

MINDRAY ANTI-CORRUPTION POLICY

POLICY OVERVIEW

Shenzhen Mindray Bio-Medical Electronics Co., Ltd. (together with its subsidiaries, branches and representative offices, “Mindray” or the “Company”) adheres to ethical practices in its business and will not attempt to improperly influence others by paying or offering bribes in any form, either directly or indirectly.

The purpose of this Policy is to provide guidance to Mindray employees on understanding and meeting relevant anti-corruption compliance requirements in their dealings with Government Officials, Healthcare Professionals, Other Covered Individuals and Third Parties, and to ensure that the Company is operating in accordance with all applicable anti-corruption laws of relevant jurisdictions, including Chinese anti-corruption laws, United Nations Convention Against Corruption, the Foreign Corrupt Practices Act of the United States (the “FCPA”), and the Bribery Act 2010 of the United Kingdom (the “UK Bribery Act”). This Policy applies to all Mindray employees, as well as all Third Parties acting for or on behalf of Mindray, anywhere in the world.

We expect and require each Mindray employee to comply with these laws and Mindray policies, which are designed to protect Mindray and Mindray employees from potential liabilities and penalties. Failing to follow these laws and policies may lead to discipline, including termination, and other civil or criminal penalties.

I. DEFINITIONS

1. Bribery

“Bribery” means the giving or offering of Anything of Value to any Government Official (including certain Healthcare Professional) or any Other Covered Individual with the intention of influencing such person in order to obtain an undue advantage in obtaining or retaining any business for Mindray.

Bribery is frequently categorized into “bribery of government officials” and “commercial bribery”, i.e., bribery of employees of business partners. Both forms of bribery are prohibited by anti-corruption laws and this Policy.

2. Anything of Value

“Anything of Value” means anything that has value to the recipient. Typical forms of “Anything of Value” include:

- Cash or cash equivalent;
- Gifts;
- Hospitalitys, such as entertainment, meals and sight-seeing trips;
- Compensation for paid services;
- Clinical trial sponsorship;
- Academic sponsorships, i.e., sponsorships for attending academic or scientific conferences;
- Site visit sponsorships, i.e., sponsorships for visiting a Mindray site (including Mindray offices, Mindray manufacturing sites, Mindray R&D sites, and Mindray laboratories) or a non-Mindray site (such as hospitals) by non-Mindray employees,
- Grants; and
- Charitable donation.

There is no minimum threshold in determining “value”. A small amount of a few RMB or a much greater amount such as 10,000 RMB are equally serious as long as a corruptive intent exists.

It is important to remember that “Anything of Value” includes things that benefit the recipient’s relatives or friends. For example, paying for travel expenses of a Government Official’s relative or making donations to a private school attended by a child of a Government Official would be of value to that Government Official.

3. Government Official

Many anti-corruption laws specifically target bribery of Government Officials. “Government Official” should be defined broadly, and for the purpose of this Policy should include any officer or employee of, or any person acting on behalf of, any government agency, any political party, any entity owned or controlled by the government, or any public international organization.

“Government Official” covers different categories of people in different countries, and in most circumstances Mindray employees need to perform a case-specific, fact-based analysis to determine whether certain individual is a “Government Official”.

Government Officials in China include the following individuals:

- Officials and employees of Chinese government agencies at all levels, such as officials of the State Food and Drug Administration of China and its local bureaus;
- Officials of the Chinese Communist Party organizations at all levels;
- Managers or employees of institutions, organizations and enterprises that are owned, controlled or operated by the government or affiliated with the government, including:
 - Public institutions, such as the Institute for Medical Device Standards;
 - State-owned enterprises at all levels;
 - Industry organizations and trade organizations set up by or affiliated with the government, such as the China Association for Medical Devices Industry;
 - Academic institutions set up by or affiliated with the government, such as the Chinese Medical Association;
 - Public hospitals at all levels, such as the Beijing Hospital;
 - Public universities and medical schools, such as the Peking Union Medical College;
 - Public scientific research institutions;
 - State-owned laboratories and testing institutions; and
 - Newspapers, magazines and publishing houses owned by the government.
- Officials or employees of an international public organization, such as employees of the United Nations, the World Health Organization, etc.

4. Healthcare Professional

“Healthcare Professional” means all members in the medical profession who, in the course of their employment, deliver healthcare services to patients, including physicians and nurses.

Notably, Healthcare Professionals working at public hospitals in China are all “Government Officials”, because the public hospitals are “owned, controlled or operated by the government” and “affiliated with the government”. Please bear in mind this important concept and this Policy, although for the ease of understanding, Mindray policies (including this Policy) may refer to “Government Officials” and “Healthcare Professionals” separately.

5. Other Covered Individual

“Other Covered Individual” means all individuals other than Government Officials that Mindray deals with in its business activities, such as:

- Healthcare Professionals working at private hospitals;
- Managers and employees of privately-owned distributors;
- Managers and researchers of privately-owned laboratories, and independent individual researchers; and
- Managers and employees of privately-owned contract research organizations (CRO).

Bribery of Other Covered Individuals is a violation of anti-corruption laws in many countries, particularly anti-commercial bribery laws in China, and is therefore strictly prohibited by this Policy.

6. Third Party

A “Third Party” is an individual or company that acts on Mindray’s behalf, or provides goods to or performs services for Mindray. Third Parties typically include but are not limited to:

- Distributors;
- Contracted sales representatives;
- Contractors or subcontractors;
- Agents;
- Vendors;
- Suppliers; and
- Consultants.

II. ANTI-CORRUPTION PRINCIPLES

It is Mindray's policy to:

- Conduct its business in a manner designed to maintain a culture of integrity and opposition to corruption and bribery;
- Maintain proper business relationships with all individuals, including Government Officials, Healthcare Professionals, Other Covered Individuals and Third Parties, regardless of whether such relationships are direct or indirect;
- Comply with all applicable anti-corruption laws, including Chinese anti-corruption laws, the FCPA and the UK Bribery Act;
- Require its Third Parties to observe similarly high ethical standards; and
- Enforce this Policy with appropriate disciplinary measures.

In order to implement the above policy, the Company prohibits employees from giving or promising to give Anything of Value to any Government Official, Healthcare Professional or Other Covered Individual in order to obtain an undue advantage in obtaining or retaining any business for Mindray, i.e., with the intent to improperly influence any act or decision of such person, or to induce such person to violate his or her duties.

Please note that offers or promises to give Anything of Value with corruptive intent or purpose are violations of anti-corruption laws and this Policy. Bribery may exist even if an actual payment is not given.

III. SOLICITATION AND EXTORTION

If a Government Official, Healthcare Professional or Other Covered Individual solicits or attempts to extort Anything of Value from a Mindray employee or the Company, the Mindray employee should refuse the request and immediately report the incident to the Supervisory Department.

IV. ACCURATE RECORD-KEEPING

Mindray must maintain complete books, records and accounts that, in reasonable detail, accurately and fairly reflect all transactions, including all expenses, reimbursements, receipts, and the disposition of assets.

Responsible Mindray employee should completely and accurately record all transactions, regardless of the amount involved, so that the purpose and amount of such payments are clear. Making false, misleading or artificial entries in Mindray's books and records and using fake or falsified receipts to get reimbursements are violations of this Policy.

V. TRAVELS AND HOSPITALITIES AND GIFTS FOR NON-MINDRAY EMPLOYEES

When handled appropriately, payment of travel expenses and provision of hospitalities and gifts to non-Mindray employees can be an appropriate and natural part of the Company's business operations. Such benefits, however, if handled inappropriately, may cause significant bribery risks to the Company.

Mindray employees must not provide travels, hospitalities (particularly sight-seeing trips) or gifts to Government Officials, Healthcare Professionals or Other Covered Individuals in order to obtain any undue business advantage.

VI. ACADEMIC SPONSORSHIP, SITE VISIT SPONSORSHIP, GRANT AND CHARITABLE DONATION

Any request by a Government Official, Healthcare Professional, Other Covered Individual or their employer for an academic sponsorship, site visit sponsorship, grant or charitable donation must be handled properly. Mindray employees must not provide academic sponsorship, site visit sponsorship, grant or charitable donation to obtain any undue business advantage, or without necessary prior approval.

VII. ESTABLISHING BUSINESS RELATIONSHIP WITH THIRD PARTIES

Just as Mindray employees may not violate this Policy, they may not knowingly use a Third Party to do so. If a Mindray employee knows or has reason to believe a Third Party is making improper payments on Mindray's behalf but still uses such Third Party, Mindray may be held responsible for the Third Party's actions. Therefore, Mindray requires that its Third Parties comply with the requirements of this Policy and all applicable laws.

Mindray employees must follow all relevant procedures for establishing and retaining business relationships with Third Parties, to ensure that such business relationships do not cause bribery risks to the Company.

VIII. ESTABLISHING BUSINESS RELATIONSHIP WITH HEALTHCARE PROFESSIONALS

Mindray may engage Healthcare Professionals for the provision of professional services, such as:

- Speaking engagements;
- Consultancy;
- Clinical trials, including pre-market and post-market clinical trials;
- Post-market surveillance;
- Patient monitoring;
- Academic research;
- Educational services such as training; and
- Market analysis.

Because such business relationships may cause bribery risks to the Company, Mindray employees must strictly follow all applicable review and contracting requirements before entering into such relationships. Mindray employees should never enter into a business relationship with a Healthcare Professional to inappropriately influence any act of decision of such Healthcare Professional in favor of Mindray's business.

IX. MERGERS AND ACQUISITIONS AND JOINT VENTURES

Mindray may acquire bribery violation liabilities through mergers and acquisitions ("M&A") or the formation and operation of joint ventures. Mindray employees should conduct necessary anti-corruption compliance due diligence on the target company in a M&A transaction and the joint venture partner in a joint venture transaction, and integrate the Company's anti-corruption compliance requirements into the target company and the joint venture after the completion of the transaction.

For the above purpose, Mindray has developed a checklist to guide anti-corruption due diligence on the target company or the joint venture partner prior to and at the closing of a M&A or joint venture transaction, and post-closing compliance integration.

X. FACILITATION PAYMENT

Facilitation payments, which are sometimes referred to as “grease” payments, are payments made to government officials to expedite the provision of routine government services (such as telephone or electrical services) or routine regulatory approvals or permits (such customs clearance and automatic export registration) that Mindray is already entitled to and that are non-discretionary in nature. Facilitation payments do not include “expedited processing fees” made to government agencies that are allowed by government regulations.

Mindray prohibits facilitation payments. Such payments should be avoided through careful planning and scheduling.

XI. PENALTIES FOR NON-COMPLIANCE

Violations of this Policy will not be tolerated and may be grounds for disciplinary actions, including without limitation immediate termination of employment. If any violation of this Policy by any Company employee causes losses to the Company, the Company may initiate legal actions against such employee to seek damages.

XII. REQUEST FOR HELP

Any Mindray employee that wishes to ask a question concerning anti-corruption compliance or application of this Policy may contact the Compliance Department at +86 (755) 8188- 8102.

Any Mindray employee that wishes to report a potential corruption violation may contact the Supervisory Department at +86 (755) 8188-8787.

Any Mindray employee that wishes to seek legal advice on anti-corruption compliance may contact the Legal Department at +86 (755) 8188- 8275.