

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board of Directors is comprised of nine Directors, including three executive Directors, three non-executive Directors and three independent non-executive Directors. Our Directors are elected to serve a term of three years, which is renewable upon re-election and/or reappointment at the general meetings of our Company in accordance with the Articles of Association.

The following table sets out information in respect of our Directors:

Name	Age	Position	Date of first joining our Group	Date of appointment as our Director	Responsibility
Dr. Luo Qiyi (羅七一)	58	Non-executive Director and Chairman of our Board	May 21, 2015	August 5, 2019	Participating in decision-making of important matters and the high-level oversight of the management and operations of our Group
Mr. Chen Guoming (陳國明)	36	Executive Director and President	September 1, 2016	September 29, 2020	The research and development and participating in the management and strategic development of our Group
Ms. Yan Luying (閆璐穎)	39	Executive Director and Vice President (regulatory affairs and clinical trial)	September 1 2016	September 29, 2020	The regulatory affairs and clinical trial and participating in the management and strategic development of our Group
Mr. Wu Guojia (吳國佳)	47	Executive Director and Vice President (sales and marketing)	March 15, 2018	September 29, 2020	Sales and marketing and participating in the management and strategic development of our Group
Mr. Zhang Junjie (張俊傑)	43	Non-executive Director	October 19, 2017	August 5, 2019	Participating in decision-making of important matters and the high-level oversight of the management and operations of our Group
Ms. Wu Xia (吳夏)	39	Non-executive Director	October 19, 2017	August 5, 2019	Participating in decision-making of important matters and the high-level oversight of the management and operations of our Group
Mr. Jonathan H. Chou (周嘉鴻)	56	Independent Non-executive Director	January 15, 2021	January 15, 2021	Supervising and providing independent judgment to our Board

DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Position	Date of first joining our Group	Date of appointment as our Director	Responsibility
Dr. Jiang Hualiang (蔣華良)	56	Independent Non-executive Director	January 15, 2021	January 15, 2021	Supervising and providing independent judgment to our Board
Ms. Sun Zhixiang (孫志祥)	53	Independent Non-executive Director	January 15, 2021	January 15, 2021	Supervising and providing independent judgment to our Board

Dr. Luo Qiyi (羅七一), aged 58, is the chairman and a non-executive Director of our Company. He was appointed as a non-executive Director on August 5, 2019 and the chairman of our Board of Directors on January 16, 2020. Dr. Luo is mainly responsible for participating in decision-making of important matters and the high-level oversight of the management and operations of our Group. Dr. Luo also serves as the chairman of MP CardioFlow since he joined our Group in May 2015.

Dr. Luo has over 29 years of experience in the medical device industry. He joined the MicroPort Group in January 2003 and is currently serving as the chief technology officer and a member of the Intercontinental Cardiac Rhythm Management Committee and Greater China Executive Committee of MicroPort. Prior to joining the MicroPort Group, from February 1991 to May 1995, he worked as a supervisor and an engineer of the angioplasty research and development team at Vas-Cath Inc., a subsidiary of C.R. Bard, Inc. which is a medical device manufacturing company listed on the New York Stock Exchange (ticker symbol: BCR). Dr. Luo worked as the principal research and development engineer and a senior manufacturing/development engineer at Medtronic AVE Inc. from May 1995 to December 2002.

Dr. Luo received his bachelor's degree in applied science from Yunnan University of Technology (雲南理工大學) in China in July 1983, his master's degree in applied science from Queen's University in Canada in December 1990 and his doctor's degree in biomedical engineering from University of Shanghai for Science and Technology(上海理工大學) in China in March 2015. Dr. Luo is the inventor or a co-inventor of 208 patents in China, the United States, Japan and the European Union as of the Latest Practicable Date.

Mr. Chen Guoming (陳國明), aged 36, is an executive Director and the President of our Company. He was appointed as an executive Director, President of our Company and director and general manager of MP CardioFlow on September 29, 2020. He joined our Group as a vice president on September 1, 2016 and is mainly responsible for research and development since then and participating in the management and strategic development of our Group.

Mr. Chen focused on research and development, clinical application and supply chain management of devices in the field of valves in the past 10 years. Before joining us in September 2016, Mr. Chen joined the MicroPort Group in March 2010 and worked as senior R&D manager at Shanghai MicroPort Medical from March 2010 to August 2016.

Mr. Chen obtained a bachelor's degree in Engineering Mechanics from Shanghai Jiao Tong University (上海交通大學) in China in June 2007 and a master's degree in mechatronics engineering from Shanghai Jiao Tong University in China in March 2010. He is also the inventor or a co-inventor of 118 invention patents in China and overseas as of the Latest Practicable Date.

DIRECTORS AND SENIOR MANAGEMENT

Ms. Yan Luying (閔璐穎), aged 39, is an executive Director and a Vice President of our Company. She was appointed as our Vice President on September 1, 2016 when she joined our Group, and was appointed as an executive Director and director of MP CardioFlow on September 29, 2020. Ms. Yan is responsible for regulatory affairs and clinical trial and participating in the management and strategic development of our Group.

Ms. Yan has more than 16 years of experience in registration, clinical investigation and management regarding active, non-active, interventional, and implantable devices. Prior to joining our Group in September 2016, Ms. Yan has been working as regulatory affairs senior manager at the MicroPort Group from July 2004 to December 2015.

Ms. Yan obtained a bachelor's degree and a master's degree in biomedical engineering from Capital Medical University (首都醫科大學) in China in July 2004 and December 2012, respectively.

Mr. Wu Guojia (吳國佳), aged 47, was appointed as our Vice President on March 15, 2018 when he joined our Group, and was appointed as an executive Director and director of MP CardioFlow on September 29, 2020. He is responsible for sales and marketing and participating in the management and strategic development of our Group.

Mr. Wu has more than 16 years of experience in medical device companies and more than 6 years of experience as an interventional cardiologist, obtained attending doctor license. Before joining us, Mr. Wu has been working as a clinical training manager at BSC International Medical Trading (Shanghai) Co., Limited, a subsidiary of Boston Scientific Corporation, a medical device company listed on the New York Stock Exchange (ticker symbol: BSX) from April 2005 to September 2009, as regional training manager at Covidien (Shanghai) Management Consulting Co., Ltd., which was acquired by Medtronic Inc., a medical device company listed on the New York Stock Exchange (ticker symbol: MDT) in 2014, from September 2009 to March 2011, and as Asia Pacific training manager, marketing director, sales director successively at St. Jude Medical (Hong Kong) Limited, which was acquired by Abbott Laboratories, a medical device company listed on the New York Stock Exchange (ticker symbol: ABT), from March 2011 to January 2018.

Mr. Wu obtained a bachelor's degree in pediatrics from Shanghai Second Medical University (上海第二醫科大學) (currently, known as Shanghai Jiao Tong University School of Medicine (上海交通大學醫學院)) in China in July 1998.

Mr. Zhang Junjie (張俊傑), aged 43, is a non-executive Director of our Company. He was appointed as a non-executive Director on August 5, 2019 and is mainly responsible for participating in decision-making of important matters of our Group and the high-level oversight of the management and operations of our Group. Mr. Zhang also serves as a director of MP CardioFlow since he joined our Group in October 2017.

Mr. Zhang has over 14 years of experience in the healthcare investment industry. He is currently a director of Shanghai MicroPort Endovascular MedTech (Group) Co., Ltd. (上海微創心脈醫療科技(集團)股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688016), since July 2018. Prior to joining our Group, Mr. Zhang served as a consultant of Deloitte Consulting (Beijing) Co., Ltd. (德勤諮詢(北京)有限公司) from July 2004 to March 2006 and an investment manager of H&Q Asia Pacific Ltd. (漢鼎亞太有限公司) from March 2006 to December 2006. From December

DIRECTORS AND SENIOR MANAGEMENT

2006 to September 2016, he was as a global partner of Actis (Beijing) Investment Consulting Center (L.P.) (英聯(北京)投資諮詢中心(有限合夥)) and he has been a founding partner of Huaxing Healthcare Fund (華興醫療產業基金) since November 2016.

Mr. Zhang received a bachelor's degree in organic chemistry from Lanzhou University (蘭州大學) in China in June 2000 and a master's degree in management and professional accounting from University of Toronto in Canada in November 2004.

Ms. Wu Xia (吳夏), aged 39, is a non-executive Director of our Company. She was appointed as a non-executive Director on August 5, 2019 and is mainly responsible for participating in decision-making of important matters of our Group and the high-level oversight of the management and operations of our Group. Ms. Wu also serves as a director of MP CardioFlow since she joined our Group in October 2017.

Ms. Wu has over 10 years of experience in research and private equity investment focusing on healthcare industry. She is currently serving as a managing director of CICC Capital since January 2019 and is responsible for the overall investment and management of CICC Kangrui. Ms. Wu joined CICC Jia Cheng Investment Management Company Limited (中金佳成投資管理有限公司) in July 2008 and served as vice president from January 2012 to December 2014 and as executive director from January 2015 to August 2018. In August 2018, Ms. Wu transferred into CICC Capital as executive director. Ms. Wu has been a director of Genetron Holdings Limited (a company listed on the NASDAQ under the trading symbol of "GTH") since September 2017.

Ms. Wu obtained her bachelor's degree in finance from Peking University (北京大學) in China in July 2003, and a master's degree in economics and finance from Warwick Business School of the Warwick University in the UK in January 2005. She was awarded "Outstanding Young PE Investor of the Year 2018" by China Renaissance (華興資本) in 2018.

Mr. Jonathan H. Chou (周嘉鴻), aged 56, is an independent non-executive Director of our Company. He was appointed as an independent non-executive Director of our Company on January 15, 2021 and is primarily responsible for supervising and providing independent judgment to our Board.

Mr. Chou is a seasoned finance and operations executive with more than 30 years of professional experience from banking to various senior leadership positions with Fortune 500 companies and Asia headquartered U.S. listed companies. He has been serving as an independent non-executive director, the chairman of the audit committee and a member of the remuneration committee of MicroPort since September 3, 2010. He also serves on the board of directors of Emerging Markets Investors Alliance, a not-for-profit organization which enables the institutional investors to support good governance, promote sustainable development and improve investment performance in the governments and companies in which they invest.

Mr. Chou worked at Kulicke and Soffa Industries, Inc. (a company listed on the NASDAQ under the trading symbol of "KLIC"), a leading provider of semiconductor packaging and electronic assembly solutions supporting the global automotive, consumer, communications, computing and industrial segments, from December 2010 to February 2018 and held position of chief financial officer from December 2010 to November 2017. From April 2008 to December 2010, Mr. Chou served as the

DIRECTORS AND SENIOR MANAGEMENT

chief financial officer of Feihe International, Inc. (a company listed on the New York Stock Exchange in April 2005 under the trading symbol of “ADY”, and the predecessor company of China Feihe Limited, a company listed on the Stock Exchange in November 2019 with stock code of 6186), during which period he led the company’s listing application. Prior to joining Feihe International, Inc., he also served as the chief financial officer of Asia Pacific and various senior financial positions with several Fortune 500 companies, including Honeywell, Tyco ADT, Lucent Technologies / Bell Labs and Public Service Enterprise Group.

Mr. Chou is also a founding member and the chief financial officer of Open5G Inc. where he is primarily responsible for finance, legal and business administration of the company. The company is now pursuing a new open-access business model bringing giga plus fiber connections to homes and businesses by competing in the telecom infrastructure industry.

Mr. Chou was awarded as one of the “China’s Top 10 CFO for 2008” issued by the CFO World Magazine in April 2009 for navigating through the global financial crisis.

Mr. Chou received a bachelor degree in economics from the State University of New York at Buffalo in the United States in February 1988 and a master degree in business administration from Duke University’s Fuqua School of Business in the United States in December 1999.

Dr. Jiang Hualiang (蔣華良), aged 56, is an independent non-executive Director of our Company. He was appointed as an independent non-executive Director of our Company on January 15, 2021 and is primarily responsible for supervising and providing independent judgment to our Board.

Dr. Jiang joined Shanghai Institute of Materia Medica, Chinese Academy of Sciences (中國科學院上海藥物研究所) in August 1995 and successively served as different positions including a research fellow, a director and a research director of State Key Laboratory of Drug Research (新藥研究國家重點實驗室). He is also serving as an adjunct professor at Shenyang Pharmaceutical University (瀋陽藥科大學) since September 2015. He was nominated as an independent non-executive director of Shanghai Junshi Biosciences Co., Ltd. a company listed on the Stock Exchange (stock code: 1877) and Shanghai Stock Exchange (stock code: 688180) on September 30, 2020. Dr. Jiang was recognized as an Academician of Chinese Academy of Sciences (中國科學院院士) in November 2017. Dr. Jiang was awarded the Second Prize of State Technological Invention Award (國家技術發明獎二等獎) by State Council of the People’s Republic of China (中華人民共和國國務院) in 2017, the First Prize of Shanghai Science and Technology Award (上海市科學技術獎一等獎) by Shanghai Municipal People’s Government (上海市人民政府) twice in 2003 and 2015 and the Second Prize of National Natural Science Award (國家自然科學獎二等獎) by State Council of the People’s Republic of China in 2007. He has been an independent non-executive director of Alphamab Oncology, a company listed on the Stock Exchange (stock code: 9966), since November 2019.

Dr. Jiang received his bachelor’s degree in chemistry from Nanjing University (南京大學) in July 1987, his master’s degree in physical chemistry from East China Normal University (華東師範大學) in July 1992 and his doctoral degree in medicinal chemistry from Shanghai Institute of Materia Medica, Chinese Academy of Sciences (中國科學院上海藥物研究所) in July 1995.

Ms. Sun Zhixiang (孫志祥), aged 53, is an independent non-executive Director of our Company. She was appointed as an independent non-executive Director of our Company on

DIRECTORS AND SENIOR MANAGEMENT

January 15, 2021 and is primarily responsible for supervising and providing independent judgment to our Board.

Ms. Sun served as a lawyer at Shanghai Foreign Economic Law Office (上海市對外經濟律師事務所) from July 1990 to December 1996. She served as a Chinese law consultant at Helen Yeo & Partners (Singapore) from January 1997 to January 1998. From February 1998 to February 1999, she worked at Shanghai Xin Min Law Firm (上海市新閔律師事務所) as the director of corporate and finance division. Since March 1999, she has been working at Shanghai Pu Dong Law Office (上海市浦棟律師事務所) and served as a senior partner. She has been an independent non-executive director at Jiangsu Jonnyma New Materials Co., Ltd. (江蘇鏘尼瑪新材料股份有限公司) since October 2017. She has also been a secretary general at Shanghai Donghai Ci Hui Charitable Foundation (上海東海慈善公益基金會) since June 2018.

Ms. Sun obtained her bachelor's degree in law and master's degree in international commercial law from Fudan University (復旦大學) in July 1990 and January 1997, respectively. She was a visiting scholar in East Asian Legal Studies of Harvard Law School from August 2009 to July 2010.

Except as otherwise disclosed in this prospectus, none of our Directors held a position of director in any other listed companies during the Track Record Period, and no other information relating to our Directors is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and no other matters are required to be brought to the attention of our Shareholders.

SENIOR MANAGEMENT

The senior management of our Group are responsible for the day-to-day management of the business of our Group. The following table sets out information about our senior management:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of first joining our Group</u>	<u>Date of appointment as our senior management member</u>	<u>Responsibility</u>
Mr. Chen Guoming (陳國明)	36	Executive Director and President	September 1, 2016	September 1, 2016	The overall management and research and development of our Group and participating in the management and strategic development of our Group
Ms. Yan Luying (閆璐穎)	39	Executive Director and Vice President (regulatory affairs and clinical trial)	September 1, 2016	September 1, 2016	The regulatory affairs and clinical trial and participating in the management and strategic development of our Group
Mr. Wu Guojia (吳國佳)	47	Executive Director and Vice President (sales and marketing)	March 15, 2018	March 15, 2018	Sales and marketing and participating in the management and strategic development of our Group

DIRECTORS AND SENIOR MANAGEMENT

Mr. Chen Guoming (陳國明), aged 36, is an executive Director and the President of our Company. Please refer to “— Board of Directors — Mr. Chen Guoming” for his biography.

Ms. Yan Luying (閔璐穎), aged 39, is an executive Director and a Vice President of our Company. Please refer to “— Board of Directors — Ms. Yan Luying” for her biography.

Mr. Wu Guojia (吳國佳), aged 47, is an executive Director and a Vice President of our Company. Please refer to “— Board of Directors — Mr. Wu Guojia” for his biography.

JOINT COMPANY SECRETARIES

Ms. Li Xiangmei (李香梅) was appointed as one of our joint company secretaries on October 27, 2020. She has been taking the position of the Board secretary of our Group since she joined our Group in February 2020. Prior to that, she has been working as senior manager and manager of shareholders and securities affairs in the MicroPort Group from December 2014 to January 2020.

Prior to joining the MicroPort Group, Ms. Li worked at Sinopec Shanghai Petrochemical Company Limited (中國石化上海石油化工股份有限公司), a petrochemical company listed on New York Stock Exchange (trading symbol: SHI) and the Stock Exchange (stock code: 0338) and the Shanghai Stock Exchange (stock code: 600688) as an investor relations manager from February 2006 to December 2014, during which she also received the senior economist qualification issued by China Petrochemical Corporation (中國石油化工集團公司) in November 2014.

Ms. Li obtained her bachelor of arts and bachelor of business administration (double degree) from Zhengzhou University (鄭州大學) in China in July 2002.

Ms. Chan Lok Yee (陳潔而) was appointed as one of our joint company secretaries on October 27, 2020. Ms. Chan is currently a manager of Corporate Services of Vistra Corporate Services (HK) Limited, a professional provider of corporate services. She has had over seven years of experience in providing company secretarial and compliance services to private and listed companies. Ms. Chan obtained a bachelor’s degree of arts from The Hong Kong Polytechnic University and a master’s degree of science in professional accounting and corporate governance from City University of Hong Kong. She has been an associate member of The Hong Kong Institute of Chartered Secretaries and an associate member of The Institute of Chartered Secretaries and Administrators in the United Kingdom since 2015.

BOARD COMMITTEES

We have established three committees of our Board pursuant to the corporate governance practice requirements under the Listing Rules, including the audit committee, the remuneration committee and the nomination committee.

Audit Committee

We have established an audit committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and the risk management and internal controls system of our Group, review the financial information of our Company, consider

DIRECTORS AND SENIOR MANAGEMENT

issues relating to the external auditors and their appointment, review and approve connected transactions and to advise our Board. The audit committee comprises three independent non-executive Directors, namely Mr. Jonathan H. Chou, Ms. Sun Zhixiang and Dr. Jiang Hualiang. Mr. Jonathan H. Chou, being the chairman of the committee, is appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Remuneration Committee

We have established a remuneration committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. The primary duties of the remuneration committee are to review and make recommendations to our Board regarding the terms of remuneration packages, bonuses and other compensation payable to our Directors and senior management and the establishment of a formal and transparent procedure for developing policy on such remuneration. The remuneration committee comprises one non-executive Director, namely Dr. Luo Qiyi, and two independent non-executive Directors, namely Ms. Sun Zhixiang and Mr. Jonathan H. Chou. Ms. Sun Zhixiang is the chairwoman of the committee.

Nomination Committee

We have established a nomination committee in compliance with the Code on Corporate Governance set out in Appendix 14 to the Listing Rules. The primary duties of the nomination committee are to review the structure, diversity, size and composition of the Board, assess the independence of the Independent Non-executive Directors and to make recommendations to our Board regarding the appointment of Directors and Board succession. The nomination committee comprises one non-executive Director and the chairman of the Board, namely Dr. Luo Qiyi, and two independent non-executive Directors, namely Dr. Jiang Hualiang and Ms. Sun Zhixiang. Dr. Luo Qiyi is the chairman of the committee.

BOARD DIVERSITY POLICY

In order to enhance the effectiveness of our Board and to maintain the high standard of corporate governance, we have adopted the board diversity policy (the “**Board Diversity Policy**”) which sets out the objective and approach to achieve and maintain diversity of our Board. Pursuant to our Board Diversity Policy, we seek to achieve the diversity of our Board through the consideration of a number of factors when selecting the candidates to our Board, including but not limited to gender, skills, age, professional experience, knowledge, cultural, education background, ethnicity and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to our Board.

Our Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at our Board level, including gender diversity, as an essential element in maintaining our Company’s competitive advantage and enhancing its ability to attract, retain and motivate employees from the widest possible pool of available talent. We have also taken, and will continue to take, steps to promote gender diversity at all levels of our Company, including but not limited to our Board and the senior management levels. Currently, three of our Directors are female. We recognize that the gender diversity at our Board level can be improved given the majority of our Directors are male. After the Listing, our nomination committee will discuss periodically and when

DIRECTORS AND SENIOR MANAGEMENT

necessary, agree on the measurable objectives or achieving diversity, including gender diversity, on our Board and recommend them to our Board for adoption.

Our Directors have a balanced mix of knowledge and skills, including overall management and strategic development, quality assurance and control, business development, research and development, investment management, finance and accounting and corporate governance in addition to industry experience in healthcare and medical science. They obtained degrees in various majors including engineering mechanics, chemistry, biomedical engineering, business administration, accountancy, medicine and law. We have three independent non-executive Directors with different industry backgrounds, representing more than one third of the members of our Board. Furthermore, our Board has a balanced age and gender representation. Taking into account our existing business model and specific needs as well as the different backgrounds of our Directors, the composition of our Board satisfies our board diversity policy.

Our Nomination Committee is responsible for ensuring the diversity of our Board members. After the Listing, our Nomination Committee will monitor the implementation of our Board Diversity Policy, review our Board Diversity Policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of our board diversity policy on an annual basis.

DIRECTORS' REMUNERATION

For details on the service contracts and appointment letters signed between our Company and our Directors, see “Appendix IV — Statutory and General Information — C. Further Information about our Directors — 1. Particulars of Directors’ service contracts and appointment letters.”

During the years ended December 31, 2018 and 2019 and the seven months ended July 31, 2020, the total amount of emoluments, salaries, allowances, discretionary bonus, defined contribution retirement plans and other benefits in kind (if applicable) to Directors were approximately RMB4.2 million, RMB4.3 million and RMB15.6 million, respectively. For remuneration details of all Directors during the Track Record Period, please refer to Note 8 to “Appendix I — Accountants’ Report.”

According to the current arrangements, the total amount of remuneration (excluding any possible payment of discretionary bonus) shall be paid by us to Directors for the financial year ended December 31, 2020 is expected to be approximately RMB19.7 million.

The remuneration of Directors has been determined with reference to the salaries of comparable companies and their experience, duties and performance.

During the years ended December 31, 2018 and 2019 and the seven months ended July 31, 2020, the five highest remuneration individuals of our Company included four, four and five Directors, respectively, and their remunerations were included in the total amount of emoluments, salaries, allowances, discretionary bonus, defined contribution retirement plans and other benefits in kind (if applicable) to the relevant Directors set out above. For the years ended December 31, 2018 and 2019 and the seven months ended July 31, 2020, the amount of emoluments, salaries, allowances, discretionary bonus, defined contribution retirement plans and other benefits in kind (if applicable) of the remaining one, one and nil highest paid individuals who are not Directors of our Group were RMB0.7 million, RMB0.6 million and nil, respectively.

DIRECTORS AND SENIOR MANAGEMENT

During the Track Record Period, no remuneration was paid by us nor receivable by Directors or the five highest remuneration individuals as incentives for joining or as rewards upon joining our Company. During the Track Record Period, no remuneration was paid by us nor received by Directors, past directors or the five highest remuneration individuals as compensation for leaving positions of our Group.

During the Track Record Period, none of our Directors have waived any remuneration. Except as otherwise disclosed above, during the Track Record Period, no other amounts shall be paid or payable by us or any of our subsidiaries to our Directors or the five highest remuneration individuals.

Certain of our Directors and employees are granted with share options under the Share Option Scheme. For details of the share options granted, see the section headed “Appendix IV—Statutory and General Information — D. Share Option Scheme” to this prospectus.

Except as otherwise disclosed above, no Director is entitled to receive other special benefits from our Company.

COMPETITION

Each of our Directors confirms that as of the Latest Practicable Date, except as otherwise disclosed in this prospectus, he/she did not have any interest in a business, apart from the business of our Group, which competes or is likely to compete, either directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

From time to time our non-executive Directors may serve on the boards of both private and public companies within the broader healthcare and medical device industries. However, as these non-executive Directors are neither our Controlling Shareholders nor members of our executive management team, we believe that their interests in such companies as directors would not render us incapable of carrying on our business independently from the other companies in which they may hold directorships from time to time.

KEY TERMS OF EMPLOYMENT CONTRACTS

We normally enter into employment contracts, confidentiality agreements and non-competition agreements with our senior management members and other key personnel. Below sets forth the key terms of these contracts we enter into with our senior management and other key personnel.

Confidentiality

- *Scope of confidential information.* Information that the employee shall keep confidential includes but is not limited to trade secrets, inventions, discoveries, technical updates and improvements, data (including but not limited to clinical data), design, know-how, market and sales conditions, information of distributors, customers and employee compensation of our Group and the MicroPort Group.
- *Confidential obligation.* The employee shall keep confidential information in confidence and shall not use, divulge, publish or otherwise disclose or allow to be disclosed any aspect of confidential information to any entity or person whatsoever without the written consent of our Group.

DIRECTORS AND SENIOR MANAGEMENT

- *Confidential period.* The confidentiality obligation shall continue to be in effect after the departure of the employee.

Non-competition

Within two years from the date of the employee's departure (the "**Non-compete Period**"), the employee shall not be engaged in any work, consulting or other services of any kind for any other person or business entity that competes with the Group. The Group shall pay monthly compensation to the relevant employee during the Non-compete Period.

Service Invention

The rights and interests in any invention, discovery, utility model, design and technical solution that produced by the employee within one years from the date of the employee's departure during their employment, including but not limited to those (i) related to the employee's work or (ii) developed in whole or in part using our equipment or confidential information, shall belong to us.

Non-solicitation

The employee agrees that he/she shall not directly or indirectly, (i) solicit, induce, recruit or encourage any of our employees to leave our Group; and (ii) solicit our clients, within two years after termination of employment with our Group.

COMPLIANCE ADVISER

We have appointed Somerley Capital Limited as our compliance adviser (the "**Compliance Adviser**") pursuant to Rule 3A.19 of the Listing Rules. Our Compliance Adviser will provide us with guidance and advice as to compliance with the Listing Rules and applicable Hong Kong laws. Pursuant to Rule 3A.23 of the Listing Rules, our Compliance Adviser will advise our Company in certain circumstances including:

- before the publication of any regulatory announcement, circular, or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where the business activities, development or results of our Group deviate from any forecast, estimate or other information in this prospectus; and
- where the Stock Exchange makes an inquiry to our Company regarding unusual movements in the price or trading volume of the Shares securities, the possible development of a false market in the Shares, or any other matters in accordance with Rule 13.10 of the Listing Rules.

The term of appointment of our Compliance Adviser shall commence on the Listing Date and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date.