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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings.*

<b>“affiliate”</b>	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
<b>“Application Form(s)”</b>	<b>WHITE, YELLOW</b> and <b>GREEN</b> Application Form(s), or where the context requires, any of them
<b>“Articles of Association” or “Articles”</b>	the articles of association of our Company, as amended, supplemented or otherwise modified from time to time
<b>“associates”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Beijing Pangerui”</b>	Beijing PanGeRui Medical Device Company (北京潘格瑞醫療器械科技有限公司) (currently named as MP Lifesciences Beijing), a company established under the laws of the PRC which, prior to our acquisition, was an independent third party. We acquired Beijing Pangerui in June 2008 and renamed it as MP Lifesciences Beijing. MP Lifesciences Beijing is our indirectly wholly owned subsidiary
<b>“Board”</b>	the board of directors of our Company
<b>“business day”</b>	any day (excluding Saturday, Sunday or public holidays) on which banks in Hong Kong are generally open for business
<b>“BVI”</b>	the British Virgin Islands
<b>“CAGR(s)”</b>	compound annual growth rate
<b>“Cayman Companies Law”</b>	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
<b>“CCASS”</b>	the Central Clearing and Settlement System established and operated by HKSCC
<b>“CCASS Clearing Participant”</b>	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
<b>“CCASS Custodian Participant”</b>	a person admitted to participate in CCASS as a custodian participant
<b>“CCASS Investor Participant”</b>	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation

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<b>“CCASS Participant”</b>	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
<b>“China” or “PRC”</b>	the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only and except where the context requires, references in this prospectus to “China” and the “PRC” do not apply to Hong Kong, the Macau Special Administrative Region and Taiwan
<b>“Companies Ordinance”</b>	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
<b>“Company” or “our Company”</b>	MicroPort Scientific Corporation, a company incorporated under the laws of the Cayman Islands with limited liability on July 14, 2006
<b>“connected person”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Controlling Shareholder”</b>	has the meaning ascribed thereto in the Listing Rules and unless the context requires otherwise, refers to Otsuka Pharmaceutical
<b>“Covenantors”</b>	Otsuka Pharmaceutical, Shanghai Zhangjiang Holdings, Shanghai Zhangjiang Industry, Shanghai Zhangjiang Investment, Shanghai ZJ and We’Tron Capital
<b>“Credit Suisse”</b>	Credit Suisse (Hong Kong) Limited, which is licensed under the SFO for type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO
<b>“CSRC”</b>	China Securities Regulatory Commission (中國證券監督管理委員會)
<b>“Device Best”</b>	Device Best Technology Limited (currently named as Shanghai Zhangjiang Investment), a company incorporated under the laws of Hong Kong which is a wholly owned subsidiary of Shanghai ZJ and is one of our Shareholders. Shanghai ZJ acquired the entire outstanding share capital of Device Best from CMT China Value Capital Partners, L.P. in September 2009 and renamed Device Best as Shanghai Zhangjiang Investment in March 2010. To the best knowledge of our Directors, CMT ChinaValue Capital Partners, L.P. is an exempted limited partnership established under the laws of the Cayman Islands and is independent of Shanghai ZJ
<b>“Director(s)”</b>	the director(s) of our Company

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“FIE(s)”	foreign-invested enterprise(s)
“Frost & Sullivan”	a market research and consulting company founded in 1961 that provides market research on a variety of industries including healthcare. Frost & Sullivan is an independent third party and the report prepared by them in June 2010 and cited in this prospectus was commissioned by us
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“GREEN Application Form(s)”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited
“Group,” “our Group,” “we,” “our” or “us”	our Company and its subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries (or before such associated companies became associated companies of our Company), the businesses operated by such subsidiaries or their predecessors (as the case may be)
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 25,274,000 Offer Shares initially being offered for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to reallocation as described in “Structure of the Global Offering” in this prospectus)
“Hong Kong Public Offering”	the offer for subscription of the Hong Kong Offer Shares to the public in Hong Kong at the Offer Price, subject to and in accordance with the terms and conditions set out in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering whose names are set out in “Underwriting — Hong Kong Underwriters” in this prospectus

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<b>“Hong Kong Underwriting Agreement”</b>	the underwriting agreement dated September 10, 2010 relating to the Hong Kong Public Offering entered into by, among others, our Company and the Hong Kong Underwriters, as further described in “Underwriting” in this prospectus
<b>“independent third party(ies)”</b>	a person(s) or company(ies) who/which is or are independent of and not connected with our Company and our connected persons
<b>“Info Trinity”</b>	Info Trinity Holdings Limited (currently named as Shanghai Zhangjiang Industry), a company incorporated under the laws of BVI which is a wholly owned subsidiary of Shanghai ZJ and is one of our Shareholders. Shanghai ZJ acquired the entire outstanding share capital of Info Trinity from its individual shareholders in September 2009 and renamed Info Trinity as Shanghai Zhangjiang Industry in March 2010. To the best knowledge of our Directors, Info Trinity, with certain of its then shareholders being the directors and/or employees of CMT ChinaValue Capital Partners Limited, was an affiliate of CMT ChinaValue Capital Partners, L.P., an exempted limited partnership established under the laws of the Cayman Islands
<b>“International Offer Shares”</b>	the 277,466,000 Offer Shares being initially offered by our Company for subscription at the Offer Price pursuant to the International Offering together, where relevant, with any additional Shares issued or sold pursuant to the exercise of the Over-allotment Option, the number of which is further subject to reallocation as described in “Structure of the Global Offering” in this prospectus
<b>“International Offering”</b>	the offer and sale of the International Offer Shares to QIBs in the United States in reliance on Rule 144A or another exemption under the U.S. Securities Act, and outside the United States in reliance on Regulation S, as further described in “Structure of the Global Offering” in this prospectus
<b>“International Purchasers”</b>	the initial purchasers of the International Offering whose names are set out in “Underwriting — International Purchasers” in this prospectus
<b>“International Purchase Agreement”</b>	the purchase agreement relating to the International Offering and to be entered into by, among others, our Company and the International Purchasers on or around September 17, 2010, as further described in “Underwriting” in this prospectus
<b>“Joint Bookrunners” and “Joint Lead Managers”</b>	Credit Suisse and Piper Jaffray Asia Securities
<b>“Joint Sponsors”</b>	Credit Suisse and Piper Jaffray Asia

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<b>“JPY” or “Japanese yen”</b>	Japanese yen, the lawful currency of Japan
<b>“Latest Practicable Date”</b>	September 6, 2010, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained in this prospectus
<b>“Leader City”</b>	Leader City Limited, a company incorporated under the laws of BVI which is our directly wholly owned subsidiary
<b>“Listing”</b>	the listing of our Shares on the Main Board
<b>“Listing Committee”</b>	the Listing Committee of the Hong Kong Stock Exchange
<b>“Listing Date”</b>	September 24, 2010, being the date on which dealings in our Shares are expected to commence on the Main Board
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the The Stock Exchange of Hong Kong Limited (as amended from time to time)
<b>“Main Board”</b>	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
<b>“Memorandum of Association” or “Memorandum”</b>	the memorandum of association of our Company, as amended, supplemented or otherwise modified from time to time
<b>“MOFCOM”</b>	the Ministry of Commerce of the PRC (中華人民共和國商務部)
<b>“MOH”</b>	the Ministry of Health of the PRC (中華人民共和國衛生部)
<b>“MOHRSS”</b>	the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部)
<b>“MOST”</b>	the Ministry of Science and Technology of the PRC (中華人民共和國科學技術部)
<b>“MP B.V.”</b>	MicroPort Medical B.V., a company incorporated under the laws of The Netherlands which is our directly wholly owned subsidiary
<b>“MP Cayman”</b>	MicroPort Medical (Cayman) Corp., a company incorporated under the laws of the Cayman Islands. We established MP Cayman in 2001 as a holding company of MP Shanghai and, as a result of our Reorganization described in “Company History and Reorganization” in this prospectus, MP Cayman was dissolved in December 2007
<b>“MP Electrophysiology”</b>	Shanghai MicroPort EP MedTech Co., Ltd. (上海微創電生理醫療科技有限公司), a company established under the laws of the PRC which is our indirectly wholly owned subsidiary

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<b>“MP Lifesciences Beijing”</b>	MicroPort Lifesciences (Beijing) Co., Ltd. (微創(北京)生命醫學科技有限公司) (previously named as Beijing Pangerui), a company established under the laws of the PRC which is our indirectly wholly owned subsidiary
<b>“MP Lifesciences Shanghai”</b>	Shanghai MicroPort Lifesciences Co., Ltd. (上海微創生命科技有限公司), a company established under the laws of the PRC which is our indirectly wholly owned subsidiary
<b>“MP Medical”</b>	MicroPort Medical Limited, a company incorporated under the laws of BVI which is our directly wholly owned subsidiary
<b>“MP Orthopedics”</b>	Shanghai MicroPort Orthopedics Co., Ltd. (上海微創骨科醫療科技有限公司), a company established under the laws of the PRC which is our indirectly wholly owned subsidiary
<b>“MP Shanghai”</b>	MicroPort Medical (Shanghai) Co., Ltd. (微創醫療器械(上海)有限公司), a company established under the laws of the PRC which is our indirectly wholly owned subsidiary
<b>“NDRC”</b>	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
<b>“NPC”</b>	the National People’s Congress of China (中華人民共和國全國人民代表大會)
<b>“Offer Price”</b>	the final offer price per Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005%) of not more than HK\$6.10 and expected to be not less than HK\$4.60, such price to be agreed upon by us and the Joint Bookrunners on or before the Price Determination Date
<b>“Offer Share(s)”</b>	the Hong Kong Offer Share(s) and the International Offer Share(s)
<b>“Otsuka Group”</b>	Otsuka Holdings and its subsidiaries and affiliates
<b>“Otsuka Holdings”</b>	Otsuka Holdings Co., Ltd., a private company incorporated under the laws of Japan which is the parent company of Otsuka Pharmaceutical, our Controlling Shareholder. Otsuka Holdings is controlled by a number of Japanese financial institutions, the Otsuka Group Employee Shareholding Fund and several private holding companies and foundations, which held a combined stake of 34.6% in the company as of March 31, 2010. The remainder of Otsuka Holdings’ shares is held by approximately 7,000 Japanese individuals

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<b>“Otsuka Pharmaceutical”</b>	Otsuka Pharmaceutical Co., Ltd., a corporation incorporated under the laws of Japan which is our Controlling Shareholder. Otsuka Pharmaceutical is a wholly owned subsidiary of Otsuka Holdings
<b>“Over-allotment Option”</b>	the option granted by us to the International Purchasers exercisable by the Sole Global Coordinator on behalf of the International Purchasers pursuant to which our Company may be required to allot and issue up to an additional aggregate of 37,911,000 new Shares (in aggregate representing 15% of the Shares initially being offered under the Global Offering) to cover over-allocation in the International Offering, details of which are described in “Structure of the Global Offering” in this prospectus
<b>“PBOC”</b>	the People’s Bank of China (中國人民銀行)
<b>“PBOC Rate”</b>	the exchange rate for foreign exchange transactions set daily by PBOC based on the previous day’s China interbank foreign exchange market rate and with reference to current exchange rates on the world financial markets
<b>“percent” or “%”</b>	percent
<b>“Piper Jaffray Asia”</b>	Piper Jaffray Asia Limited, which is licensed under the SFO for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO
<b>“Piper Jaffray Asia Securities”</b>	Piper Jaffray Asia Securities Limited, which is licensed under the SFO for type 1 (dealing in securities) and type 4 (advising on securities) regulated activities as defined under the SFO
<b>“PRC GAAP”</b>	the PRC Accounting Standards for Business Enterprises, and the Applicable Guidance for Accounting Standard for Business Enterprises and Interpretation of Accounting Standards for Business Enterprises and other relevant regulations
<b>“Pre-IPO Options”</b>	the pre-IPO share options granted under the Pre-IPO Share Option Schemes
<b>“Pre-IPO Share Option Schemes”</b>	the 2004 Option Plan and the 2006 Incentive Plan, the principal terms of which are summarized under “Statutory and General Information — Pre-IPO Share Option Schemes” in Appendix VI to this prospectus
<b>“Price Determination Date”</b>	the date, expected to be on or around Friday, September 17, 2010, and in any event not later than Tuesday, September 21, 2010 on which the Offer Price is to be determined by agreement between us and the Joint Bookrunners

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<b>“QIBs”</b>	Qualified Institutional Buyers as defined in Rule 144A under the U.S. Securities Act
<b>“Regulation S”</b>	Regulation S under the U.S. Securities Act
<b>“Reorganization”</b>	the reorganization of the business comprising our Group, as described in “Company History and Reorganization” in this prospectus
<b>“RMB” or “Renminbi”</b>	Renminbi, the lawful currency of the PRC
<b>“Rule 144A”</b>	Rule 144A under the U.S. Securities Act
<b>“SAFE”</b>	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
<b>“SFC”</b>	the Securities and Futures Commission of Hong Kong
<b>“SFDA”</b>	the State Food and Drug Administration of the PRC (中華人民共和國國家食品藥品監督管理局)
<b>“SFO”</b>	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or modified from time to time
<b>“Shanghai We’Tron”</b>	Shanghai We’Tron Capital Corp, a company established under the laws of the BVI which is one of our Shareholders (indirectly through We’Tron Capital). Dr. Zhaohua Chang, our founder and Director and chairman of our Company, owns 49% equity interest in, and thus controls, Shanghai We’Tron. The remaining equity interests of Shanghai We’Tron are owned by three independent third parties which have no agreement in place to act in concert with respect to their equity interest in Shanghai We’Tron and do not collectively control Shanghai We’Tron
<b>“Shanghai Zhangjiang Holdings”</b>	Shanghai Zhangjiang Health Solution Holdings Limited (previously named as SIIC MedTech), a company incorporated under the laws of Hong Kong which is a wholly owned subsidiary of Shanghai ZJ and is one of our Shareholders
<b>“Shanghai Zhangjiang Industry”</b>	Shanghai Zhangjiang Health Solution Industry Limited (previously named as Info Trinity), a company incorporated under the laws of BVI which is a wholly owned subsidiary of Shanghai ZJ and is one of our Shareholders
<b>“Shanghai Zhangjiang Investment”</b>	Shanghai Zhangjiang Health Solution Investment Limited (previously named as Device Best), a company incorporated under the laws of Hong Kong which is a wholly owned subsidiary of Shanghai ZJ and is one of our Shareholders



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<b>“Shanghai ZJ”</b>	Shanghai ZJ Hi-Tech Investment Corporation, a company incorporated under the laws of BVI which is one of our Shareholders (indirectly through Shanghai Zhangjiang Holdings, Shanghai Zhangjiang Investment and Shanghai Zhangjiang Industry). The ultimate shareholder of Shanghai ZJ is the State-owned Assets Supervision and Administration Commission of the Shanghai Pudong New Area People’s Government
<b>“Share(s)”</b>	ordinary share(s) of nominal value of US\$0.00001 each in the share capital of our Company
<b>“Shareholder(s)”</b>	holder(s) of our Share(s)
<b>“Share Option Scheme”</b>	the share option scheme conditionally adopted by our Company on September 3, 2010, the principal terms of which are summarized under “Statutory and General Information — Share Option Scheme” in Appendix VI to this prospectus
<b>“Share Option Schemes”</b>	the Pre-IPO Share Option Schemes and the Share Option Scheme
<b>“SIIC MedTech”</b>	SIIC MedTech Health Products Limited (currently named as Shanghai Zhangjiang Holdings), a company incorporated under the laws of Hong Kong which is a wholly owned subsidiary of Shanghai ZJ and is one of our Shareholders. Shanghai ZJ acquired the entire outstanding share capital of SIIC MedTech from SIMST Medical Science and Technology Development Limited in June 2009 and renamed SIIC MedTech as Shanghai Zhangjiang Holdings in March 2010. To the best knowledge of our Directors, SIMST Medical Science and Technology Development Limited is a company incorporated under the laws of BVI and the ultimate shareholder of SIMST Medical Science and Technology Development Limited is the State-owned Assets Supervision and Administration Commission of the Shanghai Municipal Government of the PRC
<b>“Sole Global Coordinator”</b>	Credit Suisse
<b>“Stabilization Manager”</b>	Credit Suisse or any of its affiliates or any persons acting for it
<b>“State Council”</b>	the State Council of the PRC (中華人民共和國國務院)
<b>“Stock Borrowing Agreement”</b>	a stock borrowing agreement expected to be entered into on or about September 17, 2010 between the Stabilization Manager or any of its affiliates or any persons acting for it and We’Tron Capital
<b>“subsidiary(ies)”</b>	has the meaning ascribed to it in section 2 of the Companies Ordinance

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“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Track Record Period”	the period comprising the years ended December 31, 2007, 2008 and 2009 and the three months ended March 31, 2010
“Underwriters”	the Hong Kong Underwriters and the International Purchasers
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Purchase Agreement
“U.S.” or “United States”	the United States of America, including the District of Columbia, its territories and possessions
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the U.S.
“VAT”	value added tax
“We’Tron Capital”	We’Tron Capital China Limited, a company incorporated under the laws of Hong Kong which is one of our Shareholders. Dr. Zhaohua Chang, our founder and Director and chairman of our Company, owns 49% equity interest in, and thus controls, Shanghai We’Tron which in turn owns 94.19% equity interest in We’Tron Capital
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of <b>White Form eIPO at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a></b>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“2004 Option Plan”	the 2004 Stock Option Plan approved and adopted by MP Cayman in February 2004 and assumed by our Company in January 2007, the principal terms of which are summarized under “Statutory and General Information — Pre-IPO Share Option Schemes” in Appendix VI to this prospectus
“2006 Incentive Plan”	the 2006 Share Incentive Plan approved and adopted by our Company in August 2006, the principal terms of which are summarized under “Statutory and General Information — Pre-IPO Share Option Schemes” in Appendix VI to this prospectus

*For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this prospectus in both the English and Chinese languages and in the event of any inconsistency, the Chinese language should prevail.*