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Shanghai MicroPort MedBot (Group) Co., Ltd.

上海微创医疗机器人(集团)股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2252)

(I) PROPOSED ADOPTION OF SHARE OPTION SCHEME; AND (II) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

PROPOSED ADOPTION OF SHARE OPTION SCHEME

The Board proposes to adopt the Scheme in accordance with Chapter 17 of the Listing Rules. The purpose of the Scheme is to provide incentive or reward to certain eligible persons for their contribution to, and continuing efforts to promote the interests of, the Group and for such other purposes as the Board may approve from time to time. The Scheme shall take effect subject to and is conditional on: (a) the approval by the Shareholders as required under the Articles of Association; and (b) the passing of the ordinary resolution by the MicroPort Shareholders to approve and adopt the Scheme.

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

To accommodate the actual situation of the Company, the Board proposed to amend article 14 of the Articles of Association.

The Proposed Amendment comprises amendment to one provision of the Articles of Association, with the contents of other provisions of the Articles of Association remaining unchanged.

EGM

The EGM will be convened and held to consider and, if thought fit, approve the Scheme and the Proposed Amendment. A circular of the Company containing, among other things, (i) further details of the Scheme; and (ii) further details of the Proposed Amendment, is expected to be despatched to the Shareholders in due course.

PROPOSED ADOPTION OF SHARE OPTION SCHEME

The board (the “**Board**”) of directors (the “**Directors**”) of Shanghai MicroPort MedBot (Group) Co., Ltd (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to adopt a share option scheme (the “**Scheme**”) in accordance with Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The purpose of the Scheme is to provide incentive or reward to certain eligible persons for their contribution to, and continuing efforts to promote the interests of, the Group and for such other purposes as the Board may approve from time to time. The Scheme shall take effect subject to and is conditional on: (a) the approval by the shareholders of the Company (the “**Shareholders**”) as required under the articles of association of the Company (the “**Articles of Association**”); and (b) the passing of the ordinary resolution by the shareholders (the “**MicroPort Shareholders**”) of MicroPort Scientific Corporation (“**MicroPort**”) to approve and adopt the Scheme. The Company plans to present the Scheme to the Shareholders for approval at the forthcoming extraordinary general meeting of the Company (the “**EGM**”). The principal terms of the Scheme will include the following:

Maximum number of H shares available for exercise

Pursuant to the Scheme, the aggregate number of H shares of the Company (the “**H Shares**”) which may be issued upon exercise of all options to be granted under the Scheme and any other share options schemes of the Company (the “**Other Schemes**”) must not in aggregate exceed 10% of the total number of H Shares in issue as at the date of adoption of the Scheme or the Other Schemes (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 Scheme and the Other Schemes, 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 Scheme and the Other Schemes if this will result in such limit being exceeded.

Maximum entitlement of each eligible person

No options 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 MicroPort Shareholders and by special resolutions of the 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 (as defined under the Listing Rules) of MicroPort) abstained from voting;

- (b) a circular regarding the grant has been despatched to the MicroPort Shareholders and the 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 MicroPort and the Company (if applicable) at which the same are approved.

Exercise Period

The exercise period of the options granted under the Scheme will be determined and notified by the 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.

Exercise Price

Subject to any adjustments made pursuant to the terms of the Scheme, the exercise price shall be a price determined by the 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 The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the relevant 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 relevant offer date; and (c) the nominal value of a H Share.

Duration and Termination

The Scheme shall be valid and effective for a period of 10 years commencing on the date of its adoption. The Scheme may be terminated at any time by way of an ordinary resolution of the Shareholders pursuant to the Articles of Association or a resolution by the Board. After expiry or termination of the Scheme, no further options will be offered, but the provisions of the Scheme shall remain in full force and effect in all other respects and options granted prior to such expiry or termination shall continue to be valid and exercisable in accordance with the Scheme.

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

To accommodate the actual situation of the Company, the Board proposed to amend article 14 of the Articles of Association (the “**Proposed Amendment**”).

The Proposed Amendment comprises amendment to one provision of the Articles of Association, with the contents of other provisions of the Articles of Association remaining unchanged. The details of the Proposed Amendment are as follows:

Article number	Existing article	Amended article
Article 14	<p>The business scope of the Company shall be such items as approved by the company registration authority. The Company's business scope registered according to law: General items: technology development, technology transfer, technology consultation, technology service, technology exchange and technology promotion in the field of medical robotic technology; sales of instruments and meters; sales of mechanical equipment; sales of electronic components and electromechanical units and equipment; sales of metal products; import and export of goods; import and export of technologies; production of Class I medical devices; sales of Class I medical devices; sales of Class II medical devices. Approval items: production of Class II medical devices; production of Class III medical devices; operation of Class III medical devices (except for items subject to approval required by laws, business activities set forth in the business license may be conducted independently in accordance with law). The Company may, upon approval by the general meeting and relevant government authorities (if necessary), adjust its business scope according to law based on changes in the domestic and foreign markets, business development and its own capabilities, and go through the relevant adjustment procedures as required.</p>	<p>The business scope of the Company shall be such items as approved by the company registration authority. The Company's business scope registered according to law: General items: technology development, technology transfer, technology consultation, technology service, technology exchange and technology promotion in the field of medical robotic technology; sales of instruments and meters; sales of mechanical equipment; sales of electronic components and electromechanical units and equipment; sales of metal products; <u>sales of medical equipment supporting software, parts, components and computer software and system integration products and equipment;</u> import and export of goods; import and export of technologies; production of Class I medical devices; sales of Class I medical devices; sales of Class II medical devices. <u>Repair of Class I, Class II and Class III medical devices, their software, parts and components. Relevant ancillary aftermarket services and technical services for Class I, Class II and Class III medical devices, their software, parts and components. Design, system integration, assembly and installation of minimally invasive surgical systems in operating theatres of medical institutions; operating lease of medical equipment.</u> Approval items: production of Class II medical devices; production of Class III medical devices; operation of Class III medical devices (except for items subject to approval required by laws, business activities set forth in the business license may be conducted independently in accordance with law). The Company may, upon approval by the general meeting and relevant government authorities (if necessary), adjust its business scope according to law based on changes in the domestic and foreign markets, business development and its own capabilities, and go through the relevant adjustment procedures as required.</p>

The Board is of the view that the Proposed Amendment is in the interests of the Company and the Shareholders as a whole.

The Proposed Amendment is subject to the approval of the Shareholders by way of special resolution at the EGM. The Proposed Amendment shall come into effect upon the passing of the relevant special resolution at the EGM. Prior to the passing of the relevant special resolution at the EGM, the prevailing Articles of Association shall remain valid.

The Articles of Association are prepared and written in Chinese without formal English version. As such, any English translation shall be for reference only. In the event of any inconsistency, the Chinese version shall prevail. After the Proposed Amendment comes into effect, the full text of the revised Articles of Association will be published on the websites of the Stock Exchange and the Company.

EGM

The EGM will be convened and held to consider and, if thought fit, approve the Scheme and the Proposed Amendment. A circular of the Company containing, among other things, (i) further details of the Scheme; and (ii) further details of the Proposed Amendment, is expected to be despatched to the Shareholders in due course.

By order of the Board
Shanghai MicroPort MedBot (Group) Co., Ltd.
Mr. Sun Hongbin
Chairman

Shanghai, China, 10 February 2022

As at the date of this announcement, the executive Director is Dr. He Chao, the non-executive Directors are Mr. Sun Hongbin, Mr. Sun Xin and Mr. Chen Chen, and the independent non-executive Directors are Ms. Lee Kit Ying, Dr. Li Minghua and Mr. Yao Haisong.