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MicroPort CardioFlow Medtech Corporation

微创心通医疗科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2160)

PROVISION OF GUARANTEES FOR MP CARDIOADVENT AND REVISION OF ANNUAL CAP FOR CONTINUING CONNECTED TRANSACTIONS UNDER THE 2023 MASTER SERVICE PROCUREMENT AGREEMENT

PROVISION OF GUARANTEES FOR MP CARDIOADVENT

As the security for the due performance of the repayment obligations of MP CardioAdvent to BoCom Shanghai Branch and SHRCB Zhangjiang Hi-Tech Branch under the respective Facility Agreements, MP CardioFlow has entered into the Guarantee Agreements, pursuant to which MP CardioFlow has agreed to provide a guarantee with an irrevocable joint and several liability for the due performance of the repayment obligations of the MP CardioAdvent under the Facility Agreements.

REVISION OF ANNUAL CAP FOR CONTINUING CONNECTED TRANSACTIONS UNDER THE 2023 MASTER SERVICE PROCUREMENT AGREEMENT

Reference is made to the Company's announcement dated December 6, 2023 in relation to, among other things, the 2023 Master Service Procurement Agreement entered into between the Company (for itself and on behalf of its subsidiaries) and MicroPort® (for itself and on behalf of the Retained MicroPort® Group and its joint ventures and associates). On September 30, 2024, the Company (for itself and on behalf of its subsidiaries) and MicroPort® (for itself and on behalf of the Retained MicroPort® Group and its joint ventures and associates) entered in to the Supplemental Agreement to increase the existing annual cap for the 2023 Master Service Procurement Agreement.

LISTING RULES IMPLICATIONS

As of the date of the Guarantee Agreements, (i) the Company and MicroPort®, indirectly held approximately 51.00% and 35.27% of the equity interest in MP CardioAdvent through their subsidiaries, respectively; and (ii) MicroPort®, through its wholly-owned subsidiary Shanghai MicroPort Limited, was indirectly interested in approximately 46.13% of the total issued Share capital of the Company and hence is a controlling shareholder of the Company and a connected person of the Company at the issuer level for the purpose of Chapter 14A of the Listing Rules. Therefore, MP CardioAdvent is a connected subsidiary of the Company and the transactions contemplated under the Guarantee Agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules. Moreover, pursuant to Rule 14A.81 of the Listing Rules, the Guarantees contemplated under the Guarantee Agreements should be aggregated.

As the highest of the applicable percentage ratio calculated for the purpose of Chapter 14A of the Listing Rules in respect of the Guarantees under the Guarantee Agreements when aggregated is more than 0.1% but less than 5%, the Guarantees under the Guarantee Agreements are subject to reporting, annual review and announcement requirements, but exempt from the circular (including the appointment of an independent financial adviser) and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.54 of the Listing Rules, if the Company intends to revise the annual cap for continuing connected transactions, the Company will be required to re-comply with the provisions of Chapter 14A of the Listing Rules in relation to the relevant connected transactions. As MicroPort® is a connected person of the Company and the highest applicable percentage ratio of the Revised Annual Cap is more than 0.1% but less than 5%, the continuing connected transactions contemplated under the 2023 Master Service Procurement Agreement are subject to reporting, annual review and announcement requirements, but exempt from the circular (including the appointment of an Independent Financial Adviser) and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

PROVISION OF GUARANTEES FOR MP CARDIOADVENT

BoCom Short-term Guarantee Agreement

On September 30, 2024, MP CardioAdvent and BoCom Shanghai Branch entered into the BoCom Short-term Facility Agreement, pursuant to which, BoCom Shanghai Branch has agreed, subject to the terms and conditions contained therein, to grant MP CardioAdvent, the facility in an aggregate principal amount of up to RMB5 million for a term of one year commencing from September 30, 2024. As the security for the due performance of the repayment obligations of MP CardioAdvent to BoCom Shanghai Branch under the BoCom Short-term Facility Agreement, MP CardioFlow has entered into the BoCom Short-term Guarantee Agreement in favour of BoCom Shanghai Branch on the same day, pursuant to which MP CardioFlow has agreed to provide a guarantee with an irrevocable joint and several liability in favor of BoCom Shanghai Branch for the due performance of the repayment obligations of the MP CardioAdvent under the BoCom Short-term Facility Agreement.

The principal terms of the BoCom Short-term Guarantee Agreement are as follows:

Date:

September 30, 2024

Parties

MP CardioFlow (as the guarantor); and
BoCom Shanghai Branch (as the creditor)

Subject matter

MP CardioFlow shall provide a guarantee with an irrevocable joint and several liability in favor of BoCom Shanghai Branch for the due performance of the repayment obligations of the MP CardioAdvent in respect of the facility (with an aggregate principal amount of up to RMB5 million) under the BoCom Short-term Facility Agreement.

In the event where MP CardioAdvent fails to repay any of its debt that fall due under the BoCom Short-term Facility Agreement, BoCom Shanghai Branch shall be, entitled to exercise its rights under the BoCom Short-term Guarantee Agreement, pursuant to which MP CardioFlow shall immediately and unconditionally repay any outstanding sums to BoCom Shanghai Branch in full.

Scope of the Guarantee

The scope under the BoCom Short-term Guarantee Agreement includes the maximum principal amount of up to RMB5 million under the BoCom Short-term Facility Agreement and the interests and expenses incurred therefrom (including but not limited to liquidated damages, damages and other expenses).

Terms of Guarantee

Three years commencing from the expiry of the repayment period for the debt of MP CardioAdvent under the BoCom Short-term Facility Agreement.

BoCom Mid-term Guarantee Agreement

On September 30, 2024, MP CardioAdvent and BoCom Shanghai Branch entered into the BoCom Mid-term Facility Agreement, pursuant to which, BoCom Shanghai Branch has agreed, subject to the terms and conditions contained therein, to grant MP CardioAdvent, the facility in an aggregate principal amount of up to RMB5 million for a term of two years commencing from September 30, 2024. As the security for the due performance of the repayment obligations of MP CardioAdvent to BoCom Shanghai Branch under the BoCom Mid-term Facility Agreement, MP CardioFlow has entered into the BoCom Mid-term Guarantee Agreement in favour of BoCom Shanghai Branch on the same day, pursuant to which MP CardioFlow has agreed to provide a guarantee with an irrevocable joint and several liability in favor of BoCom Shanghai Branch for the due performance of the repayment obligations of the MP CardioAdvent under the BoCom Mid-term Facility Agreement.

The principal terms of the BoCom Mid-term Guarantee Agreement are as follows:

Date:

September 30, 2024

Parties

MP CardioFlow (as the guarantor); and
BoCom Shanghai Branch (as the creditor)

Subject matter

MP CardioFlow shall provide a guarantee with an irrevocable joint and several liability in favor of BoCom Shanghai Branch for the due performance of the repayment obligations of the MP CardioAdvent in respect of the facility (with an aggregate principal amount of up to RMB5 million) under the BoCom Mid-term Facility Agreement.

In the event where MP CardioAdvent fails to repay any of its debt that fall due under the BoCom Mid-term Facility Agreement, BoCom Shanghai Branch shall be, entitled to exercise its rights under the BoCom Mid-term Guarantee Agreement, pursuant to which MP CardioFlow shall immediately and unconditionally repay any outstanding sums to BoCom Shanghai Branch in full.

Scope of the Guarantee

The scope under the BoCom Mid-term Guarantee Agreement includes the maximum principal amount of up to RMB5 million under the BoCom Mid-term Facility Agreement and the interests and expenses incurred therefrom (including but not limited to liquidated damages, damages and other expenses).

Terms of Guarantee

Three years commencing from the expiry of the repayment period for the debt of MP CardioAdvent under the BoCom Mid-term Facility Agreement.

SHRCB Guarantee Agreement

On September 30, 2024, MP CardioAdvent and SHRCB Zhangjiang Hi-Tech Branch entered into the SHRCB Facility Agreement, pursuant to which, SHRCB Zhangjiang Hi-Tech Branch has agreed, subject to the terms and conditions contained therein, to grant MP CardioAdvent, the facility in an aggregate principal amount of up to RMB6 million for a term of one year commencing from September 30, 2024. As the security for the due performance of the repayment obligations of MP CardioAdvent to SHRCB Zhangjiang Hi-Tech Branch under the SHRCB Facility Agreement, MP CardioFlow has entered into the SHRCB Guarantee Agreement in favour of SHRCB Zhangjiang Hi-Tech Branch on the same day, pursuant to which MP CardioFlow has agreed to provide a guarantee with an irrevocable joint and several liability in favor of SHRCB Zhangjiang Hi-Tech Branch for the due performance of the repayment obligations of the MP CardioAdvent under the SHRCB Facility Agreement.

The principal terms of the SHRCB Guarantee Agreement are as follows:

Date:

September 30, 2024

Parties

MP CardioFlow (as the guarantor); and
SHRCB Zhangjiang Hi-Tech Branch (as the creditor)

Subject matter

MP CardioFlow shall provide a guarantee with an irrevocable joint and several liability in favor of SHRCB Zhangjiang Hi-Tech Branch for the due performance of the repayment obligations of the MP CardioAdvent in respect of the facility (with an aggregate principal amount of up to RMB6 million) under the SHRCB Facility Agreement.

In the event where MP CardioAdvent fails to repay any of its debt that fall due under the SHRCB Facility Agreement, SHRCB Zhangjiang Hi-Tech Branch shall be, entitled to exercise its rights under the SHRCB Guarantee Agreement, pursuant to which MP CardioFlow shall immediately and unconditionally repay any outstanding sums to SHRCB Zhangjiang Hi-Tech Branch in full.

Scope of the Guarantee

The scope under the SHRCB Guarantee Agreement includes the maximum principal amount of up to RMB6 million under the SHRCB Facility Agreement and the interests and expenses incurred therefrom (including but not limited to liquidated damages, damages and other expenses).

Terms of Guarantee

Three years commencing from the expiry of the repayment period for the debt of MP CardioAdvent under the SHRCB Facility Agreement.

Reasons for and Benefits of the Guarantees

MP CardioAdvent became a subsidiary of the Company following the acquisition of a 51% equity interest in January 2024. For further details, please refer to the Company's announcement dated January 1, 2024. The Guarantees are provided as security to enable MP CardioAdvent to secure funding for the continued development of its R&D activities and the commercialization of its products, which will further improve MP CardioAdvent's development and profitability and contribute to the overall strategy layout of the Group. After reviewing the latest management accounts and performing credit risk check and considering the repayment ability and financial conditions of MP CardioAdvent, the Company considers that the risk level with reference to the Guarantees is relatively low. As a high-tech medical device company focusing on LAA solutions, MP CardioAdvent's primary products include AnchorMan® LAA Access System, and AnchorMan® LAAC System.

After securing the funding, MP CardioAdvent will utilize these resources to advance product iterations, marketing efforts, and promote commercialization processes, as well as to explore overseas markets and deepen its presence in the domestic market. By integrating MP CardioAdvent's offerings, the Company aims to penetrate high-growth market segments within the structural heart disease field. This strategy will diversify the Group's revenue streams and expand strategic initiatives, ultimately delivering state-of-the-art solutions for treating structural heart diseases and enhancing the Group's competitiveness.

In view of the above and given the Facility is provided by licensed banks in the PRC at arms' length and on normal commercial terms, and the terms of the Guarantee Agreements were negotiated at arms' length, the Directors (including the independent non-executive Directors) are of the view that the terms of the Guarantee Agreements and the Guarantees contemplated thereunder are fair and reasonable, on normal commercial terms and are conducted in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole.

REVISION OF ANNUAL CAP FOR CONTINUING CONNECTED TRANSACTIONS UNDER THE 2023 MASTER SERVICE PROCUREMENT AGREEMENT

Reference is made to the Company's announcement dated December 6, 2023 in relation to, among other things, the 2023 Master Service Procurement Agreement entered into between the Company (for itself and on behalf of its subsidiaries) and MicroPort® (for itself and on behalf of the Retained MicroPort® Group and its joint ventures and associates). On September 30, 2024, the Company (for itself and on behalf of its subsidiaries) and MicroPort® (for itself and on behalf of the Retained MicroPort® Group and its joint ventures and associates) entered in to the Supplemental Agreement to increase the existing annual cap for the 2023 Master Service Procurement Agreement. Save for the revision of the annual cap, other principal terms of the 2023 Master Service Procurement Agreement shall remain unchanged. Principal terms of the Supplemental Agreement are as follows:

Date:

September 30, 2024

Parties:

- (1) the Company (for itself and on behalf of its subsidiaries); and
- (2) MicroPort® (for itself and on behalf of the Retained MicroPort® Group and its joint ventures and associates)

Existing Annual Cap

The existing annual cap for the transactions contemplated under the 2023 Master Service Procurement Agreement are set out below:

	Existing Annual Cap for the year ending December 31,		
	2024	2025	2026
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Service			
Sterilization services	2,100	2,100	2,100
Product testing services	1,100	1,100	1,100
Numerical simulation services	1,000	1,000	1,000
Animal test services	2,000	2,000	2,000
Administrative support services	1,800	1,800	1,800
	<hr/>	<hr/>	<hr/>
Total	8,000	8,000	8,000
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Historical Transaction Amounts

The following table sets forth the historical transaction amount we procured from the Retained MicroPort® Group under the Master Service Procurement Agreement or the 2023 Master Service Procurement Agreement:

	For the year ended December 31			For the eight months ended
	2021	2022	2023	August 31,
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	2024
				<i>RMB'000</i>
				<i>(Unaudited)</i>
Historical transaction amounts	<u>7,008</u>	<u>11,426</u>	<u>9,217</u>	<u>6,939</u>

Revised Annual Cap and Basis of Determination

The Revised Annual Cap for the service procurement under the Supplemental Agreement are as follows:

	Revised Annual Cap for the year ending December 31,		
	2024	2025	2026
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Service			
Sterilization services	3,100	3,100	3,100
Product testing services	3,100	3,100	3,100
Numerical simulation service	2,000	2,000	2,000
Animal test services	4,000	4,000	4,000
Administrative support services	<u>3,800</u>	<u>3,800</u>	<u>3,800</u>
Total	<u>16,000</u>	<u>16,000</u>	<u>16,000</u>

The Revised Annual Cap were estimated with reference to, amongst others, (i) the anticipated significant increase in demand for relevant service procurement under the 2023 Master Service Procurement Agreement for MP CardioAdvent's products as MP CardioAdvent became a subsidiary of the Company following the Company's acquisition of 51% equity interest in MP CardioAdvent in January 2024. For details, please refer to the announcement of the Company dated January 1, 2024; (ii) the historical transaction amounts for the eight months ended August 31, 2024; (iii) the Company's intention to procure more relevant services such as animal test services from Retained MicroPort® Group motivated by its enhanced service provision capacity with superior quality and more competitive pricing; and (iv) the estimated increase in relevant administrative support services in the future due to the Company's accelerated expansion into overseas markets. In addition, the Company is in the process of reducing costs and improving profitability and will therefore strictly control the budget of services fees which results in the Revised Annual Cap for the three years ending 2024, 2025 and 2026 at a relatively stable level.

Reasons for and Benefits of the Revision of Annual Cap

Due to the development strategy of the Company and the acquisition of MP CardioAdvent in January 2024, it is reasonably expected that the service procurement demand such as sterilization services, product testing services, numerical simulation services, animal test services and administrative support services of the Group will increase significantly.

As we are a biotechnology medical device company, the enlarged services provided by the Retained MicroPort® Group and its joint ventures and associates are essential to our development and manufacturing process and such services require sophisticated technologies and knowledge that are better handled by service providers with such capabilities. The Retained MicroPort® Group has been providing for our Group the sterilization services, product testing services, numerical simulation services, animal test services and administrative support services of good quality at reasonable fee rate previously and thus is more familiar with our specific requirements and expectations. Due to the geographical proximity and long-term and stable cooperation relationship between the Retained MicroPort® Group and us, we believe the Retained MicroPort® Group and its joint ventures and associates will provide such high-quality services with an increased demand to us consistently in a timely and cost-efficient manner.

Thus, the Directors (including the independent non-executive Directors) are of the view that the terms of the Supplemental Agreement (including the Revised Annual Cap) and transactions contemplated thereunder are fair and reasonable, on normal commercial terms and are conducted in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole.

INFORMATION OF THE PARTIES

MP CardioFlow is a limited liability company established in the PRC. MP CardioFlow is the principal operating subsidiary of the Group through which the Group conducts its business primarily. The Company is a medical device company focusing on the R&D and commercialization of innovative transcatheter and surgical solutions for structural heart diseases. The Company is dedicated to providing universal access to state-of-the-art total solutions to physicians and patients for the treatment of structural heart diseases. The Group is a medical device group primarily focusing on the R&D, manufacturing and sale of medical devices treating structural heart diseases.

MP CardioAdvent is a limited liability company established in the PRC on September 10, 2019, and as of the date of this announcement, approximately 51.00%, 35.27% and 13.73% of its equity interest is held by MP CardioFlow, MicroPort Sinica and Shanghai Zuoqing. Therefore, MP CardioAdvent is a subsidiary of the Company. MicroPort Sinica is a company established in the PRC with limited liability wholly owned by MicroPort®. Shanghai Zuoqing is a limited partnership established in the PRC and an employee shareholding platform of MP CardioAdvent. Each of the partners of Shanghai Zuoqing is an employee of MP CardioAdvent or the Retained MicroPort® Group and an Independent Third Party of the Company as of the date of this announcement. MP CardioAdvent is a high-tech medical device company focusing on the R&D and commercialization of medical devices in the field of LAA, which falls within the range of structural heart diseases.

Bank of Communication Co., Ltd. (交通銀行股份有限公司) (“**BoCom**”) is a licensed bank in the PRC with limited liability and is primarily engaged in banking and related financial services and a company listed on the Shanghai Stock Exchange (stock code: 601328) and the Stock Exchange (stock code: 3328). BoCom Shanghai Branch is a branch of BoCom. To the best of Company’s knowledge, BoCom Shanghai Branch and BoCom are Independent Third Parties.

Shanghai Rural Commercial Bank Limited (上海農村商業銀行股份有限公司) (“**SHRCB**”) is a licensed bank in the PRC with limited liability and is primarily engaged in banking and related financial services and a company listed on the Shanghai Stock Exchange (stock code: 601825). SHRCB Zhangjiang Hi-Tech Branch is a sub-branch of SHRCB. To the best of Company’s knowledge, SHRCB Zhangjiang Hi-Tech Branch and SHRCB are Independent Third Parties.

MicroPort® Group is a leading medical device group focusing on innovating, manufacturing and marketing high-end medical devices globally in a broad range of business segments including cardiovascular, orthopedics, cardiac rhythm management, endovascular, neurovascular, heart valve, surgical robot and other business.

LISTING RULES IMPLICATIONS

As of the date of the Guarantee Agreements, (i) the Company and MicroPort®, indirectly held approximately 51.00% and 35.27% of the equity interest in MP CardioAdvent through their subsidiaries, respectively; and (ii) MicroPort®, through its wholly-owned subsidiary Shanghai MicroPort Limited, was indirectly interested in approximately 46.13% of the total issued Share capital of the Company and hence is a controlling shareholder of the Company and a connected person of the Company at the issuer level for the purpose of Chapter 14A of the Listing Rules. Therefore, MP CardioAdvent is a connected subsidiary of the Company and the transactions contemplated under the Guarantee Agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules. Moreover, pursuant to Rule 14A.81 of the Listing Rules, the Guarantees contemplated under the Guarantee Agreements should be aggregated.

As the highest of the applicable percentage ratio calculated for the purpose of Chapter 14A of the Listing Rules in respect of the Guarantees under the Guarantee Agreements when aggregated is more than 0.1% but less than 5%, the Guarantees under the Guarantee Agreements are subject to reporting, annual review and announcement requirements, but exempt from the circular (including the appointment of an independent financial adviser) and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.54 of the Listing Rules, if the Company intends to revise the annual cap for continuing connected transactions, the Company will be required to re-comply with the provisions of Chapter 14A of the Listing Rules in relation to the relevant connected transactions. As MicroPort® is a connected person of the Company and the highest applicable percentage ratio of the Revised Annual Cap is more than 0.1% but less than 5%, the continuing connected transactions contemplated under the 2023 Master Service Procurement Agreement are subject to reporting, annual review and announcement requirements, but exempt from the circular (including the appointment of an Independent Financial Adviser) and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

BOARD APPROVAL

Each of Mr. Chen Guoming, Ms. Wu Xia and Mr. Jonathan H. Chou, who are also directors appointed by MicroPort® or hold a directorship in the Retained MicroPort® Group, are deemed to have interest in the Guarantee Agreements and the Supplemental Agreement (including the Revised Annual Cap), and thus had abstained from approving the relevant Board resolutions in relation to the Guarantee Agreements and the Guarantees contemplated thereunder. Save as disclosed above, none of the other Directors has a material interest in the Guarantee Agreements and the Supplemental Agreement (including the Revised Annual Cap) which would require them to abstain from voting on the relevant Board resolutions.

DEFINITIONS

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

“2023 Master Service Procurement Agreement”	the 2023 Master Service Procurement Agreement dated December 6, 2023 between the Company (for itself and on behalf of its subsidiaries) and MicroPort® (for itself and on behalf of the Retained MicroPort® Group and its joint ventures and associates), pursuant to which we agreed to, among others, procure animal test services, balloon processing services, sterilization services, product testing services and numerical simulation service from the Retained MicroPort® Group for a term commencing from January 1, 2024 till December 31, 2026
“AnchorMan® LAA Access System”	AnchorMan® left atrial appendage access system developed by MP CardioAdvent
“AnchorMan® LAAC System”	AnchorMan® left atrial appendage closure system developed by MP CardioAdvent
“Board”	the board of directors of the Company
“BoCom”	Bank of Communication Co., Ltd. (交通銀行股份有限公司)
“BoCom Shanghai Branch”	Bank of Communication Co., Ltd., Shanghai Branch (交通銀行股份有限公司上海市分行)
“BoCom Mid-term Facility Agreement”	the facility agreement dated September 30, 2024 between MP CardioAdvent and BoCom Shanghai Branch, pursuant to which, BoCom Shanghai Branch has agreed, subject to the terms and conditions contained therein, to grant MP CardioAdvent, the facility in an aggregate principal amount of up to RMB5 million for a term of two years commencing from September 30, 2024
“BoCom Mid-term Guarantee Agreement”	the guarantee agreement dated September 30, 2024 between MP CardioFlow and BoCom Shanghai Branch in respect of the guarantee provided by MP CardioFlow in accordance with the BoCom Mid-term Facility Agreement

“BoCom Short-term Facility Agreement”	the facility agreement dated September 30, 2024 between MP CardioAdvent and BoCom Shanghai Branch, pursuant to which, BoCom Shanghai Branch has agreed, subject to the terms and conditions contained therein, to grant MP CardioAdvent, the facility in an aggregate principal amount of up to RMB5 million for a term of one year commencing from September 30, 2024
“BoCom Short-term Guarantee Agreement”	the guarantee agreement dated September 30, 2024 between MP CardioFlow and BoCom Shanghai Branch in respect of the guarantee provided by MP CardioFlow in accordance with the BoCom Short-term Facility Agreement
“Business Day(s)”	a day other than a statutory holiday or a rest day in the PRC
“China” or “PRC”	the People’s Republic of China, but for the purpose of this announcement and unless otherwise indicated, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Company” or “our Company”	MicroPort CardioFlow Medtech Corporation (微创心通医疗科技有限公司), a company with limited liability incorporated under the laws of the Cayman Islands on January 10, 2019
“continuing connected transaction”	has the meaning as defined in the Listing Rules
“connected person”	has the meaning as defined in the Listing Rules
“connected subsidiary”	has the meaning as defined in the Listing Rules
“controlling shareholder”	has the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company, including all executive, non-executive and independent non-executive directors
“Facility”	the facility under the Facility Agreements
“Facility Agreements”	BoCom Short-term Facility Agreement, BoCom Mid-term Facility Agreement and SHRCB Facility Agreement

“Group”, “we”, “us”, or “our”	the Company and all of its subsidiaries or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company and the businesses operated by such subsidiaries or their predecessors (as the case may be)
“Guarantees”	the guarantees provided by MP CardioFlow under the Guarantee Agreements
“Guarantee Agreements”	BoCom Short-term Guarantee Agreement, BoCom Mid-term Guarantee Agreement and SHRCB Guarantee Agreement
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	persons who are not the connected person(s) of the Group
“LAA”	left atrial appendage
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange. For the avoidance of doubt, the Main Board excludes the GEM
“Master Service Procurement Agreement”	the Master Service Procurement Agreement dated January 21, 2021, between the Company (for itself and on behalf of its subsidiaries) and Shanghai MicroPort Medical (Group) Co., Ltd. (for itself and on behalf of its subsidiaries), pursuant to which the Group will procure animal test services, balloon processing services, sterilization services, product testing services and numerical simulation service from the Retained MicroPort® Group for a term commencing from Listing Date till December 31, 2023
“MicroPort®”	MicroPort Scientific Corporation (微創醫療科學有限公司), an exempted company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 00853)

“MicroPort® Group”	MicroPort® and its subsidiaries
“MicroPort Sinica”	MicroPort Sinica Co., Ltd. (微創投資控股有限公司), (formerly known as MicroPort Group Co., Ltd. (上海微創投資控股有限公司)), a limited liability company established in the PRC on April 9, 2013 and a wholly-owned subsidiary of MicroPort®
“MP CardioAdvent”	Shanghai MicroPort CardioAdvent Co., Ltd, (上海佐心醫療科技有限公司), a limited liability company established in the PRC on September 10, 2019
“MP CardioFlow”	Shanghai MicroPort CardioFlow Medtech Co., Ltd. (上海微創心通醫療科技有限公司), a limited liability company established in the PRC on May 21, 2015 and a wholly-owned subsidiary of the Company
“R&D”	research and development
“Retained MicroPort® Group”	MicroPort® and its subsidiaries, excluding the Group
“Revised Annual Cap”	The proposed revised annual cap under the Supplemental Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Zuoqing”	Shanghai Zuoqing Enterprise Management Consulting Service Centre (Limited Partnership) (上海佐擎企業管理諮詢服務中心(有限合夥)), a limited partnership established in the PRC on May 12, 2020 and an employee shareholding platform of MP CardioAdvent
“Share(s)”	ordinary share(s) in the share capital of the Company of US\$0.000005 each
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“SHRCB”	Shanghai Rural Commercial Bank Limited (上海農村商業銀行股份有限公司)

“SHRCB Facility Agreement”	the facility agreement dated September 30, 2024 between MP CardioAdvent and SHRCB Zhangjiang Hi-Tech Branch, pursuant to which, SHRCB Zhangjiang Hi-Tech Branch has agreed, subject to the terms and conditions contained therein, to grant MP CardioAdvent, the facility in an aggregate principal amount of up to RMB6 million for a term of one year commencing from September 30, 2024
“SHRCB Guarantee Agreement”	the guarantee agreement dated September 30, 2024 between MP CardioFlow and SHRCB Zhangjiang Hi-Tech Branch in respect of the guarantee provided by MP CardioFlow in accordance with the SHRCB Facility Agreement
“SHRCB Zhangjiang Hi-Tech Branch”	Shanghai Rural Commercial Bank Limited, Zhangjiang Hi-Tech Branch (上海農村商業銀行股份有限公司張江科技支行)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning as ascribed to it under the Listing Rules
“Supplemental Agreement”	the supplemental agreement to the 2023 Master Service Procurement Agreement dated September 30, 2024, entered into between the Company (for itself and on behalf of its subsidiaries) and MicroPort® (for itself and on behalf of the Retained MicroPort® Group and its joint ventures and associates) to increase the existing annual cap set out in the 2023 Master Service Procurement Agreement to the Revised Annual Cap
“%”	per cent

By order of the Board
MicroPort CardioFlow Medtech Corporation
Chen Guoming
Chairman

Shanghai, PRC, September 30, 2024

As at the date of this announcement, the executive Directors are Mr. Jeffrey R Lindstrom, Mr. Zhao Liang and Ms. Yan Luying, the non-executive Directors are Mr. Chen Guoming, Mr. Zhang Junjie and Ms. Wu Xia, and the independent non-executive Directors are Mr. Jonathan H. Chou, Dr. Ding Jiandong and Ms. Sun Zhixiang.