

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

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-

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.*

Chinese translation of

Article 16.3

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