

**MICROPORT SCIENTIFIC CORPORATION**  
(the “Company”)  
(Incorporated in the Cayman Islands with limited liability)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON  
FOR ELECTION AS A DIRECTOR OF THE COMPANY**

(Updated on 19 March 2012)

**1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION**

- 1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Articles 16.3 and 16.4 of the Company’s Articles of Association.
- 1.2 Extract of Articles 16.3 and 16.4 are set out below:

Article 16.3

“The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”

Article 16.4

“No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.”

2. **REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)**

2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of such person proposed to be elected as a director;
- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. **PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

3.1 If a shareholder wishes to propose a person (the “Candidate”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “Notice”) at the Company’s head office at 501 Newton Rd., ZJ Hi-Tech Park, Shanghai, P. R. China.

3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.

3.3 The period for lodgment of the Notice shall commence on the day after the despatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.

3.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.

*Note: If there is any inconsistency between the English and Chinese versions of this document, the **\*[English version]** shall prevail.*

微创医疗科学有限公司  
(「本公司」)  
(于开曼群岛注册成立的有限公司)

股东提名人选参选为本公司董事的程序  
(于2012年3月19日更新)

1. 本公司组织章程细则的规定
  - 1.1 有关股东提名人选参选为本公司董事的规定载列于本公司组织章程细则内之细则第16.3条及第16.4条。
  - 1.2 细则第16.3条及第16.4条的原文节录如下：

Chinese translation of

Article 16.3

“The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”

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## 2. 香港联合交易所有限公司证券上市规则（「《上市规则》」）的规定

2.1 根据《上市规则》第13.70条及13.74条，本公司必须遵守以下规定：

- 如本公司在刊发股东大会通告后，收到一名股东提名某名人士于股东大会上参选董事的通知，本公司必须刊登公告或发出补充通函；
- 公告或补充通函内须包括该位被提名参选董事人士按《上市规则》第13.51(2)条的规定而须披露的资料；
- 公告或补充通函必须在有关股东大会举行日期前不少于10个营业日前刊登；及
- 本公司必须评估是否需要将选举董事的会议押后，让股东有至少10个营业日考虑公告或补充通函所披露的有关资料。

## 3. 股东提名人选参选董事的程序

3.1 若股东拟提名个别人士（「候选人」）于股东大会上参选为本公司董事，须把一份书面通知（「提名通知」）送交本公司的总办事处，地址为中国上海张江高科技园区牛顿路501号。

3.2 该提名通知必须：(i) 包括候选人按《上市规则》第13.51(2)条的规定而须披露的资料；及 (ii) 由有关股东签署，以及候选人签署以表示其愿意接受委任和同意公布其个人资料。

3.3 递交提名通知的期间将由股东大会的通告发送后开始，但不得迟于该股东大会举行日期之前7天结束。

3.4 为了让本公司的股东有充足时间考虑有关选举候选人为本公司董事的建议，本公司促请拟提建议的股东尽早递交其提名通知。

**注：** 如本文件的英文及中文版本有任何差异，概以\*[英文版本]为准。