Note 15 to the Listing Rules;
“Proposed Spin-off”	the proposed spin-off and separate listing of the SpinCo Shares on the Main Board of the Stock Exchange;
“Retained Group”	the Company and its subsidiaries, excluding the Spin-off Group;
“Shareholder(s)”	shareholders of the Company;
“SpinCo”	MicroPort NeuroTech Limited (微創腦科學有限公司), an exempted company incorporated in the Cayman Islands with limited liability on September 30, 2020;
“SpinCo Shares”	the shares of the SpinCo, namely, ordinary share(s) in the share capital of the SpinCo of US\$0.00002 each, which are to be listed on the Stock Exchange and traded in Hong Kong dollars;
“Spin-off Group”	the SpinCo and its subsidiaries;

“Stock Exchange”

The Stock Exchange of Hong Kong Limited; and

“%”

per cent.

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

Shanghai, the People’s Republic of China, 28 December 2021

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*