

A. FURTHER INFORMATION ABOUT OUR GROUP**1. Incorporation**

Our Company is an exempted company with limited liability incorporated in the Cayman Islands on January 10, 2019. Our registered office address is at P.O. Box 10008, Willow House, Cricket Square, Grand Cayman, KY1-1001, Cayman Islands. Accordingly, our Company's corporate structure and Memorandum and Articles are subject to the relevant laws of the Cayman Islands. A summary of our Memorandum and Articles is set out in the section headed "Summary of the Constitution of our Company and Cayman Islands Company Law" in Appendix III to this prospectus.

Our registered place of business in Hong Kong is at Room 1901, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. We were registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on April 14, 2020 with the Registrar of Companies in Hong Kong. Ms. Chan Lok Yee has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong. The address for service of process in Hong Kong is at Room 1901, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong.

2. Changes in the share capital of our Company

Our Company was incorporated in the Cayman Islands with limited liability on January 10, 2019. As of the date of our Company's incorporation, the authorized share capital of our Company was US\$50,000 divided into 500,000,000 ordinary shares with a par value of US\$0.0001 each.

Save as disclosed in the section headed "History, Development and Corporate Structure," there has been no alteration in the share capital of our Company since its incorporation.

3. Changes in the share capital of our subsidiaries

A summary of the corporate information and the particulars of our principal subsidiaries are set out in Note 1 to the Accountants' Report as set out in Appendix I to this prospectus.

On December 20, 2018, the registered capital of MP CardioFlow was increased from RMB12.8 million to RMB13.4 million. On December 2, 2019, the registered capital of MP CardioFlow was increased from RMB13.4 million to RMB283.4 million. On May 14, 2020, the registered capital of MP CardioFlow further increased to RMB840 million.

On January 10, 2019, Beijing Chenxue was established in the PRC with the registered capital of RMB8.19 million.

On June 8, 2020, Chengdu Xintuo was established in the PRC with the registered capital of RMB25.0 million.

Save as disclosed above, there has been no alteration in the registered capital of our subsidiaries that took place within two years preceding the date of this prospectus.

4. Resolutions of the Shareholders of our Company dated January 15, 2021

Written resolutions of the Shareholders of our Company were passed on January 15, 2021, pursuant to which, among others:

- (a) each unissued and issued share in the share capital of our Company was subdivided into twenty shares of a par value of US\$0.000005 each such that following such subdivision, the authorized share capital shall be US\$50,000.00 divided into 10,000,000,000 shares of a par value of US\$0.000005 each, of which: (i) 9,051,341,680 are designated as ordinary shares of a par value of US\$0.000005 each, (ii) 484,247,660 are designated as Series B Preferred Shares of a par value of US\$0.000005 each, (iii) 225,000,000 are designated as Series C Preferred Shares of a par value of US\$0.000005 each; and (iv) 239,410,660 are designated as Series D Preferred Shares of a par value of US\$0.000005 each;
- (b) conditional on (1) the Listing Committee granting listing of, and permission to deal in, the Shares in issue and to be issued as stated in this prospectus and such listing and permission not subsequently having been revoked prior to the commencement of dealing in the Shares on the Stock Exchange; (2) the Offer Price having been determined; (3) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional and not being terminated in accordance with the terms of the Underwriting Agreements or otherwise, in each case on or before such dates as may be specified in the Underwriting Agreements; and (4) the Underwriting Agreements having been duly executed by the Underwriters and our Company:
 - (i) the Global Offering was approved, and the proposed allotment and issue of the Offer Shares under the Global Offering were approved, and our Board was authorized to determine the Offer Price for, and to allot and issue the Offer Shares;
 - (ii) the Over-allotment Option was approved and our Directors were authorized to effect the same and to allot and issue up to 30,843,000 Shares upon the exercise of the Over-allotment Option;
 - (iii) conditional on the Global Offering becoming unconditional, a general mandate was given to our Directors to exercise all powers of our Company to allot, issue and deal with Shares or securities convertible into Shares and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require Shares to be allotted and issued or dealt with subject to the requirement that the aggregate nominal value of our Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued, otherwise than by way of the Global Offering, rights issue or pursuant to the exercise of any subscription rights attaching to any warrants which may be allotted and issued by our Company from time to time or allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association on a specific authority granted by our Shareholders in a general meeting, shall not exceed the sum of (i) 20% of the aggregate nominal value of our Shares in issue immediately following the completion of the Global Offering (but excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (ii) the

aggregate nominal amount of the share capital of our Company purchased by our Company pursuant to the authority granted to our Directors as referred to in (iv) below;

- (iv) conditional on the Global Offering becoming unconditional, a general mandate (the “**Repurchase Mandate**”) was given to our Directors to exercise all powers of our Company to repurchase its own Shares on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, in accordance with all applicable laws and the requirement of the Listing Rules such number of Shares as will represent up to 10% of the aggregate nominal value of our Shares in issue immediately following the completion of the Global Offering; and
 - (v) the general mandate as mentioned in paragraph (iii) above was extended by the addition to the aggregate nominal value of our Shares which may be allotted and issued or agreed to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the aggregate nominal value of our Shares purchased by our Company pursuant to the mandate to purchase Shares referred to in paragraph (iv) above (up to 10% of the aggregate nominal value of our Shares in issue immediately following the completion of the Global Offering); and
- (c) our Company conditionally approved and adopted the Memorandum and Articles of Association with effect from the Listing.

Each of the general mandates referred to in paragraphs (b)(iii), (b)(iv) and (b)(v) above will remain in effect until whichever is the earliest of:

- the conclusion of the next annual general meeting of our Company;
- the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Articles; or
- the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

5. Repurchase of our own securities

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this prospectus concerning the repurchase of our own securities.

(a) *Provision of the Listing Rules*

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) *Shareholder’s approval*

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary

resolution of the shareholders in a general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to a resolution passed by our Shareholders on January 15, 2021, the Repurchase Mandate was given to our Directors authorizing them to exercise all powers of our Company to repurchase Shares on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, with a total nominal value up to 10% of the aggregate nominal value of our Shares in issue immediately following the completion of the Global Offering with such mandate to expire at the earliest of (i) the conclusion of the next annual general meeting of our Company (unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions), (ii) the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held, and (iii) the date on which it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

(ii) Source of funds

Purchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles and the applicable laws and regulations of Hong Kong and the Cayman Islands. A listed company may not purchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As a matter of Cayman law, any purchases by our Company may be made out of profits or out of the proceeds of a new issue of shares made for the purpose of the purchase or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles and subject to the Cayman Companies Act. Any premium payable on the purchase over the par value of the shares to be purchased must have been provided for out of profits or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles and subject to the Cayman Companies Act.

(iii) Trading restrictions

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue.

A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from repurchasing its securities if the repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A listed company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

(iv) Status of repurchased Shares

The listing of all purchased securities (whether on the Stock Exchange or otherwise) is automatically canceled and the relative certificates must be canceled and destroyed. Under the laws of the Cayman Islands, unless, prior to the purchase the directors of our Company resolve to hold the shares purchased by our Company as treasury shares, shares purchased by our Company shall be treated as canceled and the amount of our Company's issued share capital shall be diminished by the nominal value of those shares. However, the purchase of shares will not be taken as reducing the amount of the authorized share capital under Cayman Islands laws.

(v) Suspension of repurchase

A listed company may not make any repurchase of securities after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company's 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), the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

(vi) Reporting requirements

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following Business Day. In addition, a listed company's annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such repurchases, where relevant, and the aggregate prices paid.

(vii) Core connected persons

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a "core connected person", that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or a close associate of any of them (as defined in the Listing Rules) and a core connected person shall not knowingly sell his securities to the company.

(b) Reasons for repurchases

Our Directors believe that it is in the best interests of our Company and our Shareholders for our Directors to have a general authority from the Shareholders to enable our Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share or earnings per Share and will only be made where our Directors believe that such repurchases will benefit our Company and our Shareholders.

(c) Funding of repurchases

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands.

Our Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, our Directors may make repurchases out of profits of our Company out of the share premium account of our Company or out of the proceeds of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles and subject to the Cayman Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of our Company or from sums standing to the credit of the share premium account of our Company or, if authorized by the Articles and subject to the Cayman Companies Act, out of capital.

However, our Directors do not propose to exercise the general mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or its gearing levels which, in the opinion of our Directors, are from time to time appropriate for our Company.

(d) General

The exercise in full of the Repurchase Mandate, on the basis of 2,366,167,020 Shares in issue immediately following the completion of the Global Offering, excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option and any exercise of share options granted under the Share Option Scheme, could accordingly result in up to approximately 2,397,010,020 Shares being repurchased by our Company during the period prior to the earliest of:

- the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions;
- the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell any Shares to our Company.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any

consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be granted other than in exceptional circumstances.

No core connected person of our Company has notified our Company that he or she has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of material contracts

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this prospectus and are or may be material:

- (a) a restructuring framework agreement (重組框架協議) entered into among Shanghai MicroPort CardioFlow Medtech Co., Ltd. (上海微創心通醫療科技有限公司), Shanghai MicroPort Medical (Group) Co., Ltd. (上海微創醫療器械(集團)有限公司), Shanghai Chenxue Enterprise Management Consulting Center (Limited Partnership) (上海琛雪企業管理諮詢中心(有限合夥)), Huajie (Tianjin) Medical Investment Partnership (Limited Partnership) (華杰(天津)醫療投資合夥企業(有限合夥)), CICC Kangrui I (Ningbo) Equity Investment Limited Partners (Limited Partnership) (中金康瑞壹期(寧波)股權投資基金合夥企業(有限合夥)), Beijing Huatai Ruihe Healthcare Investment Fund IIp (北京華泰瑞合醫療產業投資中心(有限合夥)), SDIC Chuanghe National Leading Fund of Emerging Industries VC (Limited Partnership) (國投創合國家新興產業創業投資引導基金(有限合夥)), Qianyi Investment I L.P., Shanghai MicroPort Limited, MicroPort CardioFlow Limited, MicroPort CardioFlow China Corp. Limited, Shanghai Huahao Enterprise Management Limited Partners (Limited Partnership) (上海鐸浩企業管理合夥企業(有限合夥)) and our Company on March 22, 2019;
- (b) a share purchase agreement entered into among MicroPort CardioFlow Limited, MicroPort CardioFlow China Corp. Limited, Shanghai MicroPort CardioFlow Medtech Co., Ltd. (上海微創心通醫療科技有限公司), Shanghai MicroPort Limited, Shanghai Chenxue Investment Management Center (Limited Partnership) (上海琛雪投資管理中心(有限合夥)), Shanghai Huahao Enterprise Management Limited Partners (Limited Partnership) (上海鐸浩企業管理合夥企業(有限合夥)), CICC Kangrui I (Ningbo) Equity Investment Limited Partners (Limited Partnership) (中金康瑞壹期(寧波)股權投資基金合夥企業(有限合夥)), Beijing Huatai Ruihe Healthcare Investment Fund IIp (北京華泰瑞合醫療產業投資中心(有限合夥)), SDIC Chuanghe National Leading Fund of Emerging Industries VC (Limited Partnership) (國投創合國家新興產業創業投資引導基金(有限合夥)), Qianyi Investment I L.P. and our Company on March 22, 2019;

- (c) a share transfer agreement (股權轉讓協議) entered into among Shanghai MicroPort Medical (Group) Co., Ltd. (上海微創醫療器械(集團)有限公司), Shanghai Chenxue Enterprise Management Consulting Center (Limited Partnership) (上海琛雪企業管理諮詢中心(有限合夥)) and MicroPort CardioFlow International Corp. Limited on April 24, 2019;
- (d) an amendment to share purchase agreement entered into among MicroPort CardioFlow Limited, MicroPort CardioFlow International Corp. Limited, Shanghai MicroPort CardioFlow Medtech Co., Ltd. (上海微創心通醫療科技有限公司), Shanghai MicroPort Limited, Shanghai Chenxue Investment Management Center (Limited Partnership) (上海琛雪投資管理中心(有限合夥)), Shanghai Huahao Enterprise Management Limited Partners (Limited Partnership) (上海鐮浩企業管理合夥企業(有限合夥)), CICC Kangrui I (Ningbo) Equity Investment Limited Partners (Limited Partnership) (中金康瑞壹期(寧波)股權投資基金合夥企業(有限合夥)), Beijing Huatai Ruihe Healthcare Investment Fund llp (北京華泰瑞合醫療產業投資中心(有限合夥)), SDIC Chuanghe National Leading Fund of Emerging Industries VC (Limited Partnership) (國投創合國家新興產業創業投資引導基金(有限合夥)), Qianyi Investment I L.P. and our Company on June 18, 2019;
- (e) the second amendment to share purchase agreement entered into among MicroPort CardioFlow Limited, MicroPort CardioFlow International Corp. Limited, Shanghai MicroPort CardioFlow Medtech Co., Ltd. (上海微創心通醫療科技有限公司), Shanghai MicroPort Limited, Shanghai Chenxue Investment Management Center (Limited Partnership) (上海琛雪投資管理中心(有限合夥)), Shanghai Huahao Enterprise Management Limited Partners (Limited Partnership) (上海鐮浩企業管理合夥企業(有限合夥)), CICC Kangrui I (Ningbo) Equity Investment Limited Partners (Limited Partnership) (中金康瑞壹期(寧波)股權投資基金合夥企業(有限合夥)), Beijing Huatai Ruihe Healthcare Investment Fund llp (北京華泰瑞合醫療產業投資中心(有限合夥)), SDIC Chuanghe National Leading Fund of Emerging Industries VC (Limited Partnership) (國投創合國家新興產業創業投資引導基金(有限合夥)), Qianyi Investment I L.P. and our Company on October 29, 2019;
- (f) a share subscription and purchase agreement entered into among MicroPort CardioFlow Limited, MicroPort CardioFlow International Corp. Limited, Shanghai MicroPort CardioFlow Medtech Co., Ltd. (上海微創心通醫療科技有限公司), Shanghai MicroPort Limited, CMP Cardio Investment Limited, AUT-XVI Holdings Limited, LBC Sunshine Healthcare Fund L.P., CRF Investment Holdings Company Limited, Gamnat Pte. Ltd., Gortune Artemis Limited, Happy Soul Limited, CDG Group Fund L.P. and our Company on April 15, 2020;
- (g) the first amended and restated shareholders agreement entered into among MicroPort CardioFlow Limited, MicroPort CardioFlow International Corp. Limited, Shanghai MicroPort CardioFlow Medtech Co., Ltd. (上海微創心通醫療科技有限公司), Shanghai MicroPort Limited, Shanghai MicroPort Medical (Group) Co., Ltd. (上海微創醫療器械(集團)有限公司), CF Management Global Limited, Miracle Medical Limited, Stride and Strive Limited, Shanghai Huahao Enterprise Management Limited Partners (Limited Partnership) (上海鐮浩企業管理合夥企業(有限合夥)), CICC Kangrui I (Ningbo) Equity Investment Limited Partners (Limited Partnership) (中金康瑞壹期(寧波)股權投資基金合夥企業(有限合夥))

- 夥)), Beijing Huatai Ruihe Healthcare Investment Fund IIP (北京華泰瑞合醫療產業投資中心(有限合夥)), Jipintang Holding Co., Limited (集品堂控股有限公司), SDIC Chuanghe National Leading Fund of Emerging Industries VC (Limited Partnership) (國投創合國家新興產業創業投資引導基金(有限合夥)), Qianyi Investment I L.P., Haitong International Innovation Fund SPC (for and on behalf of Innovation Fund VII SP), CMP Cardio Investment Limited, AUT-XVI Holdings Limited, LBC Sunshine Healthcare Fund L.P., CRF Investment Holdings Company Limited, Gamnat Pte. Ltd., Gortune Artemis Limited, Happy Soul Limited, CDG Group Fund L.P. and our Company on April 29, 2020;
- (h) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司) and CPE Greater China Enterprises Growth Fund pursuant to which CPE Greater China Enterprises Growth Fund agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$20,000,000;
- (i) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司), GAOLING FUND, L.P. and YHG INVESTMENT, L.P. pursuant to which GAOLING FUND, L.P. and YHG INVESTMENT, L.P. agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$15,000,000;
- (j) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司) and LAKE BLEU PRIME HEALTHCARE MASTER FUND LIMITED pursuant to which LAKE BLEU PRIME HEALTHCARE MASTER FUND LIMITED agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$10,000,000;
- (k) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司) and GIC Private Limited pursuant to which GIC Private Limited agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$10,000,000;
- (l) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金

融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司) and Taikang Life Insurance Co., Ltd (泰康人壽保險有限公司) pursuant to which Taikang Life Insurance Co., Ltd (泰康人壽保險有限公司) agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$10,000,000;

- (m) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司), SNOW LAKE CHINA MASTER FUND, LTD. and SNOW LAKE CHINA MASTER LONG FUND, LTD. pursuant to which SNOW LAKE CHINA MASTER FUND, LTD. and SNOW LAKE CHINA MASTER LONG FUND, LTD. agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$10,000,000;
- (n) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司) and Yi Fang Da Brocade Inv. Limited pursuant to which Yi Fang Da Brocade Inv. Limited agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5,000,000;
- (o) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司) and CDG Group Fund L.P. pursuant to which CDG Group Fund L.P. agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5,000,000;
- (p) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司), Indus Pacific Opportunities Master Fund, Ltd., Indus China Master Fund, Ltd., Indus Select Master Fund, Ltd., Cambridge University Endowment Fund and Vitruvius SICAV-Asian Equity pursuant to which Indus Pacific Opportunities Master Fund, Ltd., Indus China Master Fund, Ltd., Indus Select Master Fund, Ltd., Cambridge University Endowment Fund and Vitruvius SICAV-Asian Equity agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5,000,000;
- (q) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited

(中國國際金融香港證券有限公司) and Woodline Master Fund LP pursuant to which Woodline Master Fund LP agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5,000,000;

- (r) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司) and 3W Fund Management Limited pursuant to which 3W Fund Management Limited agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5,000,000;
- (s) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司) and TYBOURNE CAPITAL MANAGEMENT (HK) LIMITED (for itself and as agent and/or fiduciary for Tybourne Equity Master Fund and Tybourne Long Opportunities Master Fund) pursuant to which TYBOURNE CAPITAL MANAGEMENT (HK) LIMITED (for itself and as agent and/or fiduciary for Tybourne Equity Master Fund and Tybourne Long Opportunities Master Fund) agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5,000,000;
- (t) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司) and WT ASSET MANAGEMENT LIMITED (as investment manager for and on behalf of each of WT China Fund Limited and WT China Focus Fund) pursuant to which WT ASSET MANAGEMENT LIMITED (as investment manager for and on behalf of each of WT China Fund Limited and WT China Focus Fund) agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5,000,000;
- (u) a cornerstone investment agreement dated January 21, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司) and China Asset Management Co., Ltd. (華夏基金管理有限公司) (acting for and on behalf of CHINA CONSTRUCTION BANK - CHINA AMC BEST SELECTION EQ FUND - HONGKONG (華夏全球精選股票型證券投資基金), BOC-CHINAAMC MOBILE INTERNET DYNAMIC ALLOCATION HYBRID FUND (華夏移動互聯靈活配置混合型證券投資基金 (QDII)), ICBC LTD CHINA AMC NEB SEC INV FUND (華夏新時代靈活配置混合型證券投資基金 (QDII)) and CCB-CHINA AMC GREATER CHINA ENTERPRISE SELECT HYBRID FUND (華夏大中華企業精選靈活配置混合型證券投資基金 (QDII))) pursuant to which China Asset Management Co., Ltd.

(華夏基金管理有限公司) (acting for and on behalf of CHINA CONSTRUCTION BANK - CHINA AMC BEST SELECTION EQ FUND - HONGKONG (華夏全球精選股票型證券投資基金), BOC-CHINAAMC MOBILE INTERNET DYNAMIC ALLOCATION HYBRID FUND (華夏移動互聯靈活配置混合型證券投資基金 (QDII)), ICBC LTD CHINA AMC NEB SEC INV FUND (華夏新時代靈活配置混合型證券投資基金 (QDII)) and CCB-CHINA AMC GREATER CHINA ENTERPRISE SELECT HYBRID FUND (華夏大中華企業精選靈活配置混合型證券投資基金 (QDII))) agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5,000,000;

- (v) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司) and Pinpoint Asset Management Limited pursuant to which Pinpoint Asset Management Limited agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5,000,000;
- (w) a cornerstone investment agreement dated January 22, 2021 entered into among our Company, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, J.P. Morgan Securities plc, Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司), China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司) and Kunlun Group Limited pursuant to which Kunlun Group Limited agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5,000,000; and
- (x) the Hong Kong Underwriting Agreement.

2. Intellectual property rights

(a) Trademarks

As of the Latest Practicable Date, we had registered the following trademarks which we consider to be or may be material to our business:






No.	Trademark	Place of Registration	Registration Number	Registered Owner	Registration Date
1		EU	010813848	MP CardioFlow	September 15, 2012
2		PRC	10787504	MP CardioFlow	August 7, 2014
3	VitaFlow	EU	014523468	MP CardioFlow	January 21, 2016
4	VitaFlow	PRC	17863778	MP CardioFlow	October 21, 2016
5	VitaFlow	Japan	1376364	MP CardioFlow	October 4, 2017
6	VitaFlow	Peru	256340	MP CardioFlow	October 13, 2017
7	VitaFlow	Taiwan, China	01897941	MP CardioFlow	February 16, 2018
8	VitaFlow	Korea	1376364	MP CardioFlow	November 13, 2018
9	VitaFlow	Russia	706615	MP CardioFlow	April 3, 2019

No.	Trademark	Place of Registration	Registration Number	Registered Owner	Registration Date
10	VitaFlow	Colombia	1376364	MP CardioFlow	October 4, 2017
11	CardioHalo	PRC	17863776	MP CardioFlow	October 21, 2016
12	FireFlow	PRC	17863775	MP CardioFlow	October 21, 2016
13	UniFlow	PRC	17863777	MP CardioFlow	October 21, 2016
14	UNICONE	PRC	37383819	MP CardioFlow	November 21, 2019
15	敖顺	PRC	39598532	MP CardioFlow	March 21, 2020
16	Alwide	PRC	39594470	MP CardioFlow	March 21, 2020
17	敖广	PRC	39575249	MP CardioFlow	March 14, 2020
18	Alhold	PRC	39591842	MP CardioFlow	March 21, 2020
19	Alpass	PRC	39581968	MP CardioFlow	March 21, 2020
20	敖钦	PRC	39581944	MP CardioFlow	March 21, 2020
21		EU	014975551	MP CardioFlow	May 3, 2016
22	VitaFlow	Argentina	2985333	MP CardioFlow	May 7, 2019
23	VitaFlow	Mexico	1376364	MP CardioFlow	October 4, 2017
24	VitaFlow	India	1376364	MP CardioFlow	October 4, 2017
25	VitaFlow	Turkey	1376364	MP CardioFlow	October 4, 2017
26	VitaFlow	Kazakhstan	1376364	MP CardioFlow	October 4, 2017
27	VitaFlow	Kyrgyzstan	1376364	MP CardioFlow	October 4, 2017
28	VitaFlow	Australia	1376364	MP CardioFlow	October 4, 2017
29		Hong Kong	305197014	MP CardioFlow	February 21, 2020
30		Hong Kong	305197005	MP CardioFlow	February 21, 2020
31		Hong Kong	305196998	MP CardioFlow	February 21, 2020

As of the Latest Practicable Date, we had applied for the registration of the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Place of Application	Application Number	Applicant	Application Date
1	VitaFlow	Madrid	1376364	MP CardioFlow	May 9, 2017
2	VitaFlow	U.S.	1376364	MP CardioFlow	May 9, 2017
3	VitaFlow	Pakistan	467264	MP CardioFlow	August 24, 2017
4	VitaFlow	Brazil	913306614	MP CardioFlow	August 30, 2017
5	VitaFlow	Indonesia	D002017041921	MP CardioFlow	August 31, 2017
6	VitaFlow	Canada	1855402	MP CardioFlow	August 31, 2017
7	VitaFlow	Malaysia	2017066942	MP CardioFlow	September 5, 2017
8	VitaFlow	Thailand	170134273	MP CardioFlow	September 27, 2017
9	VitaFlow	Chili	1326519	MP CardioFlow	June 11, 2019
10	VitaFlow	Iran	139850140001054163	MP CardioFlow	September 1, 2019
11	VITAL-X	PRC	46828973	MP CardioFlow	June 1, 2020
12	Alwide	Argentina	3880407	MP CardioFlow	March 11, 2020
13	Alwide	Madrid	1534893	MP CardioFlow	March 6, 2020
14	Alwide	Russia	1534893	MP CardioFlow	March 6, 2020
15	Alwide	Thailand	1534893	MP CardioFlow	March 6, 2020
16	Alwide	Brazil	1534893	MP CardioFlow	March 6, 2020
17	Alwide	India	1534893	MP CardioFlow	March 6, 2020
18	Alwide	Mexico	1534893	MP CardioFlow	March 6, 2020
19	Alwide	EU	1534893	MP CardioFlow	March 6, 2020
20	Alwide	Korea	1534893	MP CardioFlow	March 6, 2020
21	Alwide	Turkey	1534893	MP CardioFlow	March 6, 2020
22	Alwide	Iran	1534893	MP CardioFlow	March 6, 2020
23	Alwide	Malaysia	1534893	MP CardioFlow	March 6, 2020
24	Alwide	Indonesia	1534893	MP CardioFlow	March 6, 2020

As of the Latest Practicable Date, we had been granted by MicroPort the rights to use the following registered trademarks which we consider to be or may be material to our business:

No.	Trademark	Place of Application	Registration Number	Licensee	License period
1		PRC	18561648	MP CardioFlow	January 21, 2017 to January 20, 2027
2		PRC	1362015	MP CardioFlow	February 7, 2020 to February 6, 2030
3		PRC	18561647	MP CardioFlow	January 21, 2017 to January 20, 2027
4		PRC	13981362	MP CardioFlow	January 1, 2017 to October 13, 2025
5		PRC	13246289	MP CardioFlow	December 31, 2015 to June 6, 2025

(b) *Patents*

As of the Latest Practicable Date, we owned the following registered patents which we consider to be or may be material to our business:

No.	Type	Patent	Place of Registration	Registration Number	Registered Owner	Application Date
1	Invention	A delivery device	PRC	201010105587.4	MP CardioFlow	February 4, 2010
2	Invention	A heart valve delivery system and delivery device	PRC	201010184020.0	MP CardioFlow	May 25, 2010
3	Invention	Membrane pervaporation method and device for fixing artificial biological valve	PRC	201110332309.7	MP CardioFlow	October 27, 2011
4	Invention	A preparation method of edge-rigidized artificial biological valve	PRC	201110339534.3	MP CardioFlow	November 1, 2011
5	Invention	A decellularization method for preparing extracellular matrix scaffold material	PRC	201210237911.7	MP CardioFlow	July 10, 2012
6	Invention	Implant delivery system	PRC	201210356246.3	MP CardioFlow	September 21, 2012
7	Invention	Inner tube assembly for implant delivery system	PRC	201510489321.7	MP CardioFlow	September 21, 2012
8	Invention	Heart valve prosthesis	PRC	201310064011.1	MP CardioFlow	February 25, 2013
9	Invention	Electric handle for implant delivery and delivery system	PRC	201310202016.6	MP CardioFlow	May 27, 2013

No.	Type	Patent	Place of Registration	Registration Number	Registered Owner	Application Date
10	Invention	A device and method for loading the implant into the delivery system	PRC	201310534075.3	MP CardioFlow	October 31, 2013
11	Invention	A guide cover for loading implant to delivery system and loading system	PRC	201610889886.9	MP CardioFlow	October 31, 2013
12	Invention	Implant loading outer catheter and implant delivery system	PRC	201310580969.6	MP CardioFlow	November 18, 2013
13	Invention	Driving handle for conveying implant and conveying system	PRC	201510213801.0	MP CardioFlow	April 29, 2015
14	Invention	Implant loading device	PRC	201510443707.4	MP CardioFlow	July 24, 2015
15	Invention	A preparation method of dry animal-derived collagen fiber tissue material and biological prosthesis	PRC	201510232587.3	MP CardioFlow	May 8, 2015
16	Invention	Invasive cardiac valve	U.S.	13519930	MP CardioFlow	December 30, 2010
17	Invention	Invasive cardiac valve	Japan	2012546343	MP CardioFlow	December 30, 2010
18	Invention	Method and device for fixing artificial bioprosthetic valve by membrane pervaporation	Europe	11874705.4	MP CardioFlow	December 15, 2011
19	Invention	Method and device for fixing artificial bioprosthetic valve by membrane pervaporation	Australia	2011379710	MP CardioFlow	December 15, 2011
20	Invention	Method for preparing edge-rigidized artificial biological valve	Brazil	1120140106681	MP CardioFlow	December 14, 2011
21	Invention	Method for preparing edge-rigidized artificial biological valve	Australia	2011380375	MP CardioFlow	December 14, 2011
22	Invention	Method for preparing edge-rigidized artificial biological valve	Europe	11875085.0	MP CardioFlow	December 14, 2011
23	Invention	Device and method for loading implant into delivery system	Japan	2016550926	MP CardioFlow	October 31, 2014
24	Invention	Decellularization method for preparing extracellular matrix support material	Europe	13817500.5	MP CardioFlow	July 8, 2013

No.	Type	Patent	Place of Registration	Registration Number	Registered Owner	Application Date
25	Invention	Decellularization method for preparing extracellular matrix support material	Australia	2013289661	MP CardioFlow	July 8, 2013
26	Invention	Implant delivery system	U.S.	14430139	MP CardioFlow	September 22, 2013
27	Invention	Implant delivery system	Europe	13838923.4	MP CardioFlow	September 22, 2013
28	Invention	Electric handle for implant delivery and delivery system	U.S.	14894270	MP CardioFlow	May 26, 2014
29	Invention	Device and method for loading implant into delivery system	U.S.	15032456	MP CardioFlow	October 31, 2014
30	Invention	Implant capsule and implant delivery system	U.S.	15036902	MP CardioFlow	November 14, 2014
31	Invention	Implant capsule and implant delivery system	Korea	1020167016244	MP CardioFlow	November 14, 2014
32	Invention	Implant capsule and implant delivery system	Japan	2016531036	MP CardioFlow	November 14, 2014
33	Invention	Device and method for loading implant into delivery system	Europe	14857026.0	MP CardioFlow	October 31, 2014
34	Invention	Device and method for loading implant into delivery system	Korea	1020167014429	MP CardioFlow	October 31, 2014
35	Invention	Driving handle for conveying implant, and conveying system	Japan	2017555216	MP CardioFlow	April 27, 2016
36	Invention	Driving handle for conveying implant, and conveying system	Korea	1020177032965	MP CardioFlow	April 27, 2016
37	Invention	Dry animal-derived collagen fiber tissue material and preparation method and bioprosthesis thereof	Japan	2017557385	MP CardioFlow	May 4, 2016
38	Invention	Dry animal-derived collagen fiber tissue material and preparation method and bioprosthesis thereof	U.S.	15571953	MP CardioFlow	May 4, 2016
39	Invention	Dry animal-derived collagen fiber tissue material and preparation method and bioprosthesis thereof	Korea	1020177033714	MP CardioFlow	May 4, 2016

No.	Type	Patent	Place of Registration	Registration Number	Registered Owner	Application Date
40	Invention	Method and device for fixing artificial bioprosthetic valve by membrane pervaporation	Brazil	1120140099740	MP CardioFlow	December 15, 2011
41	Invention	Driving handle for delivering implant, and delivery system	U.S.	15568240	MP CardioFlow	April 27, 2016
42	Invention	Implant delivery apparatus	Japan	2019521045	MP CardioFlow	September 22, 2017
43	Invention	Implant delivery apparatus	Europe	17862538.0	MP CardioFlow	September 22, 2017

As of the Latest Practicable Date, we had applied for the registration of the following patents which we consider to be or may be material to our business:

No	Type	Patent	Place of Registration	Application Number	Applicant	Application Date
1	Invention	Implant delivery device	PRC	201610916660.3	MP CardioFlow	October 20, 2016
2	Invention	Prosthesis heart valve	PRC	201611238574.8	MP CardioFlow	December 28, 2016
3	Invention	Mitral valve prosthesis, tricuspid valve prosthesis and stent	PRC	201710434531.5	MP CardioFlow	June 9, 2017
4	Invention	Delivery apparatus for self-expandable prosthesis and delivery apparatus for self-expandable heart valve prosthesis	PRC	201710743343.0	MP CardioFlow	August 25, 2017
5	Invention	A valve stent and valve prosthesis	PRC	201710829301.9	MP CardioFlow	September 14, 2017
6	Invention	Valve stent, valve prosthesis, and delivery device	PRC	201711148589.X	MP CardioFlow	November 17, 2017
7	Invention	Heart valve prosthesis and its stent	PRC	201711467178.7	MP CardioFlow	December 28, 2017
8	Invention	Heart valve prosthesis and delivery device thereof	PRC	201810103244.0	MP CardioFlow	February 1, 2018
9	Invention	A loading device for implant	PRC	201810241334.6	MP CardioFlow	March 22, 2018
10	Invention	Implant delivery catheter and implant delivery system	PRC	201810590164.2	MP CardioFlow	June 8, 2018
11	Invention	Implant loading device	PRC	201810904782.X	MP CardioFlow	August 9, 2018

No	Type	Patent	Place of Registration	Application Number	Applicant	Application Date
12	Invention	A heart valve prosthesis	PRC	201810955003.9	MP CardioFlow	August 21, 2018
13	Invention	Delivery device	PRC	201811014867.7	MP CardioFlow	August 31, 2018
14	Invention	A valve stent and prosthetic heart valve	PRC	201811181564.4	MP CardioFlow	October 11, 2018
15	Invention	A heart valve stent and its prosthesis	PRC	201811205699.X	MP CardioFlow	October 17, 2018
16	Invention	Balloon dilatation catheter, balloon and its preparation method	PRC	201811317928.7	MP CardioFlow	November 5, 2018
17	Invention	Drive handle and delivery system for delivering implants	PRC	201811408443.9	MP CardioFlow	November 23, 2018
18	Invention	A delivery catheter and delivery device for artificial valve	PRC	201811611144.5	MP CardioFlow	December 27, 2018
19	Invention	A delivery catheter and delivery device for artificial valve	PRC	201811612802.2	MP CardioFlow	December 27, 2018
20	Invention	Loading tool for implant and medical device	PRC	201811653500.X	MP CardioFlow	December 28, 2018
21	Invention	Stent conveying device and stent loading method	PRC	201811642855.9	MP CardioFlow	December 29, 2018
22	Invention	A prosthetic heart valve	PRC	201910045807.X	MP CardioFlow	January 17, 2019
23	Invention	Implant loading tool, compression device and loading system	PRC	201910069078.1	MP CardioFlow	January 24, 2019
24	Invention	A heart valve stent and heart valve prosthesis	PRC	201910223986.1	MP CardioFlow	March 22, 2019
25	Invention	Driving handle and delivery system for delivering implants	PRC	201910272202.4	MP CardioFlow	April 4, 2019
26	Invention	An artificial heart valve leaflet and heart valve prosthesis	PRC	201910611275.1	MP CardioFlow	July 8, 2019
27	Invention	Delivery device for medical implant	PRC	201910829483.9	MP CardioFlow	September 3, 2019
28	Invention	A heart valve stent and its prosthesis	PRC	201910970095.2	MP CardioFlow	October 12, 2019

APPENDIX IV**STATUTORY AND GENERAL INFORMATION**

No	Type	Patent	Place of Registration	Application Number	Applicant	Application Date
29	Invention	A implant delivery device and inner tube assembly and catheter thereof	PRC	201911348433.5	MP CardioFlow	December 24, 2019
30	Invention	Balloon dilatation catheter and balloon dilatation catheter assembly	PRC	202010266608.4	MP CardioFlow	April 7, 2020
31	Invention	Expandable catheter and expandable sheath	PRC	202010367031.6	MP CardioFlow	April 30, 2020
32	Invention	Dilation balloon and balloon dilatation catheter	PRC	202010408663.2	MP CardioFlow	May 14, 2020
33	Invention	Implant delivery device	PRC	202010888615.8	MP CardioFlow	August 28, 2020
34	Invention	Implant loading tool and medical device	PRC	202010912005.7	MP CardioFlow	September 2, 2020
35	Invention	Cardiac valve delivery catheter and delivery system	PRC	201710682415.5	MP CardioFlow	August 10, 2017
36	Invention	Invasive cardiac valve	Europe	10840590.3	MP CardioFlow	December 30, 2010
37	Invention	Method and device for fixing artificial bioprosthetic valve by membrane pervaporation	India	900KOLNP2014	MP CardioFlow	December 15, 2011
38	Invention	Heart valve prosthesis	Europe	14754475.3	MP CardioFlow	February 25, 2014
39	Invention	Device and method for loading implant into delivery system	Brazil	1120160094867	MP CardioFlow	October 31, 2014
40	Invention	Implant capsule and implant delivery system	Europe	14862047.9	MP CardioFlow	November 14, 2014
41	Invention	Implant capsule and implant delivery system	Brazil	1120160108582	MP CardioFlow	November 14, 2014
42	Invention	Driving handle for delivering implant, and delivery system	Europe	16785926.3	MP CardioFlow	April 27, 2016
43	Invention	Method for preparing edge-rigidized artificial biological valve	India	3683CHENP2014	MP CardioFlow	December 14, 2011

APPENDIX IV**STATUTORY AND GENERAL INFORMATION**

No	Type	Patent	Place of Registration	Application Number	Applicant	Application Date
44	Invention	Valve stent and valve prosthesis	U.S.	16647153	MP CardioFlow	August 17, 2018
45	Invention	Delivery apparatus for self-expandable prosthesis and delivery apparatus for self-expandable heart valve prosthesis	Europe	18849207.8	MP CardioFlow	August 1, 2018
46	Invention	Valve stent and valve prosthesis	Japan	2020515152	MP CardioFlow	August 17, 2018
47	Invention	Valve stent and valve prosthesis	Europe	18856271.4	MP CardioFlow	August 17, 2018
48	Invention	Valve stent, valve prosthesis, and delivery device	Europe	18877449.1	MP CardioFlow	November 6, 2018
49	Invention	Cardiac valve prosthesis and stent thereof	U.S.	16958518	MP CardioFlow	November 23, 2018
50	Invention	Cardiac valve prosthesis and stent thereof	Europe	18897523.9	MP CardioFlow	November 23, 2018
51	Invention	Cardiac valve prosthesis and delivery device thereof	U.S.	16966008	MP CardioFlow	January 11, 2019
52	Invention	Cardiac valve prosthesis and delivery device thereof	Europe	19747473.7	MP CardioFlow	January 11, 2019
53	Invention	Dry animal-derived collagen fiber tissue material and preparation method and bioprosthesis thereof	Brazil	1120170237326	MP CardioFlow	May 4, 2016
54	Invention	Dry animal-derived collagen fiber tissue material and preparation method and bioprosthesis thereof	Europe	16792109.7	MP CardioFlow	May 4, 2016
55	Invention	Driving handle for delivering implant, and delivery system	Brazil	1120170232243	MP CardioFlow	April 27, 2016
56	Invention	Guide cap and loading system for loading implant into delivery system	U.S.	16127895	MP CardioFlow	September 11, 2018

No	Type	Patent	Place of Registration	Application Number	Applicant	Application Date
57	Invention	Implant delivery apparatus	U.S.	16343562	MP CardioFlow	September 22, 2017
58	Invention	Implant delivery apparatus	Korea	1020197014517	MP CardioFlow	September 22, 2017
59	Invention	Valve prosthesis	U.S.	16474490	MP CardioFlow	September 28, 2017
60	Invention	Valve prosthesis	Japan	2019535373	MP CardioFlow	September 28, 2017
61	Invention	Valve prosthesis	Europe	17888410.2	MP CardioFlow	September 28, 2017
62	Invention	Valve prosthesis	Korea	1020197021589	MP CardioFlow	September 28, 2017
63	Invention	Valve prosthesis	India	201917029711	MP CardioFlow	September 28, 2017
64	Invention	Implant loading device	PCT	PCTCN2019099518	MP CardioFlow	August 6, 2019
65	Invention	A valve stent and prosthetic heart valve	PCT	PCTCN2019110538	MP CardioFlow	October 11, 2019
66	Invention	A heart valve stent and thereof prosthesis	PCT	PCTCN2019111230	MP CardioFlow	October 15, 2019
67	Invention	Balloon dilatation catheter, balloon and preparation method	PCT	PCTCN2019115699	MP CardioFlow	November 5, 2019
68	Invention	Driving handle and delivery system used for delivering implant	PCT	PCTCN2019118486	MP CardioFlow	November 14, 2019
69	Invention	Bicuspid valve prosthesis, tricuspid valve prosthesis, and stent thereof	U.S.	16619626	MP CardioFlow	June 7, 2018
70	Invention	Bicuspid valve prosthesis, tricuspid valve prosthesis, and stent thereof	Japan	2019567717	MP CardioFlow	June 7, 2018
71	Invention	Bicuspid valve prosthesis, tricuspid valve prosthesis, and stent thereof	Europe	18812866.4	MP CardioFlow	June 7, 2018
72	Invention	Implant loading apparatus	U.S.	17040060	MP CardioFlow	January 11, 2019
73	Invention	Implant loading apparatus	Japan	2020551319	MP CardioFlow	January 11, 2019

No	Type	Patent	Place of Registration	Application Number	Applicant	Application Date
74	Invention	Stent conveying device and stent loading method	PCT	PCTCN2019126696	MP CardioFlow	December 19, 2019
75	Invention	Delivery catheter and delivery device for artificial valve	PCT	PCTCN2019127067	MP CardioFlow	December 20, 2019
76	Invention	Delivery catheter and delivery device for artificial valve	PCT	PCTCN2019127046	MP CardioFlow	December 20, 2019
77	Invention	Implant loading tool and medical device	PCT	PCTCN2019127986	MP CardioFlow	December 24, 2019
78	Invention	Bicuspid valve prosthesis, tricuspid valve prosthesis and stent thereof	Korea	1020197038346	MP CardioFlow	June 7, 2018
79	Invention	Implant loading tool, compression device and loading system	PCT	PCTCN2020072134	MP CardioFlow	January 15, 2020
80	Invention	Heart valve stent and prosthesis thereof	PCT	PCTCN2020080529	MP CardioFlow	March 21, 2020
81	Invention	Drive handle and delivery system for delivering implants	PCT	PCTCN2020081997	MP CardioFlow	March 30, 2020
82	Invention	An artificial heart valve leaflet and heart valve prosthesis	PCT	PCTCN2020100712	MP CardioFlow	July 7, 2020
83	Invention	Delivery device for medical implant	PCT	PCTCN2020110893	MP CardioFlow	August 24, 2020
84	Invention	Heart valve stent and prosthesis thereof	PCT	PCTCN2020118028	MP CardioFlow	September 27, 2020
85	Invention	Heart valve prosthesis	PCT	PCTCN2019098177	MP CardioFlow	July 29, 2019
86	Invention	Implant conveying device, Inner tube assembly and catheter	PCT	PCTCN2020127488	MP CardioFlow	November 9, 2020
87	Invention	Implant delivery tube fitting and implant delivery system	U.S.	17059978	MP CardioFlow	May 31, 2019
88	Invention	Implant delivery tube fitting and implant delivery system	Europe	19814900.7	MP CardioFlow	May 31, 2019
89	Invention	Implant loading apparatus	Europe	19770259.0	MP CardioFlow	January 11, 2019

No	Type	Patent	Place of Registration	Application Number	Applicant	Application Date
90	Invention	Valve stent and valve prosthesis	PRC	202011272857.0	MP CardioFlow	November 13, 2020
91	Invention	Valve stent and valve prosthesis	PRC	202011272850.9	MP CardioFlow	November 13, 2020
92	Invention	Stent conveying system assembly and artificial valve conveying system assembly	PRC	202011452773.5	MP CardioFlow	December 11, 2020
93	Invention	Artificial heart valve prosthesis	PRC	202011459644.9	MP CardioFlow	December 11, 2020
94	Invention	Delivery device	U.S.	17257139	MP CardioFlow	August 30, 2019
95	Invention	Delivery device	Europe	19853341.6	MP CardioFlow	August 30, 2019
96	Invention	Treatment of biological prosthetic tissues and biological prosthetic heart valves	PRC	202011573018.2	MP CardioFlow	December 23, 2020
97	Invention	Dilating balloon and balloon dilation catheter	PRC	202011611933.6	MP CardioFlow	December 30, 2020
98	Invention	Dilating balloon and balloon dilation catheter	PRC	202011611923.2	MP CardioFlow	December 30, 2020
99	Invention	Heart valve prosthesis	PRC	202011611922.8	MP CardioFlow	December 30, 2020
100	Invention	Delivery device	India	202017057518	MP CardioFlow	August 30, 2019

(c) ***Domain names***

As of the Latest Practicable Date, we owned the following domain name which we consider to be or may be material to our business:

No.	Domain name	Registered Owner	Expiry Date
1	cardioflowmedtech.com	MP CardioFlow	December 3, 2029
2	cardioflowmedtech.cn	MP CardioFlow	December 3, 2029

Save as aforesaid, as of the Latest Practicable Date, there were no other intellectual property rights which we consider to be or may be material to our business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS**1. Particulars of Directors' service contracts and appointment letters****(a) Executive Directors**

Each of our executive Directors has entered into a service contract with our Company on January 15, 2021. The initial term of their respective service contract shall commence from the date of his/her appointment as a Director and continue for a period of three years after or until the third annual general meeting of our Company since the Listing Date, whichever is earlier, and shall be automatically renewed for successive periods of three years (subject always to re-election as and when required under the Articles), until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than three months' prior notice in writing.

(b) Non-executive Directors and Independent non-executive Directors

Each of our non-executive Directors and independent non-executive Directors has entered into an appointment letter with our Company on January 15, 2021. The initial term for their appointment letters shall commence from the date of his/her appointment as a Director and continue for a period of three years after or until the third annual general meeting of our Company since the Listing Date, whichever is earlier, and shall be automatically renewed for successive periods of three years (subject always to re-election as and when required under the Articles), until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing.

2. Remuneration of Directors

Remuneration and benefits in kind of approximately RMB4.2 million, RMB4.3 million and RMB15.6 million in aggregate were paid and granted by our Group to our Directors in respect of the years ended December 31, 2018, 2019 and seven months ended July 31, 2020.

Under the arrangements currently in force, our Directors will be entitled to receive remuneration and benefits in kind which, for the year ended December 31, 2020, is expected to be approximately RMB19.7 million in aggregate (excluding discretionary bonus).

3. Disclosure of interests**(a) Interests and Short Positions of Our Directors and the Chief Executive of Our Company in the Share Capital of our Company and Its Associated Corporations Following Completion of the Global Offering**

Immediately following completion of the Global Offering (assuming the Over-allotment Option is not exercised, the share options granted under the Share Option Scheme are not exercised and each Preferred Share will be converted to one Share upon the Global Offering becoming unconditional), the interests or short positions of our Directors and chief executives in the Shares, underlying shares and debentures of our Company and its associated corporations, within the meaning of Part XV of the SFO, which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/ she is taken or deemed

to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, will be as follows:

(i) Long positions in the underlying Shares of our Company

<u>Name of Director</u>	<u>Nature of interest</u>	<u>Number of underlying Shares in respect of the options granted under the Share Option Scheme</u>	<u>Approximate percentage of interest in our Company after completion of Global Offering (assuming Over-allotment is not exercised)</u>	<u>Approximate percentage of interest in our Company after completion of Global Offering (assuming Over-allotment is fully exercised)</u>
Dr. Luo Qiyi	Beneficial owner	6,000,000	0.25%	0.25%
Mr. Chen Guoming	Beneficial owner	5,000,000	0.21%	0.21%
Ms. Yan Luying	Beneficial owner	4,000,000	0.17%	0.17%
Mr. Wu Guojia	Beneficial owner	4,000,000	0.17%	0.17%

(ii) Long positions in the shares and underlying shares of our associated corporations

<u>Name of Directors</u>	<u>Name of associated corporation</u>	<u>Nature of interest</u>	<u>Percentage of shareholding in the associated corporation</u>
Mr. Zhang Junjie	MicroPort	Interest of controlled corporation ⁽¹⁾	5.32%
Dr. Luo Qiyi	MicroPort	Beneficial owner ⁽²⁾	0.50%
	MicroPort MedBot (Shanghai) Co., Ltd. (微創 (上海) 醫療機器人有限公司) ⁽³⁾	Interest in a controlled corporation ⁽⁴⁾	1.20%
Mr. Chen Guoming	MicroPort	Beneficial owner ⁽⁵⁾	0.01%
Ms. Yan Luying	MicroPort	Beneficial owner ⁽⁶⁾	0.01%
Mr. Jonathan H. Chou	MicroPort	Beneficial owner ⁽⁷⁾	0.06%

Notes:

- (1) As of the Latest Practicable Date, Mr. Zhang Junjie held 100% interests in East Mega Limited. East Mega Limited held 50% voting management shares of Starwick Investments Limited. East Image Limited was interested in 92.96% non-voting participating shares issued by Starwick Investments Limited. Starwick Investments Limited held 96,179,874 shares in long position of MicroPort. Therefore, Mr. Zhang Junjie was deemed to be interested in the shares of MicroPort under the SFO.
- (2) As of the Latest Practicable Date, Dr. Luo Qiyi was interested in (i) 5,499,801 underlying shares of MicroPort by virtue of the options granted to him under the share option scheme of the MicroPort; and (ii) 3,523,743 shares of MicroPort.
- (3) As of the Latest Practicable Date, MicroPort MedBot (Shanghai) Co., Ltd. was held approximately 53.8% by Shanghai Latent Artificial Intelligence Co., Ltd. (上海默化人工智能科技有限公司), a wholly owned subsidiary of MicroPort, and therefore an associated corporation of the Company under the SFO.
- (4) As of the Latest Practicable Date, MicroPort MedBot (Shanghai) Co., Ltd. was held approximately 1.5% by Shanghai Qingyin Enterprise Management Consulting Center (Limited Partnership) (上海擎銀企業管理諮詢中心(有限合夥)), which was held approximately 78.3% by FW JVL Limited. The entire share capital of FW JVL Limited was wholly owned by Dr. Luo Qiyi. Therefore, Dr. Luo Qiyi was deemed to be interested in the shares of MicroPort MedBot (Shanghai) Co., Ltd. under the SFO.

- (5) As of the Latest Practicable Date, Mr. Chen Guoming was interested in 110,000 underlying shares of MicroPort by virtue of the options granted to him under the share option scheme of the MicroPort.
- (6) As of the Latest Practicable Date, Ms. Yan Luying was interested in (i) 170,000 underlying shares of MicroPort by virtue of the options granted to her under the share option scheme of the MicroPort; and (ii) 800 shares of MicroPort.
- (7) As of the Latest Practicable Date, Mr. Jonathan H. Chou was interested in 1,000,000 underlying shares of MicroPort by virtue of the options granted to him under the share option scheme of MicroPort.

(b) *Interests and Short Positions Discloseable under Divisions 2 and 3 of Part XV of the SFO*

For information on the persons who will, immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised, the share options granted under the Share Option Scheme are not exercised and each Preferred Share will be converted to one Share upon the Global Offering becoming unconditional), having or be deemed or taken to have beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the issued voting shares of any other member of our Company, see “Substantial Shareholders” of this prospectus.

Save as disclosed in the section headed “Substantial Shareholders” in this prospectus, our Directors were not aware of any persons who would, immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised, the share options granted under the Share Option Scheme are not exercised and each Preferred Share will be converted to one Share upon the Global Offering becoming unconditional), having or be deemed or taken to the beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the issued voting shares of any member of our Group or had option in respect of such capital.

4. Disclaimers

Save as disclosed in this prospectus:

- (a) there are no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between our Directors and any member of our Group;
- (b) none of our Directors or the experts named in the paragraph headed “— E. Other Information — 4. Qualifications and consents of experts” in this Appendix has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this prospectus, acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (c) save as disclosed in this prospectus or in connection with the Underwriting Agreements, none of our Directors nor any of the experts named in the paragraph headed “— E. Other Information — 4. Qualifications and consents of experts” in this Appendix is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group as a whole;

- (d) taking no account of any Shares which may be taken up under the Global Offering, so far as is known to any Director or chief executive of our Company, no other person (other than a Director or chief executive of our Company) will, immediately following completion of the Global Offering, have interests or short positions in the Shares and underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or (not being a member of our Group), be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group;
- (e) none of our Directors or chief executive of our Company has any interests or short positions in the Shares, underlying shares or debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered into the register referred to therein, or will be required, pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers, to be notified to our Company and the Stock Exchange once the Shares are listed thereon;
- (f) save in connection with the Underwriting Agreements, none of the experts named in the paragraph headed “E. Other Information – 4. Qualifications and consents of experts” in this Appendix: (i) is interested legally or beneficially in any of our Shares or any shares in any of our subsidiaries; or (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group; and
- (g) none of our Directors or their respective close associates or any Shareholders of our Company (who to the knowledge of our Directors owns more than 5% of the number of our issued shares) has any interest in our five largest suppliers or our five largest customers.

D. SHARE OPTION SCHEME

1. Principle terms

The following is a summary of the principal terms of the Share Option Scheme of our Company as approved and adopted by ordinary resolution of the shareholders of MicroPort (“**MicroPort Shareholders**”) in the extraordinary general meeting of MicroPort dated March 13, 2020. (“**Adoption Date**”). The terms of the Share Option Scheme will be governed by Chapter 17 of the Listing Rules.

(a) *Purpose*

The purpose of the Share Option Scheme is to provide incentive or reward to eligible persons for their contribution to, and continuing efforts to promote the interests of, our Group and for such other purposes as our Board may approve from time to time.

(b) Who may join

Eligible persons include:

- (i) any employee (whether full-time or part-time) of our Group;
- (ii) any director (including executive, non-executive and independent non-executive directors) of our Group; and
- (iii) any director (including executive, non-executive and independent non-executive directors) or employee (whether full-time or part-time) of MicroPort who, in the sole and absolute direction of our Board, has contributed or will contribute to the development of our Group.

The basis of eligibility of any of the above classes of eligible persons to the grant of any options shall be determined by our Board from time to time on the basis of their contribution to the development and growth of our Group.

(c) Duration of the Share Option Scheme

The Share Option 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 expiry of the 10-year period referred to in this paragraph, the provisions of the Share Option Scheme shall remain in full force and effect.

(d) Maximum number of Shares

At the time of adoption of the Share Option Scheme or any new Share Option Scheme (the “**New Scheme**”), the aggregate number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme, the New Scheme and all schemes existing at such time (the “**Existing Scheme(s)**”) of our Group must not in aggregate exceed 5% of the total number of Shares in issue as of the date of adoption of the Share Option Scheme or the New Scheme (as the case may be) (the “**Scheme Mandate Limit**”). For the purposes of calculating the Scheme Mandate Limit, the 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 MicroPort Shareholders and special resolution of our Shareholders of our Company in their respective general meeting, provided that:

- (i) the Scheme Mandate Limit so refreshed shall not exceed 5% of the total number of Shares in issue as of the date of the MicroPort Shareholders’ approval or the date of the Shareholders’ approval, whichever is later, of the refreshing of the Scheme Mandate Limit;
- (ii) options previously granted under any Existing Scheme(s) (including options outstanding, canceled, 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
- (iii) a circular regarding the proposed refreshing of the Scheme Mandate Limit has been despatched to the MicroPort Shareholders and 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.

Our Company may seek separate approvals from the MicroPort Shareholders and our Shareholders in their respective general meeting for granting options which will result in the Scheme Mandate Limit being exceeded, provided that:

- (i) the grant is to eligible persons specifically identified by our Company before the approval is sought; and
- (ii) a circular regarding the grant has been despatched to the MicroPort Shareholders and our 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 required to 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 Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of our Company, must not, in aggregate, exceed 30% of the total number of Shares in issue from time to time. No options may be granted under the Share Option Scheme and any other share option schemes of our Company if this will result in such limit being exceeded.

(e) *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 number of Shares issued and to be issued upon exercise of all options (granted and proposed to be granted, whether exercised, canceled 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 Shares in issue at such time, unless:

- (i) 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 MicroPort Shareholders and Shareholders (if applicable) in their respective general meeting, at which the Relevant Eligible Person and his/her close associates (or his/her associates if the Relevant Eligible Person is a connected person of our Company) abstained from voting;
- (ii) a circular regarding the grant has been despatched to MicroPort Shareholders and our 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

- (iii) the number and terms (including the subscription price) of such options are fixed before the general meeting of MicroPort and our Company (if applicable) at which the same are approved.

(f) *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 our 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 our 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. Our 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 our Board may determine from time to time.

Our 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 or the date on which the conditions for the offer are satisfied, whichever is earlier.

(g) *Subscription price*

Subject to the effect of alterations to share capital as set out in paragraph (s), the price at which each Share subject to an option may be subscribed for on the exercise of that option shall be a price determined by our Board in its sole and absolute discretion and notified to an eligible person. The subscription price shall be subject to further alteration in accordance with relevant requirements under note (2) to Rule 17.03(9) of the Listing Rules, pursuant to which, the exercise price of any options granted after the listing of our Company on the Stock Exchange or any other stock exchange on which our Company is listed must not be lower than the new issue price. In particular, the exercise price of any options granted during the period commencing six months before the lodgment of form A1 (or its equivalent for listing on GEM or other stock exchanges) by our Company on the Main Board of the Stock Exchange up to the Listing Date of our Company shall be not lower than the new issue price of the listing.

(h) *Grant of options to connected persons*

Where an option is to be granted to a Director, chief executive officer or substantial shareholder of our Company, or any of their respective associates (as defined in the Listing Rules), the grant shall not be valid unless it has been approved by the independent non-executive Directors, 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 MicroPort 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 Shares issued and to

be issued upon exercise of all options (granted and proposed to be granted, whether exercised, canceled or outstanding) to the relevant eligible person (i) exceeding 0.1% of the total number of 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 Shares at the date of each grant, such grant shall not be valid unless:

- (i) a circular containing the details of the grant has been despatched to the MicroPort 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 (a) details of the number and terms of the options (including the subscription 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, 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 subscription price; (b) a recommendation from the independent non-executive directors of MicroPort (excluding independent non-executive director who is also a proposed grantee of the options) to the independent shareholders as to voting; (c) the information required under Rules 17.02(2)(c) and (d) and the disclaimer required under Rule 17.02(4); and (d) the information required under Rule 2.17; and
- (ii) the grant has been approved by the MicroPort Shareholders in general meeting (taken on a poll), at which the proposed grantee, his/her associate, and all core connected persons (as defined in the Listing Rules) of MicroPort abstained from voting in favor.

Our Company will comply with the applicable legal and regulatory requirements of the stock exchange on which it is listed in relation to grant of options to connected persons.

(i) *Ranking of Shares*

The Shares to be allotted and issued upon the exercise of an option shall be subject to the Articles and the laws of the Cayman Islands for the time being in force and shall rank *pari passu* in all respects with other fully-paid Shares in issue as of the date of allotment and will entitle the holders to the same rights of the holders of other fully-paid Shares in issue, including voting, dividend, transfer and any other rights. In particular, the 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 aforementioned Shareholder's rights.

(j) *Restrictions on the time of grant of options*

No Offer shall be made after any inside information (as defined in the Listing Rules) of MicroPort has come to the knowledge of our Company, until such information has been announced by MicroPort 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 the board

of directors of MicroPort (as such is first notified by MicroPort to the Stock Exchange in accordance with the Listing Rules) for the approval of the MicorPort'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 MicroPort 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 result 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.

(k) *Rights on ceasing to be an eligible person*

- (i) Where the grantee is a Director or an employee of our Group and his/her employment ceases for any reason other than death or becoming permanently disabled as described in paragraph (iii) below, the option may not be exercised after the date of such cessation, which date shall be his/her last actual working day with our Group whether salary is paid in lieu of notice or not;
- (ii) where the grantee is a Director or an employee of our Group and our Board at its absolute discretion determines that he/she is unable to pay or to have no reasonable prospect of being able to pay his/her debts, or has become insolvent, or has made any arrangements or composition with his/her creditors generally or on which he/she has been convicted of any criminal offense involving his/her integrity or honesty, the option granted to such grantee may not be exercised on or after the date on which our Board has so determined;
- (iii) 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/her death or permanent disability. However, if our 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/her 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
- (iv) if our Board at its absolute discretion determines that the grantee (other than an employee of our Group) or his/her associate has committed any breach of any contract entered into between the grantee or his/her associate on one part and our 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/her creditors generally, the option granted to such grantee may not be exercised on or after the date on which our Board has so determined.

(l) *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 our Shareholders (or all such 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/her personal representatives) may by notice in writing to our Company 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.

(m) *Rights on compromise or other arrangement*

If a compromise or arrangement between our Company and our Shareholders or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of our Company or its amalgamation with any other company or companies, our Company 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 our Company summoning the meeting to consider such a compromise or arrangement, and thereupon the grantee (or his/her 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/her 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 Share Option Scheme. Our Company may require the grantee (or his/her personal representatives) to transfer or otherwise deal with the 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 Shares been subject to such compromise or arrangement.

(n) *Rights on winding-up*

In the event a notice is given by our Company to our Shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up our Company other than for the purposes of a reconstruction, amalgamation or scheme of arrangement, our Company shall on the same date as or soon after it despatches such notice to each member of our Company 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/her personal representatives) shall be entitled to exercise all or any of his/her options at any time no later than four Business Days prior to the proposed general meeting of our Company by giving notice in writing to our Company, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given whereupon our Company 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 Shares to the grantee credited as fully paid.

(o) *Lapse of option*

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

- (i) the expiry of the Option Period;
- (ii) the date referred to in paragraph (k)(i);

- (iii) the date referred to in paragraph (k) (ii);
- (iv) the expiry of the 60-day period referred to in paragraph (k) (iii);
- (v) the date referred to in paragraph (k) (iv);
- (vi) the expiry of the period referred to in paragraphs (l);
- (vii) subject to the compromise or arrangement becoming effective, the expiry of the period referred to in paragraph (m);
- (viii) subject to paragraph (n), the date of the commencement of the winding-up of our Company; or
- (ix) the non-fulfillment of any condition to the Share Option Scheme on or before the date stated therein.

Our Company shall owe no liability to any grantee for the lapse of any option under this paragraph.

(p) *Cancellation of options*

Our 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 canceled pursuant to paragraph (r) below.

No options may be granted to an eligible person in place of his/her canceled options unless there are available unissued options (excluding the canceled options) within the Scheme Mandate Limit from time to time.

(q) *Termination of the Share Option Scheme*

Our Company, by a special resolution of our Shareholders pursuant to the Articles, may at any time terminate the operation of the Share Option Scheme and in such event no further option will be offered but the provisions of the Share Option 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 Share Option Scheme. MicroPort does not have the discretion to terminate the operation of the Share Option Scheme.

(r) *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 favor of any third party over or in relation to any option. Any breach of the foregoing shall entitle our Board to cancel any outstanding options or any part thereof granted to such grantee.

(s) *Effect of alterations to share capital*

In the event of any alteration to the capital structure of our Company whilst any option remains exercisable, arising from capitalization issue, rights issue, consolidation, subdivision or reduction of

the share capital of our Company in accordance with the legal requirements or requirements of the Stock Exchange, other than any alteration in the capital structure of our Company as a result of an issue of Shares as consideration in a transaction to which our Company and/or MicroPort is a party, adjustment (if any) shall be made to:

- (i) the number of Shares subject to the option so far as unexercised; and/ or
- (ii) the subscription price for the Shares subject to the option so far as unexercised; and/or
- (iii) any combination thereof.

As of the date of this prospectus, there are no such unexercised adjustments as described in this paragraph.

In the event of any adjustment as described in this paragraph, the auditors of our Company (the “**Auditors**”) or the independent financial adviser to our Company (acting as expert not arbitrator) shall at the request of our Company certify in writing to our 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. Our Company will comply with the applicable legal and regulatory requirements of the Stock Exchange in relation to such adjustment.

Any such adjustments must give a grantee the same proportion of the equity capital of our Company 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 the Notice immediately after the Rule” attached to the letter of the Stock Exchange dated September 5, 2005 to all issuers relating to share option scheme) 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 subscription price for the 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 our Company 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 our Company and the grantees. The costs of the Auditors or the independent financial adviser to our Company shall be borne by our Company. Notice of such adjustment shall be given to the grantees by our Company.

(t) *Alteration of the Share Option Scheme*

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

- (i) the definitions of “eligible Person” and “grantee”; and
- (ii) 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 MicroPort Shareholders and Shareholders in general meeting (with participants and their respective associates abstaining from voting).

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

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

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

2. Outstanding Options

As of the Latest Practicable Date, the aggregate number of underlying Shares pursuant to the outstanding share options granted under the Share Option Scheme is 71,908,940 (as adjusted after the Share Subdivision). Immediately following completion of the Global Offering (assuming the Over-allotment Option is not exercised and the share options granted under the Share Option Scheme are not exercised), the aggregate number of Shares underlying all outstanding share options granted represents approximately 3.04% of the issued Shares immediately following the completion of the Global Offering.

Assuming full exercise of the outstanding options under the Share Option Scheme, the shareholding of our Shareholders immediately following the Global Offering will be diluted by approximately 2.95% if calculated on 2,366,167,020 Shares, representing the outstanding Shares in issue immediately after the completion of the Global Offering (assuming the Over-allotment Option is not exercised and no shares are issued pursuant to the Share Option Scheme).

The consequent impact on the earnings per ordinary share for the years ended December 31, 2018 and 2019 and the seven months ended July 31, 2020 is nil, nil and nil respectively, being the incremental impact to diluted earnings per share, since the options would not be included in the calculation of diluted earnings per share due to anti-dilution.

As of the Latest Practicable Date, our Company had conditionally granted share options to 168 participants under the Share Option Scheme, including our Directors, a director of MicroPort and members of our senior management. All of the share options under the Share Option Scheme were granted on March 31, 2020. Our Company will grant further share options under the Share Option Scheme after the Listing. The table below shows the details of share options granted to our Directors, a director of MicroPort and members of our senior management under the Share Option Scheme that are outstanding as of the date of this prospectus. As of the date of this prospectus, no share options had been granted to other connected persons under the Share Option Scheme.

<u>Name</u>	<u>Address</u>	<u>Position</u>	<u>Exercise price (US\$)</u>	<u>Number of Shares underlying the outstanding options</u>	<u>Date of grant</u>	<u>Exercise period</u>	<u>Approximate percentage of equity interest in our Company underlying the outstanding options upon the Global Offering¹</u>
Directors and senior management of our Company							
Dr. Luo Qiyi	No. 17, Lane 333, Qing Tong Road, Pudong New Area, Shanghai, PRC	Non-executive Director and Chairman of our Board	0.16	6,000,000	March 31, 2020	10 years from grant date	0.25%
Mr. Chen Guoming	Lane 2955 Langu Road, Pudong New Area, Shanghai, PRC	Executive Director and President	0.16	5,000,000	March 31, 2020	10 years from grant date	0.21%
Ms. Yan Luying	No.8 Xibinhe Road, Dongcheng District Beijing, PRC	Executive Director and Vice President	0.16	4,000,000	March 31, 2020	10 years from grant date	0.17%
Mr. Wu Guojia	No. 2, Lane 99 Yiminhe Road Hongkou District Shanghai, PRC	Executive Director and Vice President	0.16	4,000,000	March 31, 2020	10 years from grant date	0.17%
Subtotal:				19,000,000			0.80%
Director of MicroPort							
Dr. Chang Zhaohua	Room 2702, No. 32, Lane 99, Puming Road, Pudong New Area, Shanghai, PRC	Chairman and Chief Executive Officer	0.16	6,000,000	March 31, 2020	10 years from grant date	0.25%

<u>Name</u>	<u>Address</u>	<u>Position</u>	<u>Exercise price (US\$)</u>	<u>Number of Shares underlying the outstanding options</u>	<u>Date of grant</u>	<u>Exercise period</u>	<u>Approximate percentage of equity interest in our Company underlying the outstanding options upon the Global Offering¹</u>
Other grantees who have been granted options to subscribe for 1,000,000 Shares or more							
Mr. Fu Xiaokang	Room 901, Building 15, Dongzhimen Huijiayuan, Dongcheng District, Beijing	Senior Director of Supply Chain Department	0.16	2,400,000	March 31, 2020	10 years from grant date	0.10%
Ms. Zhuang Yaping	Room 302, No. 1, Lane 201, Guilin West Street, Xuhui District, Shanghai	Senior Director of Quality Department	0.16	2,300,000	March 31, 2020	10 years from grant date	0.10%
Ms. Li Xiangmei	No. 44, Lane 2238, Zhangyang Road, Pudong New Area, Shanghai	Joint Company Secretary and Board Secretary	0.16	1,500,000	March 31, 2020	10 years from grant date	0.06%
Ms. Ni Nuan	No. 368, Lane 8888, Zhongchun Road, Minhang District, Shanghai	Director of Finance	0.16	1,500,000	March 31, 2020	10 years from grant date	0.06%
Ms. Gui Baozhu	No.134, Lane 4501, Yanggao South Road, Pudong New Area, Shanghai	R&D Director	0.16	1,214,140	March 31, 2020	10 years from grant date	0.05%
Ms. Bi Jie	Building 11, No. 10 Taipingzhuang, Chunxiu Road, Chaoyang District, Beijing	Domestic Clinical Director	0.16	1,145,200	March 31, 2020	10 years from grant date	0.05%
Subtotal:				10,059,340			0.43%
Total:				35,059,340			1.48%

The table below shows the details of share options granted to individuals, other than the grantees as set out in the table above, under the Share Option Scheme that are outstanding as of the Latest Practicable Date.

<u>Range of Shares underlying the outstanding options</u>	<u>Total number of grantees</u>	<u>Total number of Shares underlying the outstanding options</u>	<u>Exercise price (US\$)</u>	<u>Date of grant</u>	<u>Exercise period</u>	<u>Approximate percentage of equity interest in our Company underlying the outstanding options upon the Global Offering¹</u>
1 to 199,999	90	8,857,220	0.16	March 31, 2020	10 years from grant date	0.37%
200,000 to 599,999	57	20,663,080	0.16	March 31, 2020	10 years from grant date	0.87%
600,000 to 999,999	10	7,329,300	0.16	March 31, 2020	10 years from grant date	0.31%

Note:

- ¹ Based on the assumption that all Preferred Shares will be converted into Shares on a 1:1 basis on the Listing Date and that the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon the exercise of share options under the Share Option Scheme.

3. Waiver and exemption

Our Company has applied for and has been granted (i) a waiver from the Stock Exchange from strict compliance with the disclosure requirements under Rule 17.02(1)(b) and paragraph 27 of Appendix IA to the Listing Rules; and (ii) an exemption from the SFC from strict compliance with the disclosure requirements of paragraph 10(d) of Part I of the Third Schedule to the Companies Ordinance. See “Waivers and Exemptions from Compliance with the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance” for details.

E. OTHER INFORMATION

1. Estate duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

2. Litigation

As of the Latest Practicable Date, our Directors were not aware of any litigation, arbitration proceedings or claim of material importance is pending or threatened against any member of our Group that could have a material adverse effect on our financial condition or results of operations.

3. Joint Sponsors

The Joint Sponsors have made an application on our behalf to the Listing Committee for the listing of, and permission to deal in, the Shares in issue, the Shares to be issued pursuant to the Global Offering (including the additional Shares which may fall to be issued pursuant to exercise of the Over-allotment Option (if any)). All necessary arrangements have been made to enable such Shares to be admitted into CCASS.

Each of the Joint Sponsors will be paid by our Company a fee of USD 500,000 to act as a sponsor to our Company in connection with the Listing.

4. Qualifications and consents of experts

The following experts have each given and have not withdrawn their respective written consents to the issue of this prospectus with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

Name	Qualification
J.P. Morgan Securities (Far East) Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) of the regulated activities under the SFO
Citigroup Global Markets Asia Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) of the regulated activities under the SFO
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) of the regulated activities under the SFO
Commerce & Finance Law Offices	Legal advisers as to PRC law
Maples and Calder (Hong Kong) LLP	Legal advisers as to Cayman Islands laws
KPMG	Certified public accountants and Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant

Save as disclosed in this prospectus, as of the Latest Practicable Date, none of the experts named above had any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

5. Binding effect

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

6. No material and adverse change

Our Directors believe that, save as disclosed in this prospectus, there has been no material or adverse change in the financial or trading or prospects of our Group since July 31, 2020 (being the date to which the latest audited consolidated financial statements of our Group were prepared).

7. Bilingual document

The English language and Chinese language versions of this prospectus are being published separately in reliance upon the exemption provided by section 4 of Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

8. Preliminary expenses

We have not incurred any material preliminary expenses in relation to the incorporation of our Company.

9. Promoters

We have no promoter for the purpose of the Listing Rules. Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Global Offering and the related transactions described in this prospectus.

10. Disclaimers

(a) Save as disclosed in this prospectus:

- (i) within the two years immediately preceding the date of this prospectus, neither we nor any of our subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash;
- (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (iii) within the two years immediately preceding the date of this prospectus, no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any shares or loan capital of any member of our Group;
- (iv) within the two years immediately preceding the date of this prospectus, no commission has been paid or payable to any persons for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any shares of our Company or any of our subsidiaries;
- (v) no founder, management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued;
- (vi) our Company has no outstanding convertible debt securities or debentures;

- (vii) there is no arrangement under which future dividends are waived or agreed to be waived or is agreed conditionally or unconditionally to be put under option; and
 - (viii) there has not been any interruption in the business of our Company which may have or have had a material and adverse effect on the financial position of our Company in the 12 months immediately preceding the date of this prospectus.
- (b) The principal register of members of our Company will be maintained by our Principal Share Registrar, Tricor Services (Cayman Islands) Limited, in the Cayman Islands and our Hong Kong branch register of members will be maintained by our Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, in Hong Kong. Unless our Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our Hong Kong Share Registrar and may not be lodged in the Cayman Islands.
- (c) No company within our Group is presently listed on any stock exchange or traded on any trading system and no listing or permission to deal is being or is proposed to be sought.