
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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **MicroPort Scientific Corporation**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



**(1) PROPOSED AMENDMENT TO THE SCHEME MANDATE LIMIT OF
THE CARDIOFLOW SHARE OPTION SCHEME
(2) PROPOSED ADOPTION OF
THE MEDBOT SHARE OPTION SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting of MicroPort Scientific Corporation to be held on Friday, 18 March, 2022 at 10:00 a.m. at No. 1601 Zhangdong Road, Zhangjiang Hi-Tech Park, Pudong New District, Shanghai, China is set out on pages 26 to 27 of this circular. A form of proxy for use at the Extraordinary General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.microport.com>) respectively.

Whether or not you intend to attend the Extraordinary General Meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting (i.e. not later than 10:00 a.m. on 16 March 2022) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Extraordinary General Meeting if you so wish and in such event the form of proxy shall be deemed to be revoked.

References to dates and time in this circular are to Hong Kong dates and time.

1 March 2022

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DEFINITIONS

In this circular, unless otherwise defined or the context otherwise requires, the following terms or expressions shall have the following meanings:

“Articles”	the articles of association of the Company;
“associates”	has the meaning ascribed thereto under the Listing Rules;
“Board”	the board of Directors of the Company;
“Business Day”	means any day on which securities are traded on the Stock Exchange;
“CardioFlow”	MicroPort CardioFlow Medtech Corporation (微創心通醫療科技有限公司), an exempted company with limited liability incorporated in the Cayman Islands, a subsidiary of the Company, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2160);
“CardioFlow Group”	CardioFlow and its subsidiaries;
“CardioFlow Scheme”	the share option scheme adopted by CardioFlow on 13 March 2020, as amended from time to time;
“CardioFlow Scheme Adoption Date”	13 March 2020, the adoption date of the CardioFlow Scheme;
“CardioFlow Scheme Mandate Limit”	the maximum number of CardioFlow Shares which may be issued upon the exercise of all the share options to be granted under the CardioFlow Scheme and any other share option scheme(s) of CardioFlow;
“CardioFlow Shareholders”	shareholders of CardioFlow;
“CardioFlow Shares”	ordinary share(s) of US\$0.000005 each in the issued share capital of CardioFlow, or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of CardioFlow, shares forming part of the ordinary equity share capital of CardioFlow;
“Company”	MicroPort Scientific Corporation (微創醫療科學有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00853);
“Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Core Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules;

DEFINITIONS

“Director(s)”	the director(s) of the Company;
“Domestic Shares”	ordinary shares in the share capital of MedBot with a nominal value of RMB1.00 each, which are subscribed and paid for in RMB;
“Eligible Person(s)”	has the meaning ascribed thereto in the section headed “WHO MAY JOIN” of Appendix II to this circular;
“Exercise Price”	the price per H Share, determined by the MedBot Board, at which a Grantee may subscribe for H Shares on the exercise of an Option;
“Existing MedBot Schemes”	any and all existing share option schemes of MedBot;
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held on Friday, 18 March, 2022, at 10:00 a.m. at No. 1601 Zhangdong Road, Zhangjiang Hi-Tech Park, Pudong New District, Shanghai, China, to consider and approve the resolutions contained in the notice of the meeting which is set out on pages 26 to 27 of this circular, or any adjournment thereof;
“Grantee”	any Eligible Person who accepts an Offer in accordance with the terms of the MedBot Scheme;
“Group”	the Company, its subsidiaries and its associates;
“H Share(s)”	the overseas listed foreign share(s) in the ordinary share capital of MedBot with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the main board of the Stock Exchange and such Domestic Shares converted into H Shares upon the Domestic Shares having been approved for full circulation under the full circulation scheme;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	22 February 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;

DEFINITIONS

“MedBot”	Shanghai MicroPort Medbot (Group) Co., Ltd, a company incorporated in the People’s Republic of China, the H Shares of which are listed on the main board of the Stock Exchange (Stock Code: 2252)
“MedBot Articles”	the articles of association of MedBot, as may be amended, supplemented or otherwise modified from time to time;
“MedBot Board”	the board of directors of MedBot;
“MedBot Group”	MedBot and its subsidiaries;
“MedBot Scheme”	the share option scheme of MedBot proposed to be adopted by ordinary resolution at the Extraordinary General Meeting, a summary of principal terms of which is set out in Appendix II to this circular;
“MedBot Shareholder(s)”	the shareholder(s) of MedBot;
“MedBot Shares”	ordinary share(s) of MedBot, comprising Domestic Shares and H Shares;
“New MedBot Scheme(s)”	any new share option scheme of Medbot to be adopted from time to time;
“Offer”	means an offer of the grant of an Option made in accordance with paragraph 6 of Appendix II to this circular;
“Offer Date”	means the date on which an Offer is made to an Eligible Person, which must be a Business Day;
“Offer Letter”	has the meaning ascribed to it under paragraph 6 of Appendix II to this circular;
“Option”	a right to subscribe for H Shares pursuant to the MedBot Scheme;
“Option Period”	has the meaning as ascribed to it under paragraph 6 of Appendix II to this circular;
“PRC” or “China”	the People’s Republic of China, but for the purpose of this circular and unless otherwise indicated, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;
“Shareholders”	Shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“US\$”	United States dollar, the lawful currency of the United States of America; and
“%”	per cent.

LETTER FROM THE BOARD



MicroPort Scientific Corporation

微創醫療科學有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00853)

Executive Director:

Dr. Zhaohua Chang (*Chairman*)

Non-Executive Directors:

Mr. Norihiro Ashida

Dr. Yasuhisa Kurogi

Mr. Hongliang Yu

Independent Non-Executive Directors:

Mr. Jonathan H. Chou

Dr. Guoen Liu

Mr. Chunyang Shao

Registered Office:

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The People's Republic of China

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre

183 Queen's Road East, Wanchai

Hong Kong

1 March 2022

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED AMENDMENT TO THE SCHEME MANDATE LIMIT OF
THE CARDIOFLOW SHARE OPTION SCHEME**

**(2) PROPOSED ADOPTION OF
THE MEDBOT SHARE OPTION SCHEME**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of Extraordinary General Meeting and further information in relation to, amongst others, the proposed amendment to the terms of the CardioFlow Scheme, and the proposed adoption of the MedBot Scheme.

LETTER FROM THE BOARD

PROPOSED AMENDMENT TO THE SCHEME MANDATE LIMIT OF THE CARDIOFLOW SCHEME

As at the Latest Practicable Date, CardioFlow is 44.87% held by the Group and is accounted as a subsidiary of the Group.

The CardioFlow Scheme was approved and adopted by the Shareholders on 13 March 2020.

Pursuant to the CardioFlow Scheme, the maximum number of CardioFlow Shares in respect of which options may be granted under the CardioFlow Scheme and any other share option scheme(s) of CardioFlow shall not exceed 5% of the total number of issued CardioFlow Shares as of the Adoption Date (i.e. a total of 98,750,000 Shares).

As of the Latest Practicable Date, 98,585,556 share options (out of which 6,774,093 share options had been exercised and 8,878,260 share options had lapsed as of the Latest Practicable Date and resulting in 82,933,203 outstanding share options) had been granted and only 164,444 share options are available for grants, representing approximately 0.01% of the total issued CardioFlow Shares as of the Latest Practicable Date.

As of the Latest Practicable Date, share options carrying rights to subscribe for 82,933,203 CardioFlow Shares under the CardioFlow Scheme remained outstanding and yet to be exercised, representing approximately 3.45% of the existing issued share capital of CardioFlow.

In order to give CardioFlow flexibility to grant share options to eligible participants under the CardioFlow Scheme as incentives and rewards for their contribution to the CardioFlow Group, the Board proposed to increase the existing CardioFlow Scheme Mandate Limit at the Extraordinary General Meeting (the “**Proposed Amendment**”). Subject to the approval of the Shareholders at the Extraordinary General Meeting and such other requirements prescribed under the Listing Rules, the existing CardioFlow Scheme Mandate Limit will be increased so that the total number of CardioFlow Shares which may be issued upon exercise of all options to be granted under the CardioFlow Scheme and any other share option scheme(s) of CardioFlow shall not in aggregate exceed 10% of the CardioFlow Shares in issue at the date of approval of the Proposed Amendment. Subject to the approval of the Shareholders at the Extraordinary General Meeting and such other requirements prescribed under the Listing Rules, the Company may further refresh the CardioFlow Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (a) the refreshed CardioFlow Scheme Mandate Limit shall not exceed 10% of the total number of CardioFlow Shares in issue as at the date of the Shareholders’ approval or the date of the CardioFlow Shareholders’ approval, whichever is later, of the refreshing of the CardioFlow Scheme Mandate Limit;

LETTER FROM THE BOARD

- (b) options previously granted under the CardioFlow Scheme and any other share option scheme(s) of the CardioFlow (including options outstanding, cancelled or lapsed in accordance with the relevant scheme rules or exercised options) shall not be counted for the purpose of calculating the limit as refreshed.

Pursuant to the Listing Rules, the CardioFlow Shares which may be issued upon the exercise of all share options granted and yet to be exercised under the CardioFlow Scheme and any other share option scheme(s) of CardioFlow must not exceed 30% of the CardioFlow Shares in issue from time to time. No share options shall be granted under any scheme(s) of CardioFlow if this will result in the 30% limit being exceeded.

The Board considers it to be a suitable time to increase the CardioFlow Scheme Mandate Limit as CardioFlow expects that there will be increased need for the grant of share options to eligible participants in line with the business development of the CardioFlow Group and the substantial increase in the number of employees in the CardioFlow Group.

If the CardioFlow Scheme Mandate Limit is increased at the Extraordinary General Meeting, on the basis of 2,403,784,113 CardioFlow Shares in issue at the Latest Practicable Date and assuming that (i) the Shareholders approve the proposed increase in the CardioFlow Scheme Mandate Limit at the Extraordinary General Meeting and the CardioFlow Shareholders approve the proposed increase in the CardioFlow Scheme Mandate Limit in its general meeting, and (ii) no CardioFlow Shares are issued or repurchased by CardioFlow prior to the Extraordinary General Meeting and the date of the general meeting of CardioFlow approving the Proposed Amendment, share options to subscribe for up to 240,378,411 CardioFlow Shares may be granted under the CardioFlow Scheme and any other scheme(s) of CardioFlow, representing 10% of the CardioFlow Shares in issue as at date of approval of the increased CardioFlow Scheme Mandate Limit.

The Directors consider that it is not appropriate to state the value of all the share options that can be granted as if they had been granted as at the Latest Practicable Date prior to the date of approval of the increased CardioFlow Scheme Mandate Limit given that the variables which are crucial for the calculation of the value of such share options cannot be determined. These variables include, but are not limited to, the subscription price payable for the CardioFlow Shares upon the exercise of subscription rights attaching to the share options, the length of the option period, any lock-up period, performance targets or other conditions, restrictions or limitations that the Board may impose with respect to the share options. The Directors believe that any calculation of the value of the share options as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

The Board considers that the Proposed Amendment is in the interests of the Company and the Shareholders as it provides more flexibility for CardioFlow to provide incentive to encourage the eligible participants to perform their best in achieving the goals of the Group and allow the eligible participants to enjoy the results of CardioFlow attained through their efforts and contributions.

LETTER FROM THE BOARD

The Proposed Amendment is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Proposed Amendment at the Extraordinary General Meeting;
- (ii) the passing of an ordinary resolution by the CardioFlow Shareholders to approve the Proposed Amendment at a general meeting of CardioFlow; and
- (iii) the Stock Exchange granting the listing of, and permission to deal in, such number of CardioFlow Shares under the amended and refreshed CardioFlow Scheme Mandate Limit.

Application will be made by CardioFlow to the Stock Exchange for the listing of, and permission to deal in, the CardioFlow Shares that may fall to be issued pursuant to the exercise of any options that may be granted under the amended and refreshed CardioFlow Scheme Mandate Limit.

Pursuant to note (2) of Rule 17.03(18) of the Listing Rules, any alterations to the terms and conditions of the CardioFlow Scheme which are of a material nature must be approved by the Shareholders, except where the alterations shall take effect automatically under the existing terms of the CardioFlow Scheme. As the Proposed Amendment to the CardioFlow Scheme are considered to be material in nature and will not take effect automatically under the existing terms of the CardioFlow Scheme, the Proposed Amendment to the CardioFlow Scheme will be subject to approval by the Shareholders at the Extraordinary General Meeting. Accordingly, an ordinary resolution will be proposed at the Extraordinary General Meeting as set out in the notice convening the Extraordinary General Meeting to give effect to the proposals as described above. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolution to be proposed at the Extraordinary General Meeting to approve the Proposed Amendment to the CardioFlow Scheme.

As of the Latest Practicable Date, CardioFlow had no present and concrete plan to grant options under the refreshed Cardioflow Scheme Mandate Limit upon the approval of the Proposed Amendment to the CardioFlow Scheme.

The issue of shares under the CardioFlow Scheme will constitute a deemed disposal by the Company of its interest in CardioFlow under Chapter 14 of the Listing Rules. The Company will assess and comply with the relevant requirements of Chapter 14 of the Listing Rules when options are granted under the CardioFlow Scheme.

ADOPTION OF THE MEDBOT SCHEME

At the Extraordinary General Meeting, an ordinary resolution will be proposed to the Shareholders to adopt the MedBot Scheme.

LETTER FROM THE BOARD

The H Shares of MedBot became listed on Tuesday, 2 November 2021. While the Company has already have a share option scheme in place since 2020 to incentivize its eligible participants, MedBot did not have a share option scheme since the listing of its H Shares to provide the flexibility to the management of MedBot to effectively incentivize the Eligible Participants. The purpose of the MedBot Scheme is to provide incentive or reward to Eligible Persons for their contribution to, and continuing efforts to promote the interests of, the MedBot Group and for such other purposes as the MedBot Board may approve from time to time.

The MedBot Scheme shall take effect subject to and is conditional on:

- (a) the approval by the MedBot Shareholders as required under the MedBot Articles; and
- (b) the passing of the ordinary resolution by the Shareholders to approve and adopt the MedBot Scheme.

Subject to the fulfilment of conditions stated above and the termination provisions contained in the MedBot Scheme as set out in Appendix II to this circular, the MedBot Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date, after which period no further Options shall be granted. Subject to the above, in all other respects, in particular, in respect of Options remaining outstanding on the expiration of the such 10-year period, the provisions of the MedBot Scheme shall remain in full force and effect.

The MedBot Scheme shall be subject to the administration of the MedBot Board whose decision (save as otherwise provided herein) shall be final and binding on all parties. The MedBot Board may by resolution authorise a committee comprising of any three directors of MedBot to exercise any or all of its powers in administration of the MedBot Scheme. As the Latest Practicable Date, the committee has not been formed and MedBot does not have a specific timetable for the formation of such committee.

The Eligible Participants include consultants, professionals and other advisors of the MedBot Group. The reason for inclusion of this category is that they are likely to be able to contribute their knowledge, experience and expertise to the MedBot Group because not only would they possess industry knowledge and have established relationships with other industry players, they would also have know-hows which are proprietary and may provide the MedBot Group with competitive advantages. As such, they would be able to contribute to creating value for the MedBot Group, enhancing the value of the MedBot Group, or assisting the MedBot Group to attain its long-term objectives, or would benefit MedBot and the MedBot Shareholders as a whole, incentivizing and rewarding such individuals would assist the MedBot Group in enhancing its business performance. The MedBot Board considers that grant of the Options to this category of Eligible Persons will align their interests with that of the MedBot Group, which would in the long-term, and draw in key players of various industries that would help contribute to the MedBot Group's growth and development, and therefore is in the interests of the MedBot Group as a whole, and in line with the objectives of the MeBot Scheme.

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For each category of Eligible Persons, the MedBot Board will assess the eligibility of the relevant Eligible Persons based on the following factors:

- (a) his/her potential and/or actual contribution to the business affairs of and benefits to the MedBot Group (in terms of, including without limitation, proactively promoting/catalyzing the continuing development and growth of the MedBot Group, and bringing innovation, new talents and expertise to the MedBot Group), with regard to the quality or importance of services/goods provided/supplied or expected to be provided/supplied by such Eligible Participants to the MedBot Group, and the actual or expected change in the MedBot Group's performance which is or may be attributable to the provision or supply of such services/goods;
- (b) the potential/actual degree of involvement in and/or cooperation with the MedBot Group with regard to the period of engagement/cooperation/business relationship with the MedBot Group; and/or
- (c) whether he/she is regarded as a valuable human resource of the MedBot Group based on his/her work experience, professional qualifications, knowledge in the industry or other relevant factors (including without limitation technical know-how, market competitiveness, synergy between him/her and the MedBot Group, external business connections, strategic value, and reputation and credibility).

The MedBot Scheme does not stipulate either a minimum period for which an Option must be held or any performance targets a Grantee is required to achieve before an Option may be exercised. However, under the MedBot Scheme, the MedBot Board may at its discretion specify any conditions which must be satisfied before the Option may be exercised in the offer letter issued by the MedBot Board whereby the Option is offered. The basis for the determination of the Exercise Price (in compliance with Rule 17.03(9) of the Listing Rules) is specified in the rules of the MedBot Scheme. The Board believes that this will provide the MedBot Board with more flexibility in setting the terms and conditions of the Options under particular circumstances of each grant and facilitate the MedBot Board's aim to offer meaningful incentive to attract and retain quality personnel that are valuable to the development of the MedBot Group and for the benefit of MedBot and the MedBot Shareholders as a whole.

Pursuant to the MedBot Scheme, the aggregate number of H Shares which may be issued upon exercise of all options to be granted under the MedBot Scheme, the New MedBot Scheme and the Existing MedBot Scheme must not in aggregate exceed 10% of the total number of H Shares in issue as at the date of adoption of the MedBot Scheme or the New MedBot Scheme (as the case may be). The maximum aggregate number of H Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the MedBot Scheme and any other share option schemes of MedBot, must not, in aggregate, exceed 30% of the total number of H Shares in issue from time to time. No options may be granted under the MedBot Scheme and any other share option schemes of MedBot if this will result in such limit being exceeded.

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Based on 951,994,288 H Shares in issue as at the Latest Practicable Date and assuming that there is no change in the number of H Shares in issue prior to the relevant general meetings of MedBot, the maximum number of H Shares that may be issued upon the exercise of the Options that may be granted under the MedBot Scheme is 95,199,428 H Shares, being 10% of the total number of H Shares in issue as at the Latest Practicable Date.

The Board considers that it is not appropriate or helpful to Shareholders to state the value of the Options that can be granted under the MedBot Scheme as if they had been granted at the Latest Practicable Date given that the variables which are crucial for the calculation of the value of such Option cannot be determined. The variables which are critical for the determination of the value of such Options include the Exercise Price payable for the MedBot Shares upon the exercise of the Options, whether or not Options will be granted under the MedBot Scheme, and if so, the amount of Options to be granted and the timing of granting such Options, the period during which the Options may be exercised, the discretion of the MedBot Board to impose any performance targets that have to be achieved before the Options can be exercised and any other terms and conditions that the MedBot Board may impose with respect to the Options and whether or not such Options, if granted, will be exercised by the holders of the Options. Accordingly, the Board believes that any calculation of the value of the Options based on a great number of speculative assumptions will not be meaningful and may be misleading to Shareholders in the circumstances.

Each of MedBot and CardioFlow is a subsidiary of the Company listed on the Stock Exchange. Each of the CardioFlow Scheme and the MedBot Scheme is administered by their respective board of directors. If the relevant inside information of the Company (as defined in the Listing Rules) is relevant to MedBot and CardioFlow, no offer shall be made under the CardioFlow Scheme and the Medbot Scheme after such inside information of the Company (as defined in the Listing Rules) has come to the knowledge of CardioFlow and MedBot, until such information has been announced by the Company pursuant to the requirements of the Listing Rules.

An application will be made by MedBot to the Stock Exchange for granting the approval for the listing of, and permission to deal in, the H Shares which may be issued upon the exercise of the Options to be granted under the MedBot Scheme.

None of the directors of MedBot are appointed as trustees of the MedBot Scheme or have a direct or indirect interest in the trustees of the MedBot Scheme.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, MedBot has no present and concrete plan in the coming 12 months to grant any Options under the MedBot Scheme upon adoption of the MedBot Scheme.

As disclosed in the prospectus of MedBot dated 21 October 2021, during the Track Record Period (being the years ended 31 December 2019 and 2020 and the six months ended 30 June 2021), MedBot did not generate any revenue or incur any cost of sales because its products were still under development. MedBot incurred an operating loss in each period of the Track Record Period of RMB69.8 million, RMB209.3 million, RMB49.0

LETTER FROM THE BOARD

million and RMB242.6 million for the years ended 31 December 2019 and 2020 and for the six months ended 30 June 2020 and 2021, respectively, primarily due to its research and development costs and administrative expenses.

Pursuant to the Note to Rule 17.03(2) of the Listing Rules, the MedBot Board has sought legal advice on the prospectus requirements of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) in relation to the Scheme proposed to be adopted and will comply with the relevant requirements when granting the Options to the Eligible Persons.

The issue of H Shares under the MedBot Scheme will constitute a deemed disposal by the Company of its interest in MedBot under Chapter 14 of the Listing Rules. The Company will assess and comply with the relevant requirements of Chapter 14 of the Listing Rules when Options are granted under the MedBot Scheme.

If any proposed grantee of the Options is a Connected Person of MedBot or a Connected Person of the Company, any proposed grant of Options to the relevant individual will be subject to the requirements set out in Rule 17.04 of the Listing Rules or Chapter 14A of the Listing Rules (where applicable).

As at the Latest Practicable Date, none of the Directors is a director of MedBot, and none of the substantial shareholders of the Company is also a substantial shareholder of MedBot. As such, none of the Directors or substantial shareholders of the Company are connected persons of MedBot.

A summary of the principal terms of the MedBot Scheme is set out in Appendix II to this circular.

INFORMATION ON MEDBOT

MedBot is principally engaged in designing, developing and commercializing surgical robots to assist surgeons in performing complex surgical procedures.

EXTRAORDINARY GENERAL MEETING

To the best of the Board's knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder has a material interest in the Proposed Amendment and the proposed adoption of the MedBot Scheme. As such, no Shareholder is required to abstain from voting on the resolutions in relation thereto. The notice of the Extraordinary General Meeting is set out on pages 26 to 27 of this circular.

For determining the eligibility to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Tuesday, 15 March 2022 to Friday, 18 March 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfer of Shares documents, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's share registrar in Hong Kong,

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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 Monday, 14 March 2022.

PROXY ARRANGEMENT

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>) and the Company (<https://www.microport.com>). Whether or not you intend to attend the Extraordinary General Meeting, you are required to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's 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 not less than 48 hours before the time fixed for the holding of the Extraordinary General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 16 March 2022) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the Extraordinary General Meeting if you so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the Extraordinary General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

DOCUMENTS ON DISPLAY

Copies of (i) the existing CardioFlow Scheme; (ii) the amended CardioFlow Scheme reflecting the Proposed Amendment; (iii) the scheme rules of the MedBot Scheme; and (iv) this circular will be published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the website of CardioFlow (<http://www.cardioflowmedtech.com>) in respect of the existing CardioFlow Scheme and the amended CardioFlow Scheme, and the website of MedBot (<https://www.medbotsurgical.com>) in respect of the MedBot Scheme for not less than 14 days before the date of the Extraordinary General Meeting and a copy of each of such documents will be available for inspection at the Extraordinary General Meeting.

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

LETTER FROM THE BOARD

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 circular misleading.

RECOMMENDATION

The Directors consider that the Proposed Amendment and the proposed adoption of the MedBot Scheme are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the Extraordinary General Meeting.

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

The proposed form of the amendment to the CardioFlow Scheme upon Shareholders' approval of the Proposed Amendment, showing insertions in underline and deletions in strikethrough, is as follows:

4. MAXIMUM NUMBER OF SHARES

At the time of adoption of the CardioFlow Scheme or any new subsidiary share option scheme (the “**New Scheme**”), the aggregate number of CardioFlow Shares which may be issued upon exercise of all options to be granted under the CardioFlow Share Option Scheme, the New Scheme and all schemes existing at such time (the “**Existing Scheme(s)**”) of CardioFlow must not in aggregate exceed ~~5%~~10% of the total number of CardioFlow Shares in issue as at ~~the date of adoption of the CardioFlow Share Option Scheme or the New Scheme (as the case may be)~~the date of the Shareholders' approval or the date of the CardioFlow Shareholders' approval, whichever is later, of the increase of the original scheme mandate limit (the “**Scheme Mandate Limit**”). For the purposes of calculating the Scheme Mandate Limit, CardioFlow Shares which are the subject matter of any options that have already lapsed in accordance with the terms of the relevant Existing Scheme(s) shall not be counted. The Scheme Mandate Limit may be refreshed by both ordinary resolution of the Shareholders and the CardioFlow Shareholders in their respective general meeting, provided that:

- (a) the Scheme Mandate Limit so refreshed shall not exceed ~~5%~~10% of the total number of CardioFlow Shares in issue as at the date of the Shareholders' approval or the date of the CardioFlow Shareholders' approval, whichever is later, of the refreshing of the Scheme Mandate Limit;
- (b) options previously granted under any Existing Scheme(s) (including options outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised options) shall not be counted for the purpose of calculating the limit as refreshed; and
- (c) a circular regarding the proposed refreshing of the Scheme Mandate Limit has been despatched to the Shareholders and CardioFlow Shareholders (if applicable) in a manner complying with, and containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules in force from time to time. In accordance with the current Listing Rules, the circular must contain the information which comply with the relevant provisions of Chapter 17 of the Listing Rules in force from time to time.

The following is a summary of the principal terms of the MedBot Scheme to be adopted at the Extraordinary General Meeting.

1. PURPOSE

The purpose of the MedBot Scheme is to provide incentive or reward to Eligible Participants for their contribution to, and continuing efforts to promote the interests of, MedBot Group and for such other purposes as the MedBot Board may approve from time to time.

2. WHO MAY JOIN

Eligible Persons include (a) any employee (whether full-time or part-time) of the MedBot Group; (b) any MedBot Director; (c) any director (including executive, non-executive and independent non-executive directors) or employee (whether full-time or part-time) of the Group and associated companies of MedBot who, in the sole and absolute direction of the MedBot Board, has contributed or will contribute to the development of the MedBot Group; and (d) any advisors, consultants, distributors, contractors, contract manufacturers, agents, customers, business partners, joint venture business partners, service providers on a continuing and recurring basis in its ordinary and usual course of business of the MedBot Group who, in the sole and absolute direction of the MedBot Board, has contributed or will contribute to the development of the MedBot Group.

The basis of eligibility of any of the above classes of Eligible Persons to the grant of any Options shall be determined by the MedBot Board from time to time on the basis of their contribution to the development and growth of the MedBot Group.

3. DURATION OF THE MEDBOT SCHEME

The MedBot Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date, after which period no further Options shall be granted. Subject to the above, in all other respects, in particular, in respect of Options remaining outstanding on the expiration of the 10-year period referred to in this paragraph, the provisions of the MedBot Scheme shall remain in full force and effect.

4. MAXIMUM NUMBER OF H SHARES AVAILABLE FOR SUBSCRIPTION

At the time of adoption by MedBot of the MedBot Scheme or any New MedBot Scheme, the aggregate number of H Shares which may be issued upon exercise of all options to be granted under the MedBot Scheme, the New MedBot Scheme and all existing MedBot Schemes must not in aggregate exceed 10% of the total number of H Shares in issue as at the date of adoption of the MedBot Scheme or the New MedBot Scheme (as the case may be) (the “**MedBot Scheme Mandate Limit**”).

For the purposes of calculating the MedBot Scheme Mandate Limit, H Shares which are the subject matter of any options that have already lapsed in accordance with the terms of the relevant Existing MedBot Scheme(s) shall not be counted.

The MedBot Scheme Mandate Limit may be refreshed by both ordinary resolution of the Shareholders and special resolution of the MedBot Shareholders in their respective general meeting, provided that:

- (a) the MedBot Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of issued H Shares as at the date of the Shareholders' approval or the date of the MedBot Shareholders' approval, whichever is later, of the refreshing of the MedBot Scheme Mandate Limit;
- (b) options previously granted under any Existing MedBot Schemes (including Options outstanding, cancelled, or lapsed in accordance with the relevant MedBot Scheme rules or exercised options) shall not be counted for the purpose of calculating the limit as refreshed; and
- (c) a circular regarding the proposed refreshing of the MedBot Scheme Mandate Limit has been despatched to the Shareholders and the MedBot Shareholders (if applicable) in a manner complying with, and containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules in force from time to time. In accordance with the current Listing Rules, the circular must contain the information which comply with the relevant provisions of Chapter 17 of the Listing Rules in force from time to time.

MedBot may seek separate approvals from the Shareholders and the MedBot Shareholders in their respective general meeting for granting Options which will result in the MedBot Scheme Mandate Limit being exceeded, provided that:

- (a) the grant is to Eligible Persons specifically identified by MedBot before the approval is sought; and
- (b) a circular regarding the grant has been despatched to the Shareholders and the MedBot Shareholders (if applicable) in a manner complying with, and containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules in force from time to time. In accordance with the current Listing Rules, the circular must contain a generic description of the specified participants who may be granted such Options, the number and terms of the Options to be granted, the purpose of granting Options to the specified participants with an explanation as to how the terms of the Options serve such purpose and other information which comply with the relevant provisions of Chapter 17 of the Listing Rules in force from time to time.

Notwithstanding the foregoing, the maximum aggregate number of H Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the MedBot Scheme and any other share option scheme of MedBot, must not, in aggregate, exceed 30% of the total number of H Shares in issue from time to time. No options may be granted under the MedBot Scheme and any other share option schemes of MedBot if this will result in such limit being exceeded.

5. MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PERSON

No Option shall be granted to any Eligible Person (the “**Relevant Eligible Person**”) if, at the relevant time of grant, the H Shares subscribed and to be subscribed upon exercise of all Options (granted and proposed to be granted, whether exercised, cancelled or outstanding) to the Relevant Eligible Person in the 12-month period up to and including the date of such grant would exceed 1% of the total number of H Shares in issue at such time, unless:

- (a) such grant has been duly approved, in the manner prescribed by the relevant provisions of Chapter 17 of the Listing Rules in force from time to time, by ordinary resolutions of the Shareholders and by special resolution of the MedBot Shareholders (if applicable) in their respective general meeting, at which the Relevant Eligible Person and his close associates (or his associates if the Relevant Eligible Person is a connected person of the Subsidiary) abstained from voting;
- (b) a circular regarding the grant has been despatched to the Shareholders and the MedBot Shareholders (if applicable) in a manner complying with, and containing the information specified in, the relevant provisions of Chapter 17 of the Listing Rules in force from time to time. In accordance with the current Listing Rules, the circular must disclose the identity of the participant, the number and terms of the Options to be granted (and Options previously granted to such participant) and other information required to comply with the relevant provisions of Chapter 17 of the Listing Rules in force from time to time; and
- (c) the number and terms (including the Exercise Price) of such Options are fixed before the general meeting of the Company and MedBot (if applicable) at which the same are approved.

6. GRANT OF OPTIONS

Each offer of an Option (the “**Offer**”) shall be in writing made to an Eligible Person by letter in such form as the MedBot Board may from time to time determine at its discretion (the “**Offer Letter**”). The Offer Letter shall state, among others, the period during which the Option may be exercised (the “**Option Period**”), which period is to be determined and notified by the MedBot Board but shall expire in any event not later than the last day of the 10-year period after the date of grant of the Option. The MedBot Board may specify in the Offer Letter any conditions which must be satisfied before the Option may be exercised, including without limitation such performance targets (if any) and minimum periods for which an Option must be held before it can be exercised and any other terms in relation to the exercise of the Option, including without limitation such percentages of the Options that can be exercised during a certain period of time, as the MedBot Board may determine from time to time.

The MedBot Board shall specify in the Offer Letter a date by which the Grantee must accept the Offer, being a date no later than 28 days after the date on which the Option is offered (the “**Offer Date**”) or the date on which the conditions for the Offer are satisfied, whichever is earlier.

7. EXERCISE PRICE

Subject to the effect of alterations to share capital as set out in paragraph 19, the Exercise Price shall be a price determined by the MedBot Board in its sole and absolute discretion and notified to an Eligible Person, but in any event must be at least the highest of:

- (a) the official closing price of the H Shares as stated in the daily quotations sheet of the Stock Exchange on the Offer Date;
- (b) the average of the official closing price of the H Shares as stated in the daily quotations sheet of the Stock Exchange for the 5 Business Days immediately preceding the Offer Date; and
- (c) the nominal value of a H Share.

8. GRANT OF OPTIONS TO CONNECTED PERSONS

Where an Option is to be granted to a Connected Person of MedBot, the grant shall not be valid unless it has been approved by the independent non-executive directors of MedBot, excluding any independent non-executive director who is also a proposed Grantee of the Option.

Where an Option is to be granted to a Substantial Shareholder or an independent non-executive director of MedBot or any of their respective associates, and the grant will, in the 12-month period up to and including the date of such grant, result in the number and value of the H Shares subscribed and to be subscribed upon exercise of all Options (granted and proposed to be granted, whether exercised, cancelled or outstanding)(i) exceeding 0.1% of the total number of H Shares in issue at the relevant time of grant, or (ii) if applicable, having an aggregate value in excess of HK\$5 million or such other sum as may be from time to time provided under the Listing Rules, based on the official closing price of the H Shares at the date of each grant, such grant shall not be valid unless:

- (a) a circular containing the details of the grant has been despatched to the Shareholders and MedBot Shareholders in a manner complying with, and containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules in force from time to time. In accordance with the current Listing Rules, the circular must contain (i) details of the number and terms of the Options (including the Exercise Price and other information required under Rules 17.03(5) to 17.03(10)) to be granted to each participant, which must be fixed before the Shareholders' meeting or MedBot Shareholders' meeting (whichever is earlier), and the date of board meeting for proposing such further grant is to be taken as the date of grant for the purpose of calculating the Exercise Price; (ii) a recommendation from the independent non-executive directors of MedBot (for the purpose of the MedBot Shareholders' meeting) and of the Board (for the purpose of the Shareholders' meeting) (excluding independent non-executive director who is also a proposed Grantee of the Options) to the independent MedBot Shareholders (for the MedBot Shareholders' meeting) and independent

Shareholders (for the Shareholders' meeting) as to voting; (iii) the information required under Rules 17.02(2)(c) and (d) and the disclaimer required under Rule 17.02(4); and (iv) the information required under Rule 2.17; and

- (b) the grant has been approved by the Shareholders and MedBot Shareholders in general meeting (taken on a poll), at which the proposed Grantee, his associate, and all Core Connected Persons of MedBot (for the purpose of the MedBot Shareholders' meeting) and of the Company (for the purpose of the Shareholders' meeting) having abstained from voting in favour of the proposed resolution.

9. RIGHTS OF H SHARES

The H Shares to be allotted and issued upon the exercise of an Option shall be subject to the MedBot Articles and the laws of the PRC for the time being in force and shall rank pari passu in all respects with other fully-paid H Shares in issue as at the date of allotment and will entitle the holders to the same rights of the holders of other fully-paid H Shares in issue, including voting, dividend, transfer and any other rights. In particular, the H Shares to be allotted and issued upon the exercise of an Option will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be on or before the date of allotment and issue. The Option itself (before exercise) will not entitle the Grantee to any of the aforementioned MedBot Shareholder's rights.

10. RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

No Offer shall be made after inside information of MedBot has come to the knowledge of MedBot, until such information has been announced by MedBot pursuant to the requirements of the Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of (i) the date of the meeting of MedBot Board (as such date is first notified by MedBot to the Stock Exchange in accordance with the Listing Rules) for the approval of MedBot's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for MedBot to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules) and ending on the date of actual publication of the results announcement, no Option may be granted. The period during which no Option may be granted will cover any period of delay in the publication of results announcement.

11. RIGHTS ON CEASING TO BE AN ELIGIBLE PERSON

- (a) Where the Grantee is a director or an employee of the MedBot Group, the Group or associated companies of MedBot and his/her employment ceases for any reason other than death or becoming permanently disabled as described in sub-paragraph (c) below, the Option may not be exercised after the date of such cessation, which date shall be his last actual working day with MedBot Group, the Group or associated companies of MedBot (as the case may be) whether salary is paid in lieu of notice or not;

- (b) where the Grantee is a director or an employee of the MedBot Group, the Group or associated companies of MedBot and the MedBot Board at its absolute discretion determines that he is unable to pay or to have no reasonable prospect of being able to pay his debts, or has become insolvent, or has made any arrangements or composition with his creditors generally or on which he has been convicted of any criminal offence involving his integrity or honesty, the Option granted to such Grantee may not be exercised on or after the date on which the MedBot Board has so determined;
- (c) where the Grantee of an outstanding Option dies or becomes permanently disabled before exercising the Option in full or at all, the Option may not be exercised after the date of his death or permanent disability. However, if the MedBot Board, upon receiving the written notice from such Grantee's personal representatives within 60 days after the date of such Grantee's death or permanent disability, issues a written consent to his personal representatives, the Option may be transferred to the personal representative as soon as practicable. For the avoidance of doubt, all vesting conditions previously imposed on such Option shall still apply; and
- (d) if the MedBot Board at its absolute discretion determines that the Grantee (other than an employee of the MedBot Group) or his associate has committed any breach of any contract entered into between the Grantee or his associate on one part and the MedBot Group on the other part or that the Grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally, the Option granted to such Grantee may not be exercised on or after the date on which the MedBot Board has so determined.

12. RIGHTS ON GENERAL OFFER

If a general offer (whether by way of a take-over, share repurchase offer, scheme of arrangement or otherwise in like manner) is made to all MedBot Shareholders (or all such MedBot Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer, having been approved in accordance with applicable laws and regulatory requirements, becomes or is declared unconditional, all the Grantees and any Grantee (or his personal representatives) may by notice in writing to MedBot within 21 days after such offer becoming or being declared unconditional exercise the Option to its full extent or to the extent specified in such notice.

13. RIGHTS ON OTHER ARRANGEMENTS

Other than a general offer or a MedBot Scheme of arrangement contemplated in paragraph 12, if a compromise or arrangement between MedBot and its shareholders or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of MedBot or its amalgamation with any other company or companies, MedBot shall give notice thereof to the Grantee (together with a notice of the existence of the provisions of this paragraph) on the same date or soon after it despatches the notice to each member or creditor of MedBot summoning the meeting to consider such a compromise or arrangement, and thereupon the Grantee (or his personal representatives) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of 2 months thereafter and the date on which such compromise or arrangement is sanctioned by the court of competent jurisdiction, exercise any of his Options in full or in part, but the aforesaid exercise of an Option shall be conditional upon such compromise or arrangement being sanctioned by the court of competent jurisdiction and becoming effective. Upon such compromise or arrangement becoming effective, all outstanding Options shall lapse except insofar as previously exercised under the MedBot Scheme. MedBot may require the Grantee (or his personal representatives) to transfer or otherwise deal with the H Shares issued as a result of the exercise of Options in these circumstances so as to place the Grantee in the same position as nearly as would have been the case had such H Shares been subject to such compromise or arrangement.

14. RIGHTS ON WINDING-UP

In the event a notice is given by MedBot to its shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up MedBot other than for the purposes of a reconstruction, amalgamation or scheme of arrangement, MedBot shall on the same date as or soon after it despatches such notice to each member of MedBot give notice thereof to all Grantees (together with a notice of the existence of the provisions of this paragraph) and thereupon, each Grantee (or his personal representatives) shall be entitled to exercise all or any of his Options at any time not later than 4 Business Days prior to the proposed general meeting of MedBot by giving notice in writing to the Subsidiary, accompanied by a remittance for the full amount of the aggregate Exercise Price for the H Shares in respect of which the notice is given whereupon MedBot shall as soon as possible and, in any event, no later than one Business Day immediately prior to the date of the proposed general meeting referred to above, allot the relevant H Shares to the Grantee credited as fully paid.

15. LAPSE OF OPTION

The right to exercise an Option (to the extent not already exercised) shall terminate immediately upon the earliest of:

- (a) the expiry of the Option Period;
- (b) the date referred to in paragraph 11(a);
- (c) the date referred to in paragraph 11(b);
- (d) the expiry of the 60-day period referred to in paragraph 11(c);
- (e) the date referred to in paragraph 11(d);
- (f) the expiry of the period referred to in paragraph 12;
- (g) subject to the compromise or arrangement becoming effective, the expiry of the period referred to in paragraph 13;
- (h) subject to paragraph 14, the date of the commencement of the winding-up of MedBot; or
- (i) the non-fulfillment of any condition of the MedBot Scheme on or before the date stated therein.

MedBot shall owe no liability to any Grantee for the lapse of any Option under this paragraph.

16. CANCELLATION OF OPTIONS

The MedBot Board may cancel an Option granted but not exercised with the approval of the Grantee of such Option. For the avoidance of doubt, such approval is not required in the event any Option is cancelled pursuant to paragraph 18 below.

No Options may be granted to an Eligible Person in place of his cancelled Options unless there are available unissued Options (excluding the cancelled Options) within the MedBot Scheme Mandate Limit from time to time.

17. TERMINATION OF THE MEDBOT SCHEME

MedBot, by an ordinary resolution of the MedBot Shareholders pursuant to the MedBot Articles or a resolution by the MedBot Board may at any time terminate the operation of the MedBot Scheme and in such event no further Option will be offered but the provisions of the MedBot Scheme shall remain in full force and effect in all other respects and Options granted prior to such termination shall continue to be valid and exercisable in accordance with the MedBot Scheme. The Company does not have the discretion to terminate the operation of the MedBot Scheme.

18. TRANSFERABILITY OF OPTIONS

An Option shall be personal to the Grantee and shall not be assignable nor transferable, and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option. Any breach of the foregoing shall entitle the MedBot Board to cancel any outstanding Options or any part thereof granted to such Grantee.

19. EFFECT OF ALTERATIONS TO SHARE CAPITAL

In the event of any alteration to the capital structure of MedBot whilst any Option remains exercisable, arising from capitalization issue, rights issue, consolidation, subdivision or reduction of the share capital of MedBot in accordance with the legal requirements or requirements of the Stock Exchange, other than any alteration in the capital structure of MedBot as a result of an issue of H Shares as consideration in a transaction to which MedBot and/or the Company is a party, adjustment (if any) shall be made to:

- (a) the number of H Shares subject to the Option so far as unexercised; and/or
- (b) the Exercise Price for the H Shares subject to the Option so far as unexercised; and/or
- (c) any combination thereof.

In the event of any adjustment as described in this paragraph, the auditors or the independent financial adviser to MedBot (acting as expert not arbitrator) shall at the request of MedBot certify in writing to the MedBot Board either generally or as regards any particular Grantee that the adjustments are in compliance with the requirements under the note to Rules 17.03(13) of the Listing Rules. If MedBot is listed on any other stock exchanges, it will comply with the applicable legal and regulatory requirements of the stock exchange on which it is listed in relation to such adjustment.

Any such adjustments must give a Grantee the same proportion of the equity capital of MedBot as to which that Grantee was previously entitled, and any adjustments so made shall be in compliance with the Listing Rules and such applicable guidance and/or interpretation of the Listing Rules from time to time issued by the Stock Exchange (including, without limitation, the “Supplemental Guidance on Main Board Listing Rule 17.03(13) and Frequently Asked Questions number 072-2020 issued by the Stock Exchange on 6 November 2020) but no such alterations shall be made the effect of which would be to enable a Share to be issued at less than its nominal value. The Exercise Price for the H Shares subject to the Option as adjusted pursuant to the adjustments as described in this paragraph shall be in compliance with Rule 17.03(9) of the Listing Rules and other applicable guidance and/or interpretation of the Listing Rules from time to time issued by the Stock Exchange. The capacity of the Auditors or the independent financial adviser to MedBot in this paragraph is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on MedBot and the Grantees. The costs of the auditors or the independent financial adviser to the MedBot shall be borne by MedBot. Notice of such adjustment shall be given to the Grantees by MedBot.

20. ALTERATION OF THE MEDBOT SCHEME

The MedBot Scheme may be altered in any respect with the prior approval of the MedBot Shareholders in general meeting in accordance with the MedBot Articles except that the provisions of the MedBot Scheme as to:

- (a) the definitions of “Eligible Person” and “Grantee”;
- (b) the provisions relating to the matters set out in Rule 17.03 of the Listing Rules,

shall not be altered to the advantage of Grantees except with the prior approvals of the Shareholders and the MedBot Shareholders in their respective general meeting (with participants and their respective associates abstaining from voting). No such alterations shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alterations except with the consent or sanction in writing of such majority of the Grantees as would be required of the MedBot Shareholders under the MedBot Articles for a variation of the rights attached to the H Shares.

Any change to the authority of the MedBot Board in relation to any alterations to the terms of the MedBot Scheme must be approved by both the Shareholders and the MedBot Shareholders in their respective general meeting.

Any alterations to the provisions of the MedBot Scheme which are of a material nature or any change to the terms of Options granted must be approved by both the Shareholders and the MedBot Shareholders in their respective general meeting except where the alterations take effect automatically under the existing provisions of the MedBot Scheme.

The amended terms of the MedBot Scheme or the Options must comply with Chapter 17 of the Listing Rules.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 IS HEREBY GIVEN that the extraordinary general meeting (the “**Extraordinary General Meeting**”) of MicroPort Scientific Corporation (the “**Company**”) will be held on Friday, 18 March 2022 at 10:00 a.m. at No. 1601 Zhangdong Road, Zhangjiang Hi-Tech Park, Pudong New District, Shanghai, China, for the following purpose:

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolutions:

- (1) “**THAT:** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of MicroPort CardioFlow Medtech Corporation (“**CardioFlow**”) which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme of the CardioFlow adopted by the Company on 13 March 2020 (“**CardioFlow Share Option Scheme**”) and any other share option schemes of the CardioFlow, approval be and is hereby granted for the proposed amendments to the terms of the CardioFlow Share Option Scheme, as set out in Appendix I to the circular to the shareholders of the Company dated 1 March 2022 (the “**Circular**”) and contained in the amended CardioFlow Share Option Scheme, a copy of which is available for inspection as detailed in the Circular and produced to this meeting marked “A” and for the purposes of identification initialed by the chairman of this meeting, and the directors of the Company be and are hereby authorized to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”
- (2) “**THAT:** subject to the granting by the Listing Committee of the Stock Exchange of the listing of and permission to deal in the H shares of Shanghai Microport Medbot (Group) Co., Ltd (“**MedBot**”) to be issued and allotted by MedBot under the proposed share option scheme of MedBot (the “**MedBot Scheme**”, a copy of which has been produced to the Extraordinary General Meeting marked ‘B’ and initialled by the chairman of the Extraordinary General Meeting for the purpose of identification) and the approval by the shareholders of MedBot for the adoption of the MedBot Scheme, the MedBot Scheme be and is hereby approved and adopted as the share option scheme of MedBot and that any one Director be and is hereby

NOTICE OF EXTRAORDINARY GENERAL MEETING

authorized to do all such acts and/or execute all such documents as may be necessary, desirable or expedient to implement and to give full effect to the MedBot Scheme.”

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

Hong Kong, 1 March 2022

Notes:

- (i) For the purpose of determining the identity of the shareholders of the Company entitled to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Tuesday, 15 March 2022 to Friday, 18 March 2022, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's 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 Monday, 14 March 2022.
- (ii) A shareholder entitled to attend and vote at the above Extraordinary General Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders of any Share, any one of such persons may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Extraordinary General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Extraordinary General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 16 March 2022). The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person at the Extraordinary General Meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
- (v) The resolutions at the Extraordinary General Meeting will 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) pursuant to the Listing Rules. 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.
- (vi) Shareholders attending the Extraordinary General Meeting in person or by proxy shall bear their own travelling and accommodation expenses, and shall produce their identity documents.
- (vii) References to dates and time in this notice are to Hong Kong dates and time.
- (viii) The English text of this notice shall prevail over the Chinese text for the purpose of interpretation.