



**CODE OF  
BUSINESS  
CONDUCT  
AND ETHICS**



# CHAIRMAN'S STATEMENT



Dear Colleagues,

Welcome to our Code of Business Conduct and Ethics. It has been designed to help every one of us make the right decisions and remain true to our core values and business principles. Our management credo “Eyes for Greatness, Hands on Details”, applies as well as to how MicroPort conducts business. There are eight elements of our core values: Quality, Integrity, Accountability, Efficiency, Innovation, Aspiration, Dedication and Collaboration. Integrity is one of the core values at the very heart of our company. MicroPort requires uncompromised integrity of every employee, regardless of the situation or parties involved. As ambassadors of our company, we are responsible for ourselves and the patients that our products directly impact. We shall also live and conduct ourselves with uncompromised integrity at all times. Doing the right thing is not negotiable. This requires not only compliance with laws and regulations, but also recognition of the expectations and aspirations of a variety of stakeholders.

Companies must not just proclaim the highest standards; they must live them every day. The Code of Business Conduct and Ethics is intended to help our employees worldwide understand and follow the policies and procedures, so that we can compete ethically and fairly in all circumstances. A personal commitment to ethics and compliance is something over which we each have absolute control. Keep the Code of Business Conduct and Ethics as your guide, helping you refresh your knowledge and providing you with sound advice. Any gap in a 100% compliance undermines our performance and risks substantial loss, as well as impacts our valuable reputation. Please take time to read and follow the Code of Business Conduct and Ethics, and do not hesitate to ask questions especially to help you make any critical decisions that may arise in your work.

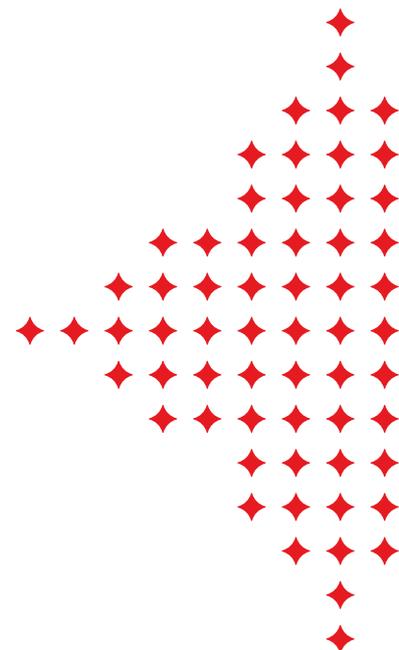
Thank you for your commitment to ethics and compliance.

Sincerely,

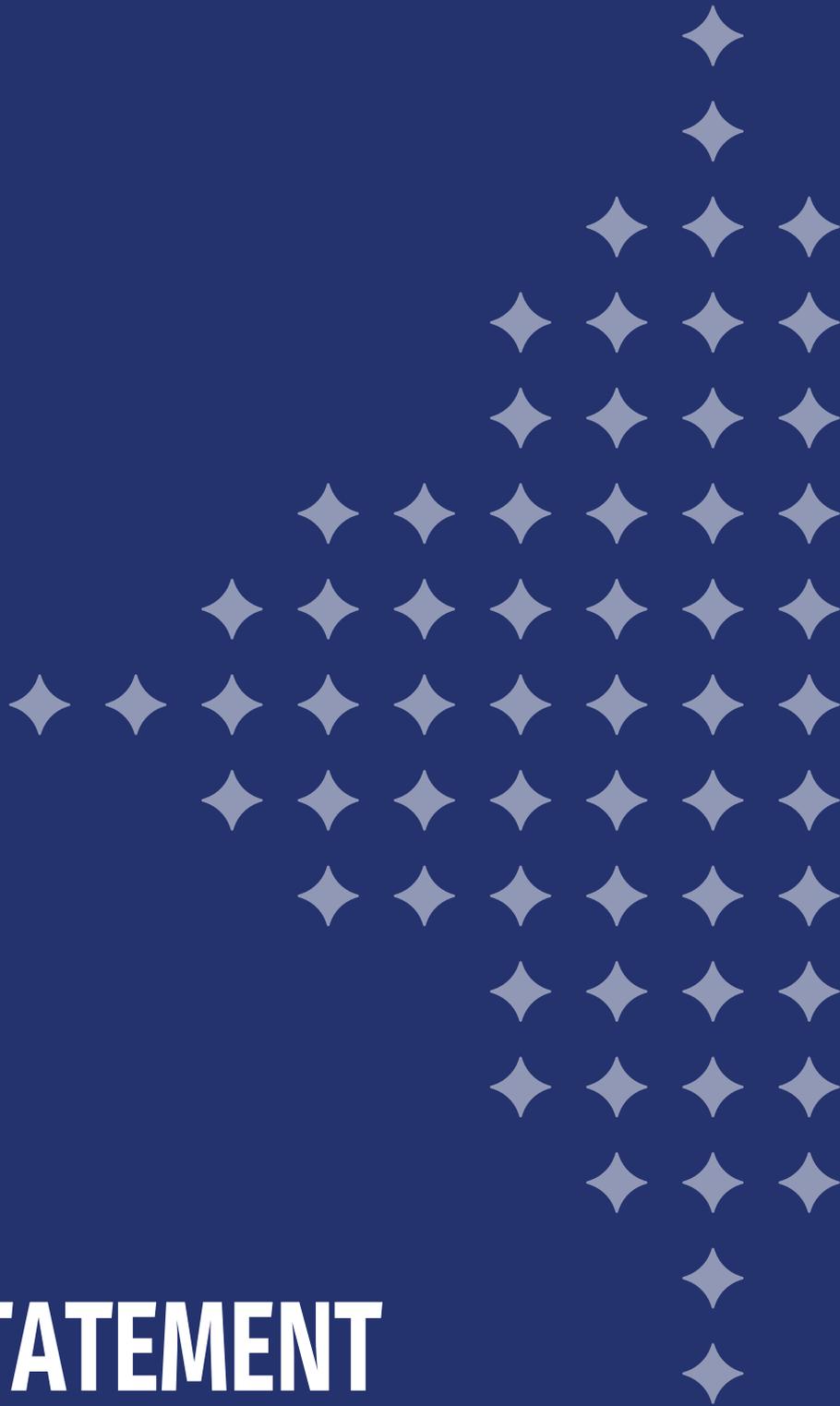
A handwritten signature in black ink, appearing to be the Chinese characters '李中华' (Li Zhonghua), which corresponds to Dr. Zhaohua Chang.

**Dr. Zhaohua Chang**  
Chairman and CEO

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# **POLICY STATEMENT**

# POLICY STATEMENT



It is the policy of MicroPort Scientific Corporation (the “Company” or “MicroPort”) to conduct its affairs in accordance with all applicable laws, rules and regulations of the countries in which it does business. This Code of Business Conduct and Ethics (“Code”) applies to all employees (full-time, part-time, and temporary), officers and directors of the Company, distributors, contractors, and suppliers when acting on behalf of the Company; the Code refers to any person in one of these categories as a “Company Representative.” This Code is designed to promote:

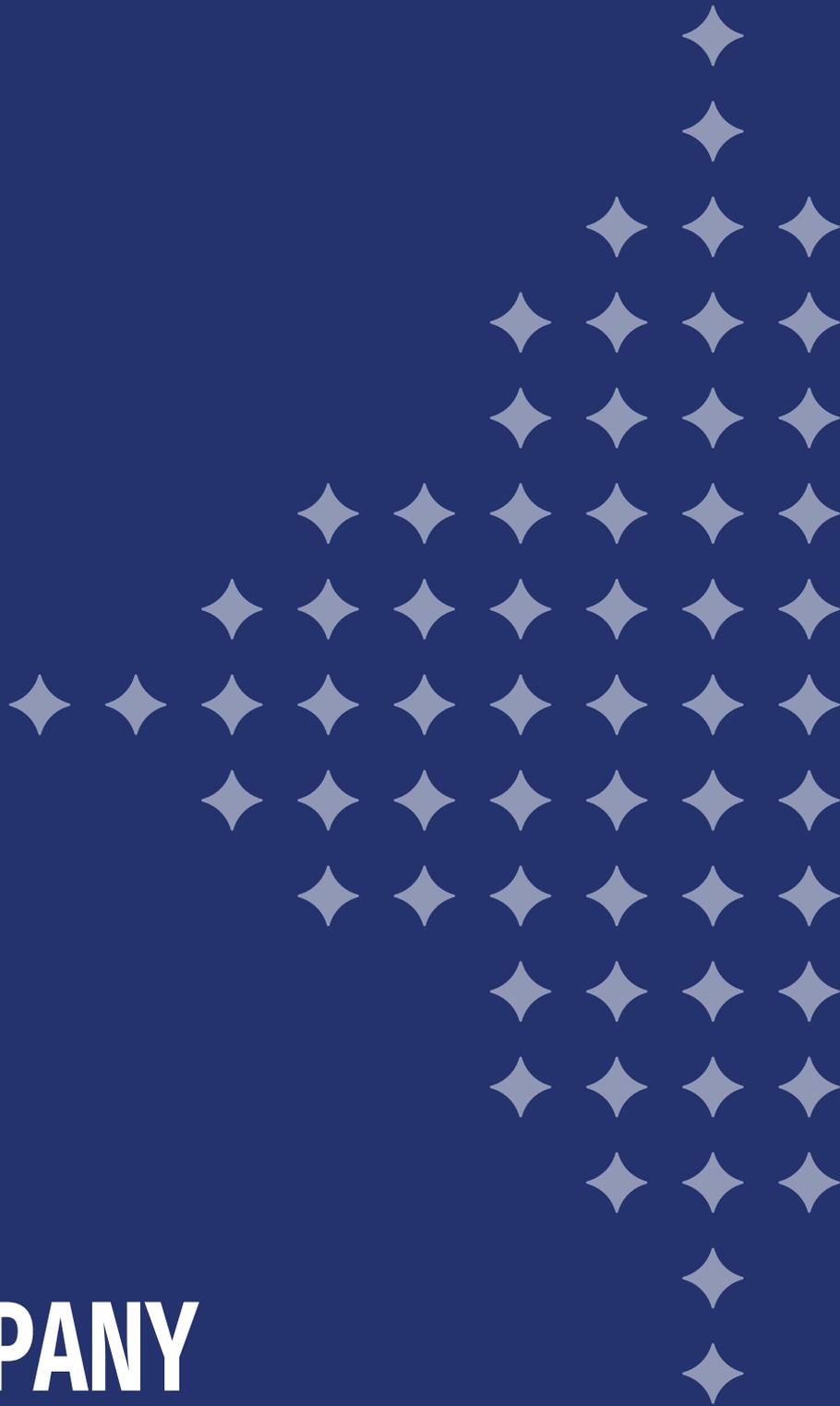
- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in the reports and documents the Company files with, or submits to, the related stock exchanges and in other public communications made by the Company;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting to the appropriate person of violations of this Code; and
- accountability for adherence to this Code.

MicroPort has established standards for behavior that affects the Company, and Company Representatives should pattern their daily performance in compliance with those standards. The Company promotes ethical behavior and encourages Company Representatives to talk to the Compliance Officer and Chief Executive Officer (“Designated Officers”) when in doubt about the best course of action in a particular situation.

Additionally, Company Representatives should report to appropriate personnel suspected violations of laws, rules, regulations or this Code, as well as complaints, concerns, and information regarding accounting matters (which should include accounting practices, internal accounting controls, or other auditing matters), corporate fraud, or violations of laws committed by the Company or its agents. Company Representatives reporting such violations or complaints in good faith will not be subject to discipline or retaliation. Reporting procedures are set forth under “**Compliance and Reporting**” below.

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide you. Corporate policies and procedures provide details pertinent to many of the provisions of the Code. You are expected to be aware of, and to act in accordance with, both the Code and the Company’s other policies and procedures at all times. Although there can be no better course of action than to apply common sense and sound judgment, do not hesitate to use the resources available whenever it is necessary to seek clarification.

This Code is applicable to MicroPort and its subsidiaries and affiliates, such as Shanghai MicroPort Medical (Group) Co., Ltd. and their subsidiaries and affiliates.



**OUR COMPANY  
AND PRODUCT**

# OUR COMPANY AND PRODUCT



## COMPANY, VISION AND CORE VALUES

### COMPANY

MicroPort Scientific Corporation and its subsidiaries (collectively the “Group”) is a leading medical device company listed on the main board of the Hong Kong Stock Exchange (HK: 853), with business focusing on innovating, manufacturing, and marketing high-quality and high-end medical devices globally. MicroPort has a vast global footprint that includes R&D and manufacturing sites across the world, providing solutions in several major areas, which include Cardiovascular Intervention & Structural Heart Diseases, Electrophysiology & Cardiac Rhythm Management, Orthopedics & Soft Tissue Repair, Aortic & Peripheral Vascular Diseases, Neurovascular Intervention & Neuro-Modulation, Surgical and Critical Care & Intelligent Surgical Robotics, Endocrine Management & In Vitro Fertilization, Urology & Gynecology & Respiratory & Gastroenterology, Ophthalmology, ENT, Dental & Full Body Aesthetics, In vitro Diagnostics & Medical Imaging, Solid Tumor Treatment Technologies, Sleep Disorder, Depression & Rehabilitation. MicroPort is dedicated to providing trustworthy and universal access to state-of-the-art solutions of prolonging and reshaping all lives.

### VISION

Building a super-conglomerate of people centric enterprises of emerging medical technologies.

### MICROPORT EMPLOYEE HONOR CRITERIA

1. Not lying or falsifying or deceiving
2. Not self-serving at the cost of others
3. Not defaming competitors or rivals
4. Not turning away from saving a life
5. Must not tolerate such acts of others

# OUR COMPANY AND PRODUCT

## CORE VALUES

Q  
◆ QUALITY

– At MicroPort we relentlessly pursue excellence and are uncompromising where quality is concerned. This principle value is reflected in our “perfect quality of work” attitude which encourages enthusiasm, devotion and passion from all our employees in pursuit of maintaining the highest standards of quality in all aspects of daily operation of our business. We pursue a progressive continuous improvement strategy to create the most precisely made products and best possible service.

I  
◆ INTEGRITY

– We consider honesty and credibility the keys for enduring success of our business. Our people’s integrity is key. Whether it is between employees or in our relationships with our customers and external stakeholders, we have to be frank, honest and trustworthy. MicroPort expects and requires every employee to place integrity at the center of every conscious action, whether in the wider community or within the company and in relation to their career. As ambassadors for our company, we expect our people to be good citizens at all times.

A  
◆ ACCOUNTABILITY

– At MicroPort we think we are failing if we shift responsibility for our actions and activities onto others. We insist on the highest standards and hold ourselves accountable. We encourage our employees to take ownership of actions and decisions. As a commercial enterprise, it is incumbent on our company to pursue maximum profit, but it is self-evident to us that reputation, trust and accountability are vitally important to any success. We are determined in our endeavor to build on the respect we have gained and the value of our company as an outstanding enterprise. We are confident that we place accountability to all our stakeholders at the heart of our business.

E  
◆ EFFICIENCY

– To be efficient in what we do is of paramount importance for our company. We know there are no shortcuts to success, and we actively engage in continuous improvement of working methods and process reengineering, as we grow our business, because we want to ensure that we are getting it right in the first place. We think flexibility across our operation coupled with forward planning and strategies that stress our objectives with consistency and unity is key. But we value adaptability in the implementation of decisions. And we recognize that a flexible approach to the method of achieving our goals enables us to avoid the organizational rigidity that stifles creativity and innovation.

## OUR COMPANY AND PRODUCT

### ◆ INNOVATION

– We want to compete globally and deliver the most innovative technology in the most effective and efficient way. MicroPort is already respected for our unique ability to transform information into knowledge and; for applying that knowledge to create innovative and inspirational ideas. And we are recognized as a beacon for transforming our ideas into products that benefit millions of people. We will continue to demonstrate the imagination, vision, pioneering spirit, creativity, perception, passion, courage and perseverance that makes MicroPort a leading innovator in our industry

### ◆ ASPIRATION

– We aspire to achieve the best results in everything we do. We honour the strong will, and those who aspire to be the best. Our company values personal qualities of courage, ability, self-confidence, the pursuit of excellence, and those who are actively self-reflective in aspiring to achieve self-improvement, to gain new knowledge, to dare to explore new ideas, and to challenge the status quo. We value employees with the passion and energy to perform beyond expectations. We encourage all employees to develop and stretch their individual capabilities and professional skills.

### ◆ DEDICATION

– We cannot succeed without the dedication and commitment of all our employees. It is the will of our people that enables us overcome all the barriers, and deliver the highest quality innovative products. Our dedication and determination is our cause and the underlying element of our innovative technologies. The hard work and dedication of our employees allows MicroPort to achieve our strategic objectives. We reward those employees who demonstrate such commitment and perseverance, because we think these virtues are a central element to our company's growth.

### ◆ COLLABORATION

– MicroPort honors team spirit. We believe that optimism, discipline and strong will to action within the group ensures that we achieve our objectives. We think our people must be willing to make personal sacrifice for the good of the group. We actively encourage the exercise of self-discipline, self-criticism and inclusion. We believe our people should feel confident in communicating with each other and we encourage positive feedback and constructive criticism. Our company actively promotes “Vertical Integration and Horizontal Connection” throughout our organization. We are focused on cooperation and team-building within the various departments, and between departments with particular emphasis on cross-functional groups.

## OUR COMPANY AND PRODUCT



### INTEGRITY IN THE WORKPLACE

The Company is committed to providing equal employment opportunities in all areas of the Company, as well as ensuring employees have a workplace where they are respected, satisfied, and appreciated.

### EQUAL EMPLOYMENT OPPORTUNITY

Equal employment opportunity relates to all phases of employment, including, but not limited to, recruitment, hiring, compensation, benefits, promotion, demotion, assignment, transfer, development, layoffs, training, tuition assistance, and social programs. Managers must ensure that discriminatory motives are not present in job related decisions, and even the appearance of such motives should be steadfastly avoided.

The Company will not tolerate discrimination against a qualified employee or applicant on the grounds of any of the following:

- race, color, ethnicity, or national origin
- gender, gender identity, or sexual orientation
- age
- religion
- pregnancy
- disability
- any other legally protected status

Employment decisions based on any of these characteristics is a violation of the Company's policies and is illegal under the laws of certain countries.

## FREEDOM FROM HARASSMENT

The Company's goal is to create a working atmosphere free from conduct that interferes with an individual's work performance. We hire, evaluate and promote employees, and engage contractors based on their skills, conduct, and performance. With this in mind, we expect everyone to treat others with dignity and respect and will not tolerate certain behaviors. Unacceptable behaviors include harassment, violence, intimidation, or discrimination of any kind.

The Company complies with all applicable laws that prohibit harassment in the workplace, including creating an intimidating, hostile, or offensive working environment through unwelcome verbal, nonverbal, or physical conduct. In particular, an atmosphere of tension created by ethnic or religious remarks or animosity, sexual advances, requests for sexual favors or other discriminatory conduct is prohibited in our workplace. Sexual harassment may include unwelcome sexual advances, requests for sexual favors, verbal or physical conduct. Conditions of a sexual nature that have the effect of unreasonably interfering with an employee's work performance or which create an intimidating hostile or offensive work environment are also considered sexual harassment.

We urge employees who have been subject to any form of harassment to notify their supervisor. If the supervisor is involved, then the employee should report the situation to the supervisor's superior or the Human Resources Department so that the Company can investigate the matter. All inquiries regarding the matter will be held in strict confidence to the extent possible. Reports of harassment or other misconduct will be investigated and dealt with expeditiously. Where investigations confirm the allegations, appropriate corrective actions will be taken.

## ENVIRONMENT, SAFETY AND HEALTH

MicroPort is committed to safeguarding the health and safety of its employees by eliminating hazards from the workplace and complying with all applicable occupational health and safety laws. All employees are responsible for reporting unsafe work conditions, threats and actions or situations - including those relating to vendors or customers - that have the potential for workplace violence.

## Q & A

**Q Physical contact is an obvious form of sexual harassment, but what other types of conduct could be considered forms of sexual harassment?**

**A** Physical contact is an obvious form of sexual harassment, but sexual harassment can take many forms and is not limited to physical contact. Other, less obvious actions include: explicit or degrading comments about appearance, display of sexually suggestive pictures; or sexually oriented jokes, pictures, text, or email messages.

**Q What department is responsible for occupational health and safety compliance at MicroPort?**

**A** The Department of Environment, Health and Safety ("EHS") is responsible for promoting the health and safety of the MicroPort community through effective occupational and environmental management practices. EHS provides services and leadership in the areas of medical surveillance and environmental monitoring, occupational health, laboratory safety, facility and equipment safety, and employee safety training programs. You must comply with the safety, health and environmental laws, regulations, and company policies that affect our business activities.

## OUR COMPANY AND PRODUCT



### PROTECTION OF MICROPORT ASSETS AND REPUTATION

All employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes.

Company resources may be used for minor personal uses so long as such use is reasonable, does not interfere with the employee's duties, is not done for pecuniary gain, does not conflict with or harm the Company's business and does not violate any Company policy.

In external interactions, we need to be aware that our conduct may impact the way others view who we are and what we stand for at MicroPort. This is especially crucial when we use social media where interactions are quick and dynamic and highly visible. All employees must use social media appropriately to protect MicroPort's reputation, which applies to all digital media that can be used interactively. Always use good judgment when engaging in social media activities. Careless communications can pose a significant risk to MicroPort's reputation. Only designated employees are authorized to communicate on behalf of MicroPort about our company or products on social media. Unauthorized employees are unable to communicate on behalf of MicroPort unless receiving advice from designated employees or through provided external communication written templates.

## Q & A

**Q** What should I do if I receive an inquiry online from someone asking me about the latest news from MicroPort?

**A** Be sure to know what is considered confidential and non-confidential with respect to the information related to your work. Refer press inquiries to the branding team. If you have questions, contact your manager or the Designated Officers.

## TECHNOLOGY INNOVATION AND INTELLECTUAL PROPERTY

### TECHNOLOGY INNOVATION

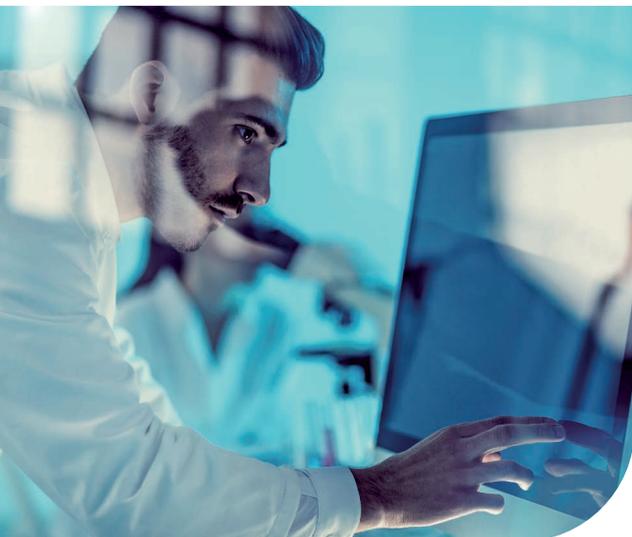
As a leading provider of medical devices and related products for cardiovascular, orthopedics, cardiac rhythm management, endovascular, neurovascular, heart valve, surgical robot and other business, MicroPort strives to develop and produce the most advanced medical devices and related products to its customers. The Company encourages fast and effective technology innovation and aims at making products with the highest quality and the most competitive price.

Since its establishment, the Company has made persistent efforts to provide a competitive platform and excellent environment for technology innovation. The Company has adopted the *Technology Innovation Manual* and the *Measures on Awards for Intellectual Property* for the purpose of:

- providing competitive compensation and fringe benefits to attract the best talents in the medical device industry;
- establishing an award system to encourage and reward those employees who make outstanding contributions in the technology development of MicroPort;
- allocating special technological innovation funds for the research and development of innovative medical devices and products;
- encouraging our R&D engineers to collaborate with physicians, clinicians, and other medical professionals to develop and commercialize new medical products; and
- creating a collegial work environment to allow employees to maximize their potential in technological creation and innovation.



## OUR COMPANY AND PRODUCT



### INTELLECTUAL PROPERTY AND CONFIDENTIALITY

Intellectual Property is a vital asset of MicroPort. The Company has been devoted to building and developing its own intellectual property portfolio since its establishment in 1998.

“Intellectual Property” includes, but is not limited to, the patents, trademarks, copyrights, know-hows, and trade secrets of the Company. Intellectual Property made using the Company’s facilities and/or resources, including but without limitation proprietary information of the Company, or for the benefit of or related to the business of the Company, either by the Company’s employees alone, or through collaboration with other parties, shall belong to the Company unless a different agreement is made by the Company in writing. The Company has adopted the *Intellectual Property Handbook* to set forth the internal rules and procedures regarding intellectual property management. All employees, officers and directors of the Company shall comply with the requirements of the manual and take initiative to create and protect the intellectual property of the Company.

Employees, officers and directors of the Company are obligated to protect the confidentiality of confidential information of the Company. Confidential information shall include, without limitation, any non-public information, data or knowledge of the Company, such as (1) confidential business information regarding business strategy, business decision, price information, marketing plans, information relating to customers and suppliers of the Company; and (2) confidential technical information such as lab records, know-how, and any other technical information which is unknown by the public and protected by the Company. Employees, officers and directors of the Company must keep the confidentiality of confidential information entrusted to them by the Company or other companies except when disclosure is authorized by the Company or required by law.

MicroPort has established *Trade Secret Management Policy* to prevent trade secrets from being stolen, unlawfully used and unauthorized disclosed, according to which the Company has adopted information classification, information authorization, rewards & discipline of confidential management, and other related specific management measures.

Employees, officers and directors shall not engage in any business in competition against or otherwise compete with the Company. Certain designated employees and officers shall sign confidentiality and non-competition agreements with the Company.

## OUR COMPANY AND PRODUCT

MicroPort respects the intellectual property of other individuals and companies. The Company has taken precautions to ensure the confidentiality and proper use of personal information relating to its customers, employees, business partners and shareholders. MicroPort prohibits any employee from obtaining the trade secrets of others through improper means, and prohibits any employee from using or disclosing the trade secrets of others obtained, including the trade secrets of his/her former employer or business partner or other information that is not from legitimate sources.

MicroPort will conduct its business in accordance with applicable laws and regulations relating to intellectual property rights and privacy.

### Q & A

**Q**

**I am on the train with my colleague and discuss the progress of a research and development project. Is this okay?**

**A**

No. Information regarding the Company's R&D projects is confidential and may even consist of know-hows and trade secrets. You must NOT disclose confidential information in public places, through non-approved social media or communication tools unless you are authorized by the Company.

## OUR COMPANY AND PRODUCT



### PRODUCT QUALITY AND SAFETY

Quality is MicroPort's first core value, which has been, and continues to be, the hallmark of MicroPort's products.

MicroPort is committed to produce innovative medical products and maintain high standards in product quality. We conduct business in compliance with all applicable laws and regulations governing the approval, manufacture, labeling, and distribution of the Company's products. Accordingly, Company Representatives are required to conduct business in compliance with all applicable quality and safety standards, as well as adhere to established Company quality standards and control procedures. Any deviation from established quality standards and procedures, whether intentional or accidental, must be immediately reported to appropriate personnel.

### PRODUCT ADVERTISING AND PROMOTION

MicroPort is committed to complying with all applicable laws and regulations on advertising and promotion. All advertising claims about the Company's products (including claims on packaging) must be truthful, balanced, and have a reasonable basis in fact. Fair and accurate advertising is essential to:

- preserving the integrity and reputation of the Company;
- complying with laws that prohibit deceptive advertising in the promotion and sale of the Company's products; and
- maintaining consistency in all marketing initiatives regarding the product indications approved by appropriate regulatory authorities.

MicroPort Representatives may not alter, change, mark or revise approved promotional materials without Company approval. Additionally, they may not distribute or use outdated or obsolete promotional materials, or independently develop or distribute marketing materials.



**CORPORATE  
INTEGRITY**

# CORPORATE INTEGRITY



## BUSINESS RELATIONSHIPS

MicroPort seeks to outperform its competition fairly and honestly. The Company seeks competitive advantages through superior performance, not unethical or illegal business practices. Each Company Representative must endeavor to deal fairly with the customers, suppliers, competitors and employees and must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair-dealing practice.

## RELATIONSHIPS WITH PATIENTS

At MicroPort, The Patient Always Comes First. We firmly believe that every person has the right to high quality medical treatments and to live longer and healthier lives. That is why we constantly seek partnerships and to foster innovation to transform medical treatment. All interactions with patients must be respectful and executed in a manner consistent with our applicable laws, regulations, industry standards and codes, as well as MicroPort's values.

## RELATIONSHIPS WITH HEALTH CARE PROFESSIONALS

Our relationships with Health Care Professionals ("HCPs"), including customers and consultants, are very important to us and we are firmly committed to complying with all laws and regulations governing our interactions with them.

HCPs are individuals or entities that are:

- involved in providing health care services and/or items to patients;
- in a position to purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe MicroPort's products;
- direct service providers and others who may be involved in the decision to purchase, lease, or recommend MicroPort's products; or
- purchasing agents, physician's practice managers, and management within group purchasing organizations.

Under no circumstances may Company Representatives engage in any conduct that unlawfully induces (or appears to unlawfully induce) anyone to purchase, lease, recommend, use, or arrange for the purchase, lease or use of, MicroPort products.

The Company may compensate HCPs for consulting services, performing research, participating on advisory boards, or performing other bona fide services for which a legitimate need has been identified and for which the Company pays fair market value, provided such arrangements are made in writing and properly approved.

## RELATIONSHIPS WITH THIRD PARTIES

In order to fulfill our Mission, MicroPort partners with third parties. We are open to communicating with all of our interested third parties. We seek partners who share our values and expect them to comply with applicable laws, to adhere to ethical business practices, and to observe our standard requirements.



## Q & A

**Q** What is a third party?

**A** Third parties are entities and prospective entities and their representatives from which we purchase goods and services, such as vendors, suppliers, distributors, consultants, etc.

# CORPORATE INTEGRITY



## FAIR COMPETITION

The Company's business activities in the marketplace must be conducted in accordance with all applicable antitrust, competition and trade practice laws, and regulations collectively referred to as the "fair competition laws". Fair competition laws limit what MicroPort can do with another company and what MicroPort can do on its own. Generally, the laws are designed to prohibit agreements or actions that reduce competition and harm consumers. You may not enter into agreements or discussions with competitors that have the effect of fixing or controlling prices, dividing and allocating markets or territories, or boycotting suppliers or customers. These fair competition laws also apply to imports and exports.

## GLOBAL TRADE COMPLIANCE

MicroPort adheres to all applicable trade regulations. We strive to observe all licensing requirements and the requirements of applicable import and export control laws. No MicroPort services or products should be offered in any country without approval, and in accordance with the applicable local country's regulations and requirements. We do not cooperate with illegal boycotts.

## ANTI-CORRUPTION AND ANTI-BRIBERY

MicroPort does not tolerate any form of corruption or bribery that may influence or secure an improper advantage with a government official, healthcare professional or customer. We take a strong stance against corruption and bribery consistent with the anti-corruption and anti-bribery laws that exist in many countries around the world. We require the same from our business partners.

The use of Company funds, facilities or property for any illegal or unethical purpose is strictly prohibited.

- No Company Representative is permitted to offer, give or cause others to give, any payments or anything of value for the purpose of influencing the recipient's business judgment or conduct.
- Paying bribes to government officials is absolutely prohibited. Company Representatives may not give, promise to give or authorize the giving to a government official, a government political party, or official thereof or any candidate for government political office any money or offer, gift, promise to give or authorize the giving of anything of value to influence any act or decision, to induce such official, party or candidate to do or omit to do any act in violation of the lawful duty of such official, party or candidate, or to induce such official, party or candidate to use his or her influence with a government or agency to affect or influence any act or decision of such government or agency.
- Company Representatives may not solicit or accept a kickback or bribe, in any form, for any reason.

## Q & A

**Q** What could be considered as "anything of value"?

**A** "Anything of value" can be in many forms, including, but not limited to cash, shopping cards, gifts, travel expenses, entertainment, sponsorships, fake consultancy fee, employment opportunities, inflated commissions, unauthorized discounts or rebates, and political or charitable donations. If you have questions, contact your manager or the Designated Officers.

**Q** A HCP will attend an academic meeting being held by our company. We have offered to reimburse the HCP for any reasonable expenses for travel and lodging. Shortly before the meeting, the HCP calls to say that he/she plans to spend a weekend at a local resort after the meeting, and would like those expenses paid for as well. How should the company respond?

**A** We can pay for reasonable travel and hospitality for an academic event for our company, but cannot pay for the extra trip to the resort as there is no justifiable business purpose.

## CORPORATE INTEGRITY



### ACCURACY OF REPORTS, RECORDS AND ACCOUNTS

You are responsible for the accuracy of your respective records, time sheets and reports. Accurate information is essential to MicroPort's ability to meet legal and regulatory obligations and to compete effectively. The records and books of account of MicroPort must meet the highest standards and accurately reflect the true nature of the transactions they record. Destruction of any records, books of account or other documents except in accordance with the Company's policies is strictly prohibited.

You must not create false or misleading documents or accounting, financial or electronic records for any purpose, and no one may direct an employee to do so. For example, expense reports must accurately document expenses actually incurred in accordance with MicroPort policies. You must not obtain or create "false" invoices or other misleading documentation or invent or use fictitious entities, sales, purchases, services, loans or other financial arrangements for any purpose relating to MicroPort. Employees are also responsible for accurately reporting time worked.

No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason. No disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation or for any purpose other than as described in the documents. All employees shall comply with generally accepted accounting principles and the Company's internal controls at all times.

## DATA PRIVACY

We respect the privacy rights of our associates, patients, HCPs, and other stakeholders. Any information related to an identified or identifiable person must be collected and processed in compliance with applicable data privacy laws.

We inform individuals of collection and processing of their personal data, allowing them to make informed decisions and exercise their rights. We collect and process personal data for specific and legitimate business purposes only and secure such data against unauthorized access.

Company Representatives with access to such personal data are expected to apply the privacy principles of lawful, fair and transparent data processing, respecting any purpose limitations, as well as the principles of data minimization, accuracy, storage limitation, integrity and confidentiality.

## PROTECTION OF CONFIDENTIAL PATIENT

Company Representatives are obligated to comply with laws and rules relating to protecting confidential patient health information. This protected information includes all individually identifiable information relating to:

- an individual's past, present, or future physical or mental health or condition;
- the provision of health care to an individual; or
- payment for providing health care to an individual.

If the information identifies or provides a reasonable basis to believe it can be used to identify an individual, it is considered individually identifiable health information.



## Q & A

**Q** What should I do if I notice that someone accessed personal data without authorization?

**A** This conduct could be a privacy breach. Please report this to the Designated Officers promptly.

**Q** If we hired an external service vendor to process data, do we still need to be concerned?

**A** Yes, if we provide a third party with data we remain responsible under privacy laws. External vendors must be assessed and contracts in place to fulfil legal obligations.

## CORPORATE INTEGRITY



### OBSERVATION OF APPLICABLE LAWS AND REGULATIONS

MicroPort is committed to the highest business conduct standards wherever it operates. MicroPort observes these standards worldwide, even at the risk of losing business. Every Company Representative is expected to adhere to all laws and MicroPort's policies, procedures, principles and standards, including this Code.

The Company operates in a highly regulated environment. Different types of government agencies from all the countries where MicroPort operates regulate its business. The Company and its Company Representatives must comply with the regulatory requirements of these agencies. Company Representatives are expected to take an active role by being knowledgeable about all applicable laws and regulations, attending trainings and requesting information. You are required to immediately report regulatory violations, suspected regulatory violations, or potentially harmful or dangerous conditions to the Designated Officers.

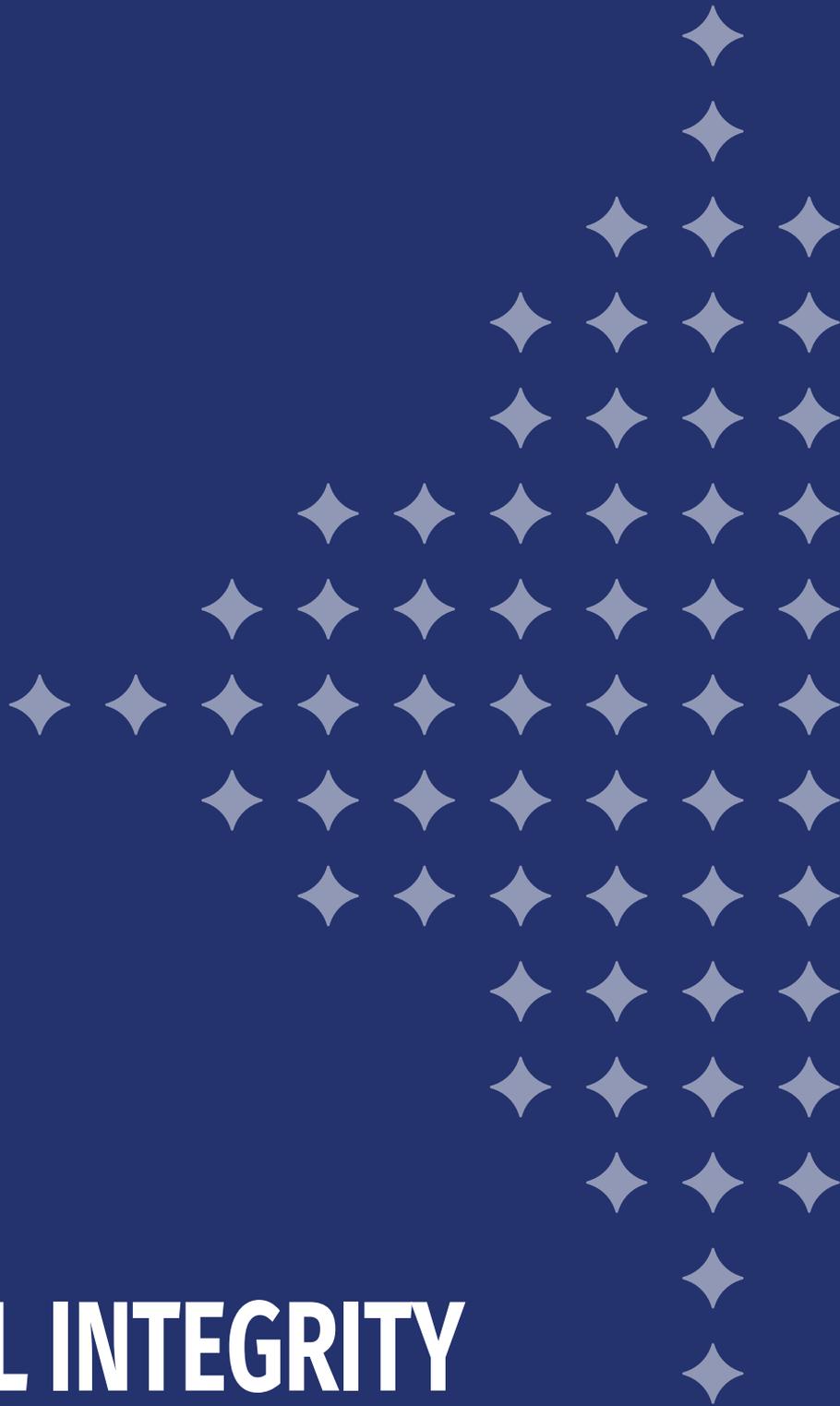
Global laws and regulations are complex, subject to change, and often vary from country to country. This is why Company Representatives must learn and follow the laws, regulations, and company policies that apply to our individual work, and seek guidance whenever you have questions.

## GOVERNMENT INVESTIGATIONS

It is the policy of the Company to cooperate with all government investigations. You must promptly notify counsel of any government investigation or inquiries from government agencies concerning MicroPort. You may not destroy any record, books of account, or other documents relating to MicroPort except in accordance with the Company's document retention policy. If you are aware of a government investigation or inquiry, you may not destroy any record, books of account, or other documents relating to MicroPort unless advised by the Designated Officers that you may continue to follow the Company's normal document retention policy.

You must not obstruct the collection of information, data or records relating to MicroPort. The Company provides information to the government that it is entitled to during an inspection, investigation, or request for information. You must not lie to government investigators or make misleading statements in any investigation relating to MicroPort. You must not attempt to cause any employee to fail to provide accurate information to government investigators.





# PERSONAL INTEGRITY

## Q & A

### Q What is a close relationship?

A “close relation” is defined as a spouse, mutual financial dependent, significant other, or person in an intimate relationship; a child, parent, sibling (including in-laws and step-relations), grandparent or grandchild, niece or nephew, aunt, uncle or cousin. It is a relationship with a family member or another person you are close to which could impair your objectivity when making business decisions.

### Q What should I do if I am not sure if I may be in a conflict of interest?

A If you are not sure whether you have a conflict, you are required to provide details of the conflict to your manager and/or his or her manager, or to your Designated Officers. It is recommended to document the decision in writing.

## CONFLICTS OF INTEREST

When a Company Representative’s duty to give his or her undivided commercial loyalty to MicroPort can be prejudiced by an actual or potential benefit derived from another source, a conflict of interest can occur. MicroPort does not desire to discourage or limit your freedom to make investments and engage in outside interests, provided these activities do not interfere with the performance of your obligations to MicroPort. At the same time, you should avoid any kind of financial or personal interest that might affect (or appear to affect) your judgment when conducting business on behalf of MicroPort.

Every Company Representative should avoid any investment or association that has the potential to interfere with the independent exercise of sound judgment in the Company’s best interest. Consideration should be given to, not only your own activities and interests, but also those of your close relations.

Although it is not feasible to describe every situation that could give rise to a conflict of interest, the following illustrates some activities that should be avoided:

- holding a significant financial interest in a supplier, customer, or competitor;
- speculating or dealing in equipment, materials, or property purchased by MicroPort or in products sold by MicroPort;
- solicitation or acceptance of cash, gifts, entertainment, or other benefits (that are more than modest in value) from a supplier, customer, or competitor;
- solicitation or acceptance of any gift or other benefit when an obligation to the donor is stated or implied;
- consulting with or employment by a supplier, customer, or competitor, excluding volunteer activities wholly unrelated to MicroPort’s business interests;
- use of Company resources, time, and facilities for personal gain; or
- exploiting a business opportunity to which the Company might reasonably be entitled to be interested without first making the opportunity available to the Company.

## PERSONAL INTEGRITY



A conflict of interest could exist, for example, if a member of your family is employed by, or affiliated with, suppliers of a product or service to MicroPort.

A conflict may also arise with respect to any partnership, corporation, or other firm of which you or a family member have an interest.

Having a conflict of interest is not necessarily a Code of Business Conduct and Ethics violation, but failing to disclose it is. Not every situation is clear and conflicts of interest can occasionally be avoided with disclosure to and approval by appropriate Company personnel. Whenever there is any question about a possible conflict of interest, you should consult the Designated Officers.

### GIFTS, ENTERTAINMENTS AND OTHER CONSIDERATIONS

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and a sound working relationship which is allowed by local law and prevailing custom, not to gain advantage with customers or suppliers or government agencies and officials.

#### LOANS

Employees may not accept loans from any person or entities having or seeking business with the Company. Designated Executives and directors may not receive loans from the Company, nor cause the Company to grant loans to or provide guaranty for the benefit of any third party without the prior written consent of the Board of Directors.

#### GIFTS AND ENTERTAINMENTS

The use of Company funds or assets for gifts, entertainments or other business courtesies is prohibited, except to the extent such gifts, entertainments or other business courtesies are in compliance with applicable law, nominal in amount and not given in consideration or expectation of any action by the recipient.

Company Representatives must not accept, or permit any member of his or her immediate family to accept, any gifts, entertainments or other business courtesies from any customer, supplier or other person doing or seeking to do business with the Company, other than items of nominal value.

## Q & A

### Q What is a close relationship?

A "close relation" is defined as a spouse, mutual financial dependent, significant other, or person in an intimate relationship; a child, parent, sibling (including in-laws and step-relations), grandparent or grandchild, niece or nephew, aunt, uncle or cousin. It is a relationship with a family member or another person you are close to which could impair your objectivity when making business decisions.

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## INSIDER INFORMATION AND TRADING

Employees, officers and directors who have access to confidential information are not permitted to use or share that information for securities or derivatives trading purposes or for any other purpose except the conduct of our business. The use of any insider information for personal financial benefit or the financial benefit of relatives, friends, brokers, or others is not only an ethical concern — it also may be a violation of law and could result in criminal sanctions, and substantial civil liability. To assist in complying with this policy, the Company has adopted Written Guidelines for Securities Transactions by the Relevant Employees which you should read carefully.



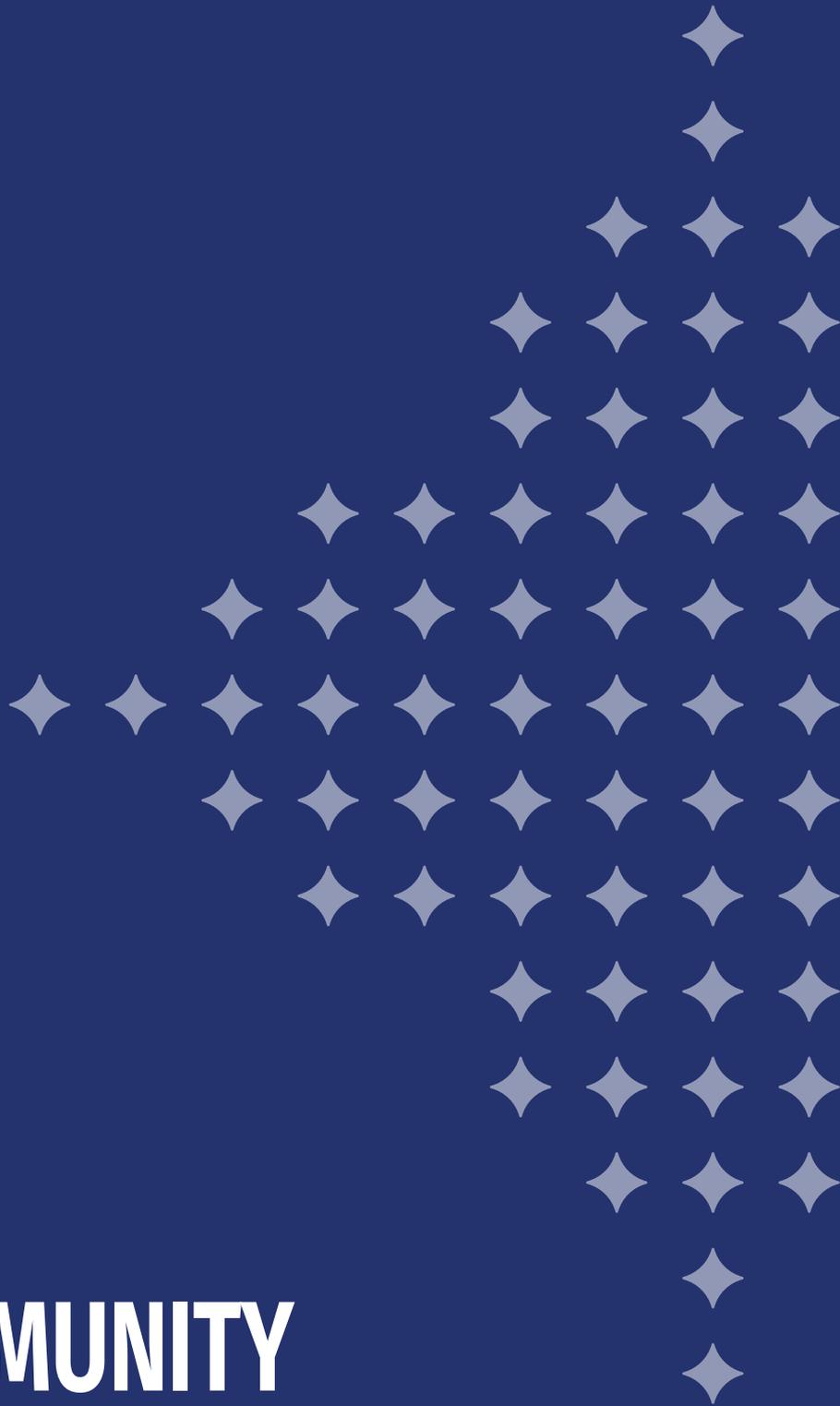
## Q & A

**Q** Insider information is what, exactly?

**A** Insider information also known as “price-sensitive information”—means information about a company, a shareholder or officer of the company, or listed securities of the company or their derivatives, which if known by a reasonable person, would likely impact his/her decision to buy, sell, or hold the company’s stock (e.g., anything material to investment decisions, such as the undisclosed financial results, or a major corporate transaction).

**Q** I hear that MicroPort intends to acquire another medical device company. Am I allowed to trade in securities of MicroPort or of the possible target company?

**A** You should be very careful especially when your information is from a MicroPort source who might be involved in the transaction. You should contact the Designated Officers before buying or selling any securities or derivatives (such as share options).



# OUR COMMUNITY



### GRANTS AND CHARITABLE DONATIONS

MicroPort is committed to being a good corporate citizen and contributing to the long-term welfare of the communities and the public. MicroPort is also dedicated to the improvement of health conditions of the society and the development of medical science in general. MicroPort will make grants and donations solely for charitable purposes in the following areas:

- public healthcare awareness programs and conferences, genuine independent medical research programs;
- natural disaster relief, poverty relief, or assistance to the disabled;
- educational, scientific and cultural events;
- environmental protection and public utility construction; and
- other public and welfare events for the purpose of promoting social and technological advancements.

MicroPort encourages its Company Representatives to participate in voluntary work and services to the communities and the public.

## OUR COMMUNITY



### ENVIRONMENTAL SUSTAINABILITY

MicroPort is dedicated to creating an environmentally friendly and sustainable operation. MicroPort is committed to minimizing our global environmental impact, limiting the environmental footprint of our activities. By conserving natural resources, eliminating waste, reducing greenhouse gas emissions, reusing and recycling materials and other sustainable measures, we strive for protecting the global environment. MicroPort has complied with and will continue to comply with state and local laws and regulations relating to environmental protection.

### POLITICAL CONTRIBUTIONS

No political contributions are to be made using MicroPort funds or assets, or the funds or assets of any MicroPort subsidiary, to any political party, political campaign, political candidate or public official in any country, unless the contribution is lawful and expressly authorized by the Board of Directors in writing. In addition, no Company Representative may make a political contribution on behalf of MicroPort or its subsidiaries, or with the appearance that such contribution is being made on behalf of MicroPort or its subsidiaries, unless expressly authorized by the Board of Directors in writing. A “political contribution” is any direct or indirect payment, distribution, loan, advance, deposit, or gift of money, services or anything of value in connection with an election or to an organization or group formed to support or defend a referendum or ballot issue.



# **COMPLIANCE AND REPORTING**

## COMPLIANCE AND REPORTING



### COMPLIANCE

Any Company Representative who violates the provisions of this Code will be subject to disciplinary action, up to and including termination of employment with the Company. Willful disregard of criminal statutes underlying this Code may require the Company to refer such violation for criminal prosecution or civil action.

### VOICE YOUR CONCERN

Questions regarding the policies in this Code may be directed to the Designated Officers. Managers and supervisors are expected to take a leadership role in promoting ethical business conduct. Any Company Representative having knowledge of, or questions or concerns about, an actual or possible violation of the provisions of this Code is obligated to promptly report the matter to his or her immediate supervisor or to the Designated Officers. Anonymous reports can be sent as follows:

By Email: To [compliance@microport.com](mailto:compliance@microport.com); anonymity is preserved when a Company Representative uses a personal email account and his or her identity is not immediately apparent from his or her email address; or

By Mail: To the immediate applicable supervisor or to the Designated Officers at MicroPort's principal executive offices.

All reports of violations and suspected violations of laws, regulations, the Code, and related Company policies/procedures will be taken seriously, promptly investigated thoroughly and treated confidentially to the extent practicable.

### NO RETALIATION

MicroPort prohibits retaliation or retribution against any person who in good faith reports an ethical concern. However, Company Representative must not use the reporting process to spread falsehoods, threaten others, or damage another person's reputation. Anyone who violates "No Retaliation" will be subject to disciplinary action up to and including termination of the employment with MicroPort.



**APPLICABILITY,  
APPROVAL, WAIVERS  
AND AMENDMENTS**

## APPLICABILITY, APPROVAL, WAIVERS AND AMENDMENTS



This Code is intended to clarify each Company Representative's existing obligation for proper conduct. The standards and the supporting policies and procedures may change from time to time in the Company's discretion. Each Company Representative is responsible for knowing and complying with the current laws, regulations, standards, policies and procedures that apply to the Company's work.

Certain provisions of this Code require Company Representatives to act, or refrain from acting, unless prior approval is received from the appropriate person. Employees requesting approval pursuant to this Code should request such approval in writing to the Designated Officers. Approvals relating to executive officers and directors must be obtained from the Company's Board of Directors. All other approvals may be granted by the Designated Officers. Company Representatives may contact the Designated Officers for additional information on obtaining approvals.

Other provisions of this Code require Company Representatives to act, or refrain from acting, in a particular matter and do not permit exceptions based on obtaining an approval. Waiver of those provisions may only be granted by the Board of Directors. Waivers relating to executive officers and directors must be promptly disclosed to the Company's shareholders.

Any amendments to this Code must be approved by the Board of Directors and promptly disclosed to the Company's shareholders.



*Eyes for greatness  
Hands on details*

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