Mindray Medical International LTD
Form 424B5
March 08, 2010

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CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered	Proposed maximum offering price per ADS	Proposed maximum aggregate offering price	Amount of registration fee(3)
Class A ordinary shares, par value HK$0.001 per share(1)	4,600,000(2)	$ 38.20	$ 175,720,000	$ 12,528.84

(1) American depositary shares, or ADSs, issuable upon deposit of the Class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 filed with the Commission on September 15, 2006 (Registration No. 333-137373). Each ADS represents one Class A ordinary share.

(2) Assumes the underwriter exercises in full its over-allotment option to purchase an additional 600,000 ADSs.

(3) Calculated in accordance with Rules 457(o) and (r) under the Securities Act of 1933.

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-165169

Prospectus Supplement
(To Prospectus dated March 3, 2010)

Mindray Medical International Limited
4,000,000 American Depositary Shares
Representing 4,000,000 Class A Ordinary Shares

We are offering 4,000,000 American Depositary Shares, or ADSs. Each ADS represents one of our Class A ordinary shares, par value HK$0.001 per share. Our ADSs are listed on The New York Stock Exchange under the trading symbol MR. On March 3, 2010, the last reported sale price of our ADSs was $39.80 per ADS.

Investing in our ADSs involves risks. These risks are discussed in this prospectus supplement under Risk Factors beginning on page S-6 and on page 5 of the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

	PER ADS	TOTAL
Public Offering Price	$ 38.20	$ 152,800,000
Underwriting Discounts	$ 0.39	$ 1,560,000
Proceeds to Mindray (Before Expenses)	$ 37.81	$ 151,240,000

The underwriter expects to deliver the ADSs to purchasers on March 9, 2010. We have granted the underwriter an option for a period of 30 days to purchase up to an additional 600,000 ADSs to cover overallotments. If the underwriter exercises the option in full, the total underwriting discounts payable by us will be $1,794,000 and the total proceeds to us, before expenses, will be $173,926,000.

Sole Book-Running Manager

Jefferies & Company

Prospectus Supplement dated March 4, 2010.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is comprised of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering. If the description of the offering varies between this prospectus supplement and the accompanying prospectus or the documents incorporated herein and therein by reference, you should rely on the information contained in this prospectus supplement. However, if any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in the accompanying prospectus the statement in the document having the later date modifies or supersedes the earlier statement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not authorized anyone to provide information different from that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We are offering to sell, and seeking offers to buy, ADSs only in jurisdictions where such offers and sales are permitted. The information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated herein and therein by reference is accurate only as of the date of the document containing such information, regardless of the time of delivery of this prospectus supplement and accompanying prospectus or of any sale of our ADSs.

Unless otherwise stated, or the context otherwise requires, for purposes of this prospectus supplement only:

we, us, our company, our, Mindray International and Mindray refer to Mindray Medical International and its consolidated subsidiaries, including, among others, Shenzhen Mindray Bio-Medical Electronics Co., Ltd., or Shenzhen Mindray, and Shenzhen Mindray s predecessor entities;

China or PRC refers to the People s Republic of China, excluding, for purposes of this prospectus supplement only, Taiwan and the Special Administrative Regions of Hong Kong and Macau;

All references to Renminbi or RMB are to the legal currency of China, all references to US dollars , dollars , $ are to the legal currency of the United States, and all references to HK$ are to the legal currency of the Hong Kong Special Administrative Region of China;

ordinary shares refers to our Class A and Class B ordinary shares, par value HK$0.001 per share;

ADSs refers to our American depositary shares, each of which represents one Class A ordinary share;

ADRs refers to American depositary receipts, which, if issued, evidence our ADSs; and

US GAAP refers to generally accepted accounting principles in the United States.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information contained in greater detail elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference. You should carefully read the entire prospectus supplement, the accompanying prospectus and the documents and information incorporated by reference, including Risk Factors and the financial statements, before making an investment decision.

Summary

Overview

We are a leading developer, manufacturer and marketer of medical devices worldwide. We maintain our global headquarters in Shenzhen, China, U.S. headquarters in Mahwah, New Jersey and multiple sales offices in major international markets. From our main manufacturing and engineering base in China and through our worldwide distribution network, we supply internationally a broad range of products across three primary business segments, comprising patient monitoring and life support products, in-vitro diagnostic products and medical imaging systems. We provide after-sales services to distributors and hospitals in China through 30 local offices based in provincial capital cities. We also provide after-sales services to hospitals in the U.S., the United Kingdom and France where we have direct sales.

We commenced operations in 1991 through our predecessor entity. We were incorporated as Mindray International Holdings Limited in the Cayman Islands on June 10, 2005, an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, or the Companies Law. In March 2006, we changed our name to Mindray Medical International Limited.

Our principal executive offices are located at Mindray Building, Keji 12th Road South, Hi-tech Industrial Park, Nanshan, Shenzhen, 518057, People s Republic of China, and our telephone number is (86-755) 2658-2888. Our website address is *http://www.mindray.com*. Information on our website does not constitute part of this prospectus supplement.

Recent Developments

Dividend Announcement

Our board of directors declared a cash dividend on our ordinary shares of $0.20 per share, based on our net income for the full financial year of 2009. The cash dividend will be payable on or around April 11, 2010, to shareholders of record as of March 11, 2010.

Employee Share Incentive Plan Amendment

At our annual general meeting of shareholders held on December 15, 2009, our shareholders approved an amendment to increase the number of shares that may be delivered pursuant to awards granted under the our 2006 Employee Share Incentive Plan from 15 million to 21 million.

Board of Directors

At our annual general meeting of shareholders held on December 15, 2009, our shareholders approved the reelection of directors Mr. Xu Hang, Mr. Chen Qingtai, and Mr. Ronald Ede, each to serve a three-year term.

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THE OFFERING

The following assumes that the underwriter will not exercise its option to purchase additional ADSs in the offering, unless otherwise indicated.

ADSs offered by us	4,000,000 ADSs
Price per ADS	$38.20 per ADS
Over-allotment option	We have granted the underwriter a 30-day option to purchase up to additional ADSs from us to cover over-allotments at the public offering price less the underwriting discount and commission.
Class A ordinary shares outstanding immediately prior to this offering	80,480,456 shares
Class A ordinary shares outstanding immediately after this offering	84,480,456 shares, excluding 7,616,791 shares issuable pursuant to outstanding options and an additional 8,814,787 shares available for issuance under our employee share incentive plan.
Class B ordinary shares outstanding immediately prior to this offering	29,619,907 shares
Class B ordinary shares outstanding immediately after this offering	29,619,907 shares
Total ordinary shares outstanding immediately after this offering	114,100,363 shares
The ADSs	Each ADS represents one Class A ordinary share, par value HK$0.001 per share. The ADSs to be delivered upon completion of this offering will be evidenced by a global ADR. The depositary will be the holder of the Class A ordinary shares underlying your ADSs and you will have rights as provided in the deposit agreement. If we declare dividends on our ordinary shares, the depositary will pay you the cash dividends and other distributions it receives on our Class A ordinary shares, after deducting its fees and expenses. You may surrender your ADSs to the depositary for delivery of Class A ordinary shares underlying your ADSs. The depositary will charge you fees for surrenders.

	We may amend or terminate the deposit agreement without your consent, and if you continue to hold your ADSs, you agree to be bound by the deposit agreement as amended. You should carefully read the section in the accompanying prospectus to this prospectus supplement, Description of American Depositary Shares, to better understand the terms of the ADSs. You should also read the deposit agreement, which is an exhibit to the registration statement that includes this prospectus supplement.
New York Stock Exchange trading symbol	MR
Ordinary Shares	Holders of Class A ordinary shares and Class B ordinary shares have the same rights except for voting and conversion rights. Each Class A ordinary share is entitled to one vote on all matters subject to shareholder vote, and each Class B ordinary share is entitled to five votes on all matters subject to shareholder vote. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances. Class B ordinary shares will automatically and immediately convert into an equal number of Class A ordinary shares upon any transfer to any person or entity which is not an affiliate of the transferor.

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	In addition, if the number of Class B ordinary shares issued and outstanding is less than 20% of the total number of our issued and outstanding ordinary shares, each issued and outstanding Class B ordinary share will automatically convert into one Class A ordinary share, and we will not issue any Class B ordinary shares thereafter.
Depositary	The Bank of New York Mellon
Timing and settlement of ADSs	The ADSs are expected to be delivered against payment on March 9, 2010.
	The global ADR evidencing the ADSs will be deposited with a custodian for, and registered in the name of a nominee of, The Depository Trust Company, or DTC, in New York, New York. In general, security entitlements in the ADSs will be shown on, and transfers of these security entitlements will be effected only through, records maintained by DTC and its direct and indirect participants.
Use of proceeds	We will receive net proceeds from this offering of approximately $149.6 million (after deducting underwriting discounts and the estimated offering expenses payable by us). We intend to use our net proceeds from this offering for business development and for general corporate purposes. See Use of Proceeds.
Risk factors	See Risk Factors and other information included in this prospectus supplement and the accompanying prospectus for a discussion of risks you should carefully consider before deciding to invest in our ADSs.
Lock-up	We and each of our directors and executive officers have agreed, subject to certain exceptions, for a period of 60 days after the date of this prospectus supplement not to sell, transfer or otherwise dispose of any of our ordinary shares or ADSs representing our Class A ordinary shares. See Underwriting.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement contains or incorporates by reference statements that constitute forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. Any statements that do not relate to historical or current facts or matters are forward-looking statements. You can identify some of the forward-looking statements by the use of forward-looking words, such as may, will, could, should, expects, anticipates, intends, projects, predicts, plans, believes, seel variations of these words and similar expressions. Statements concerning current conditions may also be forward-looking if they imply a continuation of current conditions. Forward-looking statements include statements regarding, among other matters:

- our goals and strategies;
- our future business development, financial condition and results of operations, including our unaudited operating results for the year ended December 31, 2009;
- the projected growth of the medical device industry in China and internationally;
- the effects of the current global economic crisis and global macroeconomic conditions on our business;
- the effects of our acquisition of and integration of Datascope s patient monitoring device business;
- our expansion plans;
- relevant government policies and regulations relating to the medical device industry;
- market acceptance of our products;
- our expectations regarding demand for our products;
- our ability to expand our production, our sales and distribution network and other aspects of our operations, including our sales and service offices, our manufacturing facilities in Shenzhen, and our research and development and manufacturing facility in Nanjing;
- our ability to stay abreast of market trends and technological advances;
- our ability to effectively protect our intellectual property rights and not infringe on the intellectual property rights of others;
- our plan to launch new products in the future;
- our intention to pay annual cash dividends to our shareholders;
- competition in the medical device industry in China and internationally; and
- general economic and business conditions in the countries where our products are sold.

We caution you that any such forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors that may cause our actual results, performance or achievements or the industry to differ materially from our future results, performance or achievements, or those of the industry, expressed or implied in such forward-looking statements. We urge you to carefully review the disclosures we make concerning risks and other factors that may affect our business and operating results, including those made in this prospectus supplement and the accompanying prospectus, and as such risk factors may be updated in subsequent SEC filings, as well as our other reports filed with the SEC. We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date of this prospectus supplement. We do not intend, and we undertake no obligation, to update any forward-looking information to reflect events or circumstances after the date of this prospectus supplement or to reflect the occurrence of unanticipated events, unless required by law to do so.

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RISK FACTORS

You should carefully consider the risks described below, those in our annual report on Form 20-F for the year ended December 31, 2008 and in the accompanying prospectus, as well as the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus before you decide to buy our ADSs. The risks described below, incorporated by reference in this prospectus supplement and described in the accompanying prospectus are not the only risks facing us. We may face additional risks and uncertainties not currently known to us or that we currently deem to be immaterial. Any of the risks described below, incorporated by reference in this prospectus supplement or described in the accompanying prospectus, and any such additional risks, could materially adversely affect our business, financial condition or results of operations. In such case, you may lose all or part of your original investment.

Risks Related to Our Business

The audit of our financial information as of and for the year ended December 31, 2009 has not been completed and the financial information disclosed in this prospectus supplement for such period is subject to adjustment. Our actual financial results may materially differ from our current expectations.

We present certain financial information as of and for the year ended December 31, 2009 in the prospectus supplement. Our financial statements as of and for the year ended December 31, 2009 are not yet available, and our audit of this financial information has not been completed and remains subject to adjustments. Adjustments made during the finalization of our audit could cause our financial results to materially differ from our current expectations, which could cause the market price of our ADSs to decline.

Risks Related to This Offering

Our management has broad discretion over the use of proceeds from this offering.

Our management has significant flexibility in applying the proceeds that we receive from this offering. Although we intend to use the proceeds from this offering primarily for business development and general corporate purposes, our board of directors retains significant discretion with respect to the use of proceeds. The proceeds of this offering may be used in a manner that does not generate favorable returns.

The market price of our ADSs has been volatile and could continue to be volatile, leading to the possibility of their value being depressed at a time when you want to sell your holdings.

The trading prices of our ADSs have been and are likely to continue to be volatile. Between January 1, 2009 and March 3, 2010, the trading price of our ADSs on the New York Stock Exchange ranged from $12.34 to $40.35 per ADS, and the last reported sale price on March 3, 2010 was $39.80 per ADS. The trading prices of our ADSs could fluctuate widely in response to factors beyond our control. Broad market and industry factors may significantly affect the market price and volatility of our ADSs, regardless of our actual operating performance.

In addition to market and industry factors, the price and trading volume for our ADSs may be highly volatile for specific business reasons. In particular, factors such as variations in our revenues, earnings and cash flow, announcements of new investments or acquisitions could cause the market price for our ADSs to change substantially. Any of these factors may result in large and sudden changes in the volume and trading price of our ADSs. In the past, following periods of volatility in the market price of a company s securities, shareholders have often instituted securities class action litigation against that company. If we were involved in a class action suit, it could divert the attention of senior management, and, if adversely determined, could have a material adverse effect on our financial condition and results of operations.

We cannot predict the effect that this offering will have on the volume or trading price of our ADSs. The market price of our ADSs may fall below the public offering price and you may be unable able to sell ADSs acquired in this offering at a price equal to or greater than the offering price.

Future sales or perceived sales of our ordinary shares or ADSs could depress the price of our ADSs.

We and each of our directors and executive officers have agreed with the underwriters that, without the prior written consent of Jefferies & Company, Inc., subject to certain exceptions, neither we nor any of our directors or executive officers will, for a period of 60 days following the date of this prospectus supplement, offer, sell or contract to sell any of our ADSs, ordinary shares or securities convertible into or exchangeable or exercisable for any of our ADSs or ordinary shares. See Underwriting. The ordinary shares and ADSs subject to these lock-up agreements will become eligible for sale in the public market upon expiration of these lock-up agreements, subject to limitations imposed by Rule 144 under the Securities Act. See Shares Eligible for Future Sale. If the holders of the ordinary

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shares or ADSs were to attempt to sell a substantial amount of their holdings at once, the market price of our ADSs could decline. Moreover, the perceived risk of this potential dilution could cause shareholders to attempt to sell their ordinary shares or ADSs and investors to short our ADSs, a practice in which an investor sells ADSs that he or she does not own at prevailing market prices, hoping to purchase ADSs later at a lower price to cover the sale. As each of these events would cause the number of ADSs being offered for sale to increase, the market price of our ADSs would likely further decline. All of these events could combine to make it impracticable of impossible for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate.

You may face difficulties in protecting your interests, and our ability to protect our rights through the U.S. federal courts may be limited, because we are incorporated under Cayman Islands law.

Our corporate affairs are governed by our amended and restated memorandum and articles of association, the Cayman Islands Companies Law and the common law of the Cayman Islands. The rights of shareholders to take action against the directors and actions by minority shareholders are to a large extent governed by the common law of the Cayman Islands. Cayman Islands law in this area may not be as established and may differ from provisions under statues or judicial precedent in existence in the United States. As a result, our public shareholders may face different considerations in protecting their interests in actions against our management or directors than would shareholders of a corporation incorporated in a jurisdiction of the United States.

The rights of shareholders and the responsibilities of management and members of the board of directors under Cayman Islands law, such as in the areas of fiduciary duties, are different from those applicable to a company incorporated in a jurisdiction of the United States. For example, the Cayman Islands courts are unlikely:

- to recognize or enforce against us judgments of courts of the United States based on certain civil liability provisions of US federal securities laws; and

- in original actions brought in the Cayman Islands, to impose liabilities against us based on certain civil liability provisions of US federal securities laws that are penal in nature.

As a result, our public shareholders may have more difficulty in protecting their interests in connection with actions taken by our management or members of our board of directors than they would as public shareholders of a company incorporated in the United States.

Certain judgments obtained against us by our shareholders may not be enforceable.

We are a Cayman Islands company and the substantial majority of our assets are located outside of the United States. A substantial majority of our current operations are conducted in the PRC. In addition, most of our directors and officers are nationals and residents of countries other than the United States. A substantial portion of the assets of these persons are located outside the United States. As a result, it may be difficult or impossible for you to bring an action against us or against these individuals in the United States in the event that you believe that your rights have been infringed under the U.S. federal securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of the Cayman Islands and of the PRC may render you unable to enforce a judgment against our assets or the assets of our directors and officers. For more information regarding the relevant laws of the Cayman Islands and China, see Enforcement of Civil Liabilities in the accompanying prospectus to this prospectus supplement.

You may be subject to limitations on transfer of your ADSs.

Your ADSs represented by ADRs are transferable on the books of the depositary. However, the depositary may close its books at any time or from time to time when it deems expedient in connection with the performance of its duties. The depositary may close its books from time to time for a number of reasons, including in connection with corporate events such as a rights offering, during which time the depositary needs to maintain an exact number of ADS holders on its books for a specified period. The depositary may also close its books in emergencies, and on weekends and public holidays. The depositary may refuse to deliver, transfer or register transfers of our ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary thinks it is advisable to do so because of any requirement of law or any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

If we pay dividends or make other distributions on our ordinary shares, you may not receive them or any value for them if it is illegal or impractical to make them available to you.

The depositary of our ADSs has agreed to pay to you the cash dividends or other distributions it or the custodian receives on our Class A ordinary shares or other deposited securities after deducting its fees, charge, and expenses and any taxes withheld, duties or governmental charges. You will receive these distributions in proportion to the number of Class A ordinary shares your ADSs represent as of the record date (which will be as close as practicable to the record date for our ordinary shares). However, the depositary is not responsible if it decides that it is illegal or impractical to make a distribution available to any holders of ADSs. For example, the depositary may determine that it is not feasible to distribute certain property through the mail. Additionally, the value of certain distributions may be less than the cost of mailing them. In these cases, the depositary may determine not to distribute such property. We have no obligation to register under U.S. securities laws any ADSs, Class A ordinary shares, rights or other securities received through such distributions. We also have no obligation to take any other action to permit the distribution of ADSs, Class A ordinary shares, rights or anything else to holders of ADSs. This means that you may not receive any distributions we make on our Class A ordinary shares or any value for them if it is illegal or impractical to make them available to you. These restrictions may have a material adverse effect on the value of your ADSs.

Our failure to obtain the prior approval of the China Securities Regulatory Commission, or the CSRC, of the listing and trading of our ADSs on the New York Stock Exchange could have a material adverse effect on our business, operating results, reputation and trading price of our ADSs, and may also create uncertainties for this offering.

On August 8, 2006, six PRC regulatory agencies, namely the Ministry of Commerce, the State Assets Supervision and Administration Commission, the State Administration for Taxation, the State Administration for Industry and Commerce, the CSRC and the State Administration of Foreign Exchange, jointly issued the Regulation on Mergers and Acquisitions of Domestic Companies by Foreign Investors, or the New M&A Rule, which became effective on September 8, 2006. This new regulation, among other things, has certain provisions that require offshore special purpose vehicles, or SPVs, formed for the purpose of acquiring Chinese domestic companies and directly or indirectly established or controlled by Chinese entities or individuals, to obtain the approval of the CSRC prior to publicly listing their securities on an overseas stock market. On September 21, 2006, the CSRC published on its official website procedures regarding its approval of overseas listings by SPVs. The CSRC approval procedures require the filing of a number of documents with the CSRC and it would take several months to complete the approval process if a waiver is not available.

We completed the initial offering and listing of our ADSs on the New York Stock Exchange on September 29, 2006. The application of this PRC regulation remains unclear with no consensus currently existing among the leading PRC law firms regarding the scope and applicability of the CSRC approval requirement. We did not seek CSRC approval in connection with either our initial public offering or our secondary offering in February 2007.

Our PRC counsel, Jun He Law Offices, has advised us that because we completed our restructuring before September 8, 2006, the effective date of the new regulation, it was not and is not necessary for us to submit the application to the CSRC for its approval of our initial public offering, the secondary offering in February 2007 or this offering, and the listing and trading of our ADSs on the New York Stock Exchange does not require CSRC approval. Should an application for CSRC approval be required from us, we have a legal basis to apply for a waiver from the CSRC, if and when such procedures are established to obtain such a waiver.

If the CSRC or another PRC regulatory agency subsequently determines that the CSRC s approval was required for our initial public offering, the secondary offering in 2007, or is required for this offering, we may face regulatory actions or other sanctions from the CSRC or other PRC regulatory agencies. These regulatory agencies may impose fines and penalties on our operations in the PRC, limit our operating privileges in the PRC, delay or restrict the repatriation of our net proceeds from this offering into the PRC, or take other actions that could have a material adverse effect on our business, financial condition, results of operations, reputation and prospects, as well as the trading price of our ADSs. The CSRC or other PRC regulatory agencies also may take actions requiring us, or making it advisable for us, to delay or cancel this offering before settlement and delivery of the ADSs offered hereby. Consequently, if you engage in market trading or other activities in anticipation of and prior to settlement and delivery, you do so at the risk that settlement and delivery may not occur.

Also, if later the CSRC requires that we obtain its approval, we may be unable to obtain a waiver of the CSRC approval requirements, if and when procedures are established to obtain such a waiver. Any uncertainties and/or negative publicity regarding this CSRC approval requirement could have a material adverse effect on the trading price of our ADSs.

Your voting rights as a holder of our ADSs are limited by the terms of the deposit agreement.

You may only exercise your voting rights with respect to the Class A ordinary shares underlying your ADSs in accordance with the provisions of the deposit agreement. Upon receipt of voting instructions from you in the manner set forth in the deposit agreement, the depositary for our ADSs will endeavor to vote your underlying Class A ordinary shares in accordance with these instructions. Under our amended and restated memorandum and articles of association and Cayman Islands law, the minimum notice period required for convening a general meeting is ten days. When a general meeting is convened, you may not receive sufficient notice of a shareholders meeting to permit you to withdraw your Class A ordinary shares to allow you to cast your vote with respect to any specific matter at the meeting. In addition, the depositary and its agents may not be able to send voting instructions to you or carry out your voting instructions in a timely manner. We will make all reasonable efforts to cause the depositary to extend voting rights to you in a timely manner, but you may not receive the voting materials in time to ensure that you can instruct the depositary to vote your shares. Furthermore, the depositary and its agents will not be responsible for any failure to carry out any instructions to vote, for the manner in which any vote is cast or for the effect of any such vote. As a result, you may not be able to exercise your right to vote and you may lack recourse if your Class A ordinary shares are not voted as you requested.

The depositary for our ADSs will give us a discretionary proxy to vote our Class A ordinary shares underlying your ADSs if you do not vote at shareholders meetings, except in limited circumstances, which could adversely affect your interests.

Under the deposit agreement for our ADSs, the depositary will give us a discretionary proxy to vote our Class A ordinary shares underlying your ADSs at shareholders meetings if you do not vote, unless:

- we have failed to timely provide the depositary with our notice of meeting and related voting materials;
- we have instructed the depositary that we do not wish a discretionary proxy to be given;
- we have informed the depositary that there is substantial opposition as to a matter to be voted on at the meeting; or
- a matter to be voted on at the meeting would have a material adverse impact on shareholders.

The effect of this discretionary proxy is that you cannot prevent our Class A ordinary shares underlying your ADSs from being voted, absent the situations described above, and it may make it more difficult for shareholders to influence the management of our company.

You may be subject to limitations on transfer of your ADSs.

Your ADSs are transferable on the books of the depositary. However, the depositary may close its transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depositary may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary thinks it advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

You may not be able to participate in rights offerings and may experience dilution of your holdings.

We may, from time to time, distribute rights to our shareholders, including rights to acquire securities. Under the deposit agreement, the depositary will not distribute rights to holders of ADSs unless the distribution and sale of rights and the securities to which these rights relate are either exempt from registration under the Securities Act with respect to all holders of ADSs, or are registered under the provisions of the Securities Act. The depositary may, but is not required to, attempt to sell these undistributed rights to third parties, and may allow the rights to lapse. We may be unable to establish an exemption from registration under the Securities Act, and we are under no obligation to file a registration statement with respect to these rights or underlying securities or to endeavor to have a registration statement declared effective. Accordingly, holders of ADSs may be unable to participate in our rights offerings and may experience dilution of their holdings as a result.

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MARKET PRICE INFORMATION FOR OUR AMERICAN DEPOSITARY SHARES

Our ADSs are traded on the New York Stock Exchange under the symbol MR. Public trading of our ADSs commenced on September 29, 2006. Each ADS represents one of our Class A ordinary shares.

Annual Highs and Lows	**High**	**Low**
2006 (from September 29)	$ 26.20	$ 15.55
2007	44.26	22.58
2008	43.61	12.34
2009	34.80	17.15
Quarterly Highs and Lows		
First Quarter 2008	41.66	25.66
Second Quarter 2008	41.49	29.82
Third Quarter 2008	43.61	31.47
Fourth Quarter 2008	33.79	12.34
First Quarter 2009	24.13	17.15
Second Quarter 2009	29.23	19.73
Third Quarter 2009	33.92	26.47
Fourth Quarter 2009	34.80	28.89
First Quarter 2010 (through March 3)	40.35	34.01
Monthly Highs and Lows		
September 2009	32.87	30.66
October 2009	33.00	29.90
November 2009	34.09	28.89
December 2009	34.80	30.24
January 2010	39.50	34.87
February 2010	38.16	34.02
March 2010 (through March 3)	39.80	37.17

On March 3, 2010, the last reported sale price of our ADSs on the New York Stock Exchange was $39.80 per ADS.

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DIVIDEND POLICY

We intend to pay annual cash dividends to our shareholders. Cash dividends, if any, will be at the discretion of our board of directors and will depend upon our future operations and earnings, capital requirements and surplus, general financial conditions, shareholders interests, contractual restrictions and other factors as our board of directors may deem relevant. We can pay dividends only out of profits or other distributable reserves.

In addition, our ability to pay dividends depends substantially on the payment of dividends to us by our operating subsidiary, Shenzhen Mindray. Shenzhen Mindray may pay dividends only out of its accumulated distributable profits, if any, determined in accordance with its articles of association, and the accounting standards and regulations in China. Moreover, pursuant to relevant PRC laws and regulations applicable to our subsidiaries in the PRC, Shenzhen Mindray is required to provide 10% of its after-tax profits to a statutory common reserve fund. When the aggregate balance in the statutory common reserve fund (also referred to as statutory surplus reserve) is 50% or more of the subsidiaries registered capital, our subsidiaries need not make any further allocations to the fund. Shenzhen Mindray s registered capital is RMB350 million. Allocations to these statutory reserves can only be used for specific purposes and are not distributable to us in the form of loans, advances or cash dividends. The specific purposes for which statutory common reserve funds can be used include provision of a source of reserve funds to make up deficits in periods in which Shenzhen Mindray has net losses, expansion of production and operations of Shenzhen Mindray, or for conversion into additional working capital in periods in which Shenzhen Mindray does not have a deficit. Furthermore, if Shenzhen Mindray incurs debt on its own behalf, the instruments governing the debt may restrict its ability to pay dividends or make other payments to us. Any limitation on the payment of dividends by our subsidiary could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our businesses, pay dividends and otherwise fund and conduct our businesses.

We paid cash dividends of $15.9 million, $19.3 million and $21.6 million in 2007, 2008, and 2009, respectively.

Holders of ADSs will be entitled to receive dividends, subject to the terms of the deposit agreement, to the same extent as holders of our Class A ordinary shares, less the fees and expenses payable under the deposit agreement. Cash dividends will be paid by the depositary to holders of ADSs in US dollars. Other distributions, if any, will be paid by the depositary to holders of our ADSs in any means it deems legal, fair and practical. See Description of American Depositary Shares Dividends and Other Distributions in the accompanying prospectus.

USE OF PROCEEDS

We will receive net proceeds from this offering of approximately $149.6 million, after deducting underwriting discounts and the estimated offering expenses payable by us. We intend to use the net proceeds we receive from this offering for business development and for general corporate purposes.

The foregoing description of the uses of the net proceeds of this offering represents our current intentions based upon our current plans and the status of our business. The amounts and timing of any expenditure will vary depending on the amount of cash generated by our operations, competitive developments and the rate of growth, if any, of our business. Accordingly, our management will have significant discretion in the allocation of the net proceeds we will receive from this offering. Depending on future events and other changes in the business climate, we may determine at a later time to use the net proceeds for different purposes.

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CAPITALIZATION

The following table sets forth our capitalization on an actual basis as of December 31, 2009, and on an as-adjusted basis to reflect the offer and sale by us of 4,000,000 ADSs after deducting estimated underwriting discounts and estimated expenses payable by us.

	As of December 31, 2009	
	Actual	**As-Adjusted**
	(in thousands) (unaudited)	
Total debt	169,128	169,128
Shareholders equity		
Class A ordinary shares (HK$0.001 par value per share: 4,000,000,000 shares authorized; 80,480,456 shares issued and outstanding, actual; 84,480,456 shares issued and outstanding, as adjusted)	10	11
Class B ordinary shares (HK$0.001 par value per share: 1,000,000,000 authorized and 29,619,907 shares issued and outstanding, actual and as adjusted)	4	4
Additional paid-in capital	298,408	447,980
Retained earnings	301,476	301,476
Accumulated other comprehensive income	40,651	40,651
Total shareholders equity	640,549	790,122
Noncontrolling interest	2	2
Total equity	640,551	790,124
Total capitalization	809,679	959,252

As of the date of this prospectus supplement, there has been no material change to our capitalization as set forth above.

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RECENT DEVELOPMENTS

On March 1, 2010, we announced selected unaudited financial results as of and for the year ended December 31, 2009. In addition to our selected 2009 unaudited financial results, the discussion below includes information relevant to the understanding of our financial condition and results of operation as well as certain operating results for 2007 and 2008. You should read the following discussion together with the prior period financial statements and related notes incorporated by reference into this prospectus supplement.

The audit of our financial information as of and for the year ended December 31, 2009 has not been completed. Therefore, this information is subject to adjustments based upon, among other things, the finalization of our year-end closing, annual audit and reporting processes. Given the preliminary nature of this information, our actual financial results may materially differ from our current expectations. This discussion also includes forward-looking statements that involve risks and uncertainties. You should review the section titled Risk Factors of this prospectus supplement and the accompanying prospectus for a discussion of important factors that could cause our actual results and the timing of selected events to differ materially from those described in or implied by these forward-looking statements.

For additional information regarding the various risks and uncertainties inherent in such estimates, see Risk Factors Risks Relating to Our Business The audit of our financial information as of and for the year ended December 31, 2009 has not been completed and the financial information is subject to adjustments. Our actual financial results may materially differ from our current expectations, and Forward-Looking Statements.

Overview

We are a leading developer, manufacturer and marketer of medical devices worldwide. We maintain our global headquarters in Shenzhen, China, U.S. headquarters in Mahwah, New Jersey, and sales offices in major international markets. From our main manufacturing and engineering base in China and through our worldwide distributor and direct sales networks, we supply internationally a broad range of products across our three primary business segments: patient monitoring and life support products, in-vitro diagnostic products, and medical imaging systems. We currently offer over 70 products across these three segments.

Our overall net revenues increased from $294.3 million in 2007 to $547.5 million in 2008 and to $634.2 million in 2009. Our net income increased from $78.0 million in 2007 to $108.7 million in 2008 and to $139.2 million in 2009. These increases reflect both organic growth and the Datascope acquisition.

Geographically, our net revenues outside of China increased from $148.8 million in 2007 to $313.0 million in 2008, or from 50.6% to 57.2% of our total net revenues. This increase primarily reflects the increased international penetration resulting from new direct operations provided by the Datascope acquisition, and expanded and new indirect operations. Net revenues outside of China also increased as a result of the positive impact of new and enhanced product introductions. Our net revenues generated outside China increased from $313.0 million in 2008 to $341.6 million in 2009, representing a decrease as a percentage of total net revenues from 57.2% to 53.9%. The increase in dollar terms primarily reflects a full year of net revenues contribution from the Datascope acquisition. The decrease in percentage terms reflects the global economic downturn, which was generally felt more strongly outside of China.

We sell our products through different distribution channels in different geographies. In China, due primarily to geographic size and the costs that would be associated with maintaining a nationwide direct sales force, we sell our products primarily to third-party distributors. We believe we have one of the largest distribution, sales and service networks for medical devices in China with more than 2,400 distributors and approximately 1,200 sales and sales support personnel as of December 31, 2009. In China, we also sell our products directly to hospitals, clinics, government health bureaus, and to ODM and OEM customers. While we intend to continue selling our products in China primarily to distributors, we are also seeking to expand our geographic coverage and build brand recognition by establishing direct sales channels and increasing marketing activities.

Outside of China, we sell our products through more than 1,500 third-party distributors and our sales force of approximately 150 based in the U.S., the United Kingdom, and France as of December 31, 2009. We intend to continue investing in international sales channels, including the localization of sales staff in international offices. We believe that the localization of sales staff in international offices improves our net revenues growth prospects, and helps us gain improved market information that we use when developing new or enhanced products.

We have made and expect to continue making substantial investments in research and development activities, investing approximately 10% of our net revenues in research and development in 2007, 2008, and 2009. We currently have research and development centers located in Shenzhen, Beijing, and Nanjing, China. We also maintain research and development centers in Seattle, Washington, Mahwah, New Jersey, and Stockholm, Sweden. We believe that our emphasis on research and development is a core competency that has allowed us to achieve our historic growth and provides us with ongoing growth possibilities. We maintain what we believe is the largest research and development team of any medical device manufacturer based in China. As of December 31, 2009, we had more than 1,400 engineers in multiple research and development centers in both China and the U.S. Our research and development headquarters in Shenzhen coordinates our global research and development efforts, leveraging the core competencies of each of our centers.

Pricing

We sell our products both through our direct sales force and to distributors. In markets where we rely on distributors, we price our products at levels that we believe offer attractive economic returns to distributors, taking into account the prices of competing products and our gross margins. Where we rely on direct sales, we price our products based primarily on market conditions. We believe that we offer products with a more favorable ratio of functionality to cost than our competitors.

The average selling prices of our products typically decrease over time due to natural price erosion. With the current global economic downturn, we are facing more pricing pressures, which we anticipate will continue in the near term. In China and other developing markets, we anticipate average selling price declines generally in line with our prior experiences. However, we face some pricing uncertainty related to foreign currency fluctuations, which can affect purchasing power in international markets. Furthermore, our China sales include government tender sales, which tend to have higher sales volumes but lower average selling prices.

Currency fluctuations have not had a material impact on our pricing.

Revenues

Our customer base is widely dispersed on a geographic basis, with sales into more than 160 countries. China is our largest market by a significant margin. In the near term, we anticipate revenues from sales in China will increase as a percentage of our total revenues due primarily to: (i) the growing private market for healthcare, driven by increasing wealth; (ii) the increasing availability of health insurance; and (iii) anticipated increases in government healthcare spending, particularly that directed at county-level hospitals. China s economy also appears to have generally fared better compared to most developed markets where we sell our products. However, in the long term, we anticipate that net revenues from sales outside of China will increase as a percentage of our total revenues because the addressable medical device market outside of China is substantially larger than the China market.

For our sales in China, we present revenues net of value-added tax, or VAT. VAT represents the amount we collect from our customers at 17% offset by the VAT refund pursuant to Certain Policies to Encourage the Development of Software and Integrated Circuit Industries as New and High Technology Enterprises at a rate of 14% of the sales value for self-developed software embedded in our devices. In September 2008, pursuant to Cai Shui 2008 No. 92 jointly issued by the PRC government s Ministry of Finance and the State Administration of Taxation, we were able to receive a VAT refund for sales of our embedded software on a retroactive basis. As we did not have prior experience in claiming the VAT refund under Cai Shui 2008 No. 92, the refund relating to sales of our embedded software during the period from January 2006 to June 2008 was only included in our net revenues when the refund claims had been approved by the PRC State Administration of Taxation in 2008. The refund relating to the sales of our embedded software during the period from July 2008 to December 2008, which was approved by the PRC State Administration of Taxation in the first quarter 2009, was included in our 2009 net revenues. Subsequently, we recognized the refund due from sales of our embedded software in 2009 on an as-accrued basis. Based on current PRC regulations, this refund will be available until the end of 2010. The PRC government may or may not choose to renew such policy. The amount of the VAT refund included in revenues was $nil, $21.8 million, and $24.8 million for the years ended December 31, 2007, 2008 and 2009, respectively.

In recent years, due to our expanding market presence outside China, our net revenues from outside China, particularly in Europe and North America, increased as a percentage of our total net revenues. However, due in large part to the global economic downturn, currency fluctuations and uncertainty surrounding potential United States healthcare reforms, this trend reversed in 2009, and we believe in the near term that our net revenues from sales to the North American and European markets will grow more slowly than our total net revenues growth rate. However, we anticipate significant revenue growth in other developing markets, particularly Asia Pacific, Latin and South America, and Africa.

Our customer base is also widely dispersed on a net revenues basis. In each of 2007, 2008 and 2009, no single customer accounted for more than 3.0% of our total net revenues.

We primarily derive revenues from three business segments: patient monitoring and life support products, in-vitro diagnostic products and medical imaging systems. These business segments accounted for 43.9%, 24.5% and 25.6% of our total net revenues in 2009, respectively. We also have a business segment called others which includes primarily services revenues and occasional revenues from contract research and development projects and other non-recurring revenue.

Patient Monitoring and Life Support Products. We derive revenues for our patient monitoring and life support products segment from the sale of patient monitors and other life support and related products. Our patient monitoring and life support products segment is our largest business segment and has the most extensive market penetration of our three segments both domestically and internationally. We expect to continue building market share with large hospitals within and outside China and international markets with recently introduced products offering increased functionality and more comprehensive features, as well as those in our short-term product pipeline. Because this is our most developed product segment with relatively larger market share, we anticipate that this segment will grow less quickly than our other two product segments.

In-Vitro Diagnostic Products. We derive revenues for our in-vitro diagnostic products segment from diagnostic laboratory instruments and related reagents sales. Our current in-vitro diagnostic products portfolio consists of two primary product categories: hematology analyzers and biochemistry analyzers. We anticipate continued in-vitro diagnostic product revenue growth as we further penetrate this market by developing and introducing products with more comprehensive features. We also sell reagents for use with our products in both of these categories. Consumable liquid reagents must be used each time an analysis is performed, generating a recurring revenue stream. Diagnostic laboratory reagent sales accounted for 19.9% of the segment s 2009 net revenues, up from 15.3% in 2008. We expect reagent sales to increase in real and percentage terms as we build a sufficient concentration in our installed base of analyzers, coupled with more effective marketing methods for our reagents.

Medical Imaging Systems. We derive medical imaging systems segment revenues from sales of ultrasound systems, digital radiography products and related accessories. We anticipate that, on a percentage basis, net revenues in our medical imaging systems segment in the near term will grow more quickly than total net revenues, as we introduce higher-end products with increased functionality, such as our DC-7 and forthcoming M-7 models, and further penetrate the medical imaging systems market.

Others. We derive revenues for our others segment from after-sales services as well as research and development services performed for customers on an ODM basis. Research and development income tends to be lumpy in nature. We expect our others segment may not follow the same growth rate as our primary segments. Our others segment accounted for 6.0% of our total net revenue in 2009.

Our ability to increase our revenues depends in large part on our ability to increase the market penetration of our existing products and successfully identify, develop, introduce and commercialize, in a timely and cost-effective manner, new and upgraded products. We devote resources to product development efforts that we believe are commercially feasible, can generate significant revenues and margins and can be introduced into the market in the near term.

In any period, several factors will impact our net revenues, including:

- global economic conditions;
- the level of acceptance of our products among hospitals and other healthcare facilities;
- our ability to attract and retain distributors, key customers and our direct sales force;
- new and potentially increased competition;
- new product introductions by us and our competitors;

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pricing pressures and our ability to price our products at levels that provide favorable margins;

exchange rate fluctuations;

our ability to expand into and further penetrate international markets;

the availability of credit for our customers;

the continued availability of VAT refunds;

sales seasonality;

key governments and major group purchasing organizations tender criteria changes, policy changes, review process changes, and execution timing changes;

government tax policy changes such as China VAT software refund policy;

healthcare-related policies that could lead to curtailed capital investments, particularly in China and the United States; and

regulatory actions, such as those approving or denying products or product lines.

For a detailed discussion of some of the factors that may cause our net revenues to fluctuate, see Risk Factors Risks Relating to Our Business and Industry Our quarterly revenues and operating results are difficult to predict and could fall below investor expectations, which could cause the trading price of our ADSs to decline, in the accompanying prospectus.

Cost of Revenues

Cost of revenues includes our direct costs to manufacture our products, including component and material costs, salaries and related personnel expenses, depreciation of plant and equipment used for production purposes, shipping and handling costs and provisional costs of warranty-based maintenance, repair services, and the cost of providing sales incentives.

Our cost of revenues as a percentage of our net revenues is driven by product mix, distribution channel, and our pricing strategies in different markets. See Comparison of Years Ended December 31, 2008, and December 31, 2009 Gross Profit and Gross Margin and Comparison of Years Ended December 31, 2007 and December 31, 2008 Gross Profit and Gross Margin.

Enhanced products. When we introduce a new product that improves upon an existing product, our cost of revenues is typically lower than for existing products in that category, as we take advantage of previously achieved manufacturing efficiencies from the outset.

New product types and lines. Cost of revenues tends to be higher for new product types or lines. Therefore, when we introduce a greater than average number of new product types or lines, our cost of revenues as a percentage of net revenues tends to be higher. This is due primarily to start-up costs and generally higher raw material and component costs due to lower initial production volumes. As production volumes increase, we typically improve our manufacturing efficiencies and are able to strengthen our purchasing power by buying raw materials and components in greater quantities. Furthermore, when production volumes become sufficiently large, we often gain further cost efficiencies by producing additional components in-house.

Over time, production costs for our products typically decrease due to our:

leveraging our understanding of component performance by identifying more suitable and cost-effective components;

standardizing components across product models and product lines;

seeking to use adaptable and cost-effective software instead of hardware where possible; and actively managing our supply chain.

We currently have a relatively low cost base compared to medical device companies in more developed countries because we source a significant portion of our raw materials and components and manufacture a significant portion of our products in China. Furthermore, we continually seek to improve cost of revenues by:

leveraging our research and development capacities to improve manufacturing efficiencies and product design, thereby reducing production costs;

vertically integrating our manufacturing operations and realigning manufacturing facilities, allowing us to increasingly produce product components in-house;

strategically moving to China component and raw material production and product assembly for our U.S. operations;

generating economies of scale through increased purchase volumes and using more common resources across product lines; and

realigning our employees to leverage their core competencies and to reduce redundancies.

Historically, these efforts have typically enabled us to reduce our per unit cost of revenues on a year-over-year basis. These positive effects have helped us maintain or improve gross margins while facing pricing pressures, wage increases in China, and higher raw materials costs. We believe we will continue facing each of these issues going forward.

Gross Profit and Gross Margin

Gross profit is equal to net revenues less cost of revenues. Gross margin is equal to gross profit divided by net revenues. Between 2007 and 2009, we were able to maintain overall gross margins between approximately 50% and 60%. In the near term, we anticipate that our overall gross margin will remain within this range. While we will continue to seek to develop high gross margin products, we are also developing complementary goods that can boost our total net revenues but may have lower gross margins. For example, to augment our suite of patient monitoring device and life support products, in 2009 we began offering surgical lights and surgical beds, which typically have lower gross margins than other products we offer in this segment. However, because these are complementary products, we believe the overall impact to net revenues and net income is positive, as we can leverage our existing sales infrastructure.

Although the average sales prices of each of our products generally decreases over time, these decreases have generally not had an adverse impact on our gross margins because in most instances they result from our ability to reduce our cost of revenues, new product introductions and product mix.

As anticipated, gross margins were negatively impacted in 2008 by existing products from the Datascope acquisition, as these products had overall lower gross margins than our existing products. Our ability to re-engineer the Datascope product line has significantly improved our overall gross margin in that territory. Over time, we expect to continue replacing or reengineering our products to further improve gross margins in this area.

Operating Expenses

Our operating expenses consist of selling expenses, general and administrative expenses, research and development expenses, and employee share-based compensation expenses.

Selling Expenses

Selling expenses consist primarily of compensation and benefits for our sales and marketing staff, expenses for promotional, advertising, travel and entertainment activities, contracted repair and maintenance services, lease payments for our sales offices, and depreciation expenses related to equipment used for sales and marketing activities.

In China, we primarily sell our products to distributors. Consequently, our China sales and marketing expenses as a percentage of net revenues are significantly lower than manufacturers of medical devices that primarily sell their products directly to end-users. While we intend to continue to sell our products in China primarily to distributors, we also seek to expand our coverage and build brand recognition by establishing direct sales channels and increasing marketing activities, which may increase our selling expenses.

We expect that certain components of our selling expenses as a percentage of total net revenues will increase as we invest in international sales channels, including the localization of sales staff in international offices, sales channel management, product promotion, product demonstration, and product training.

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General and Administrative Expenses

General and administrative expenses consist primarily of compensation and benefits for our general management, finance, information systems, and administrative staff, depreciation and amortization with respect to equipment used for general corporate purposes, professional advisor fees, lease payments and other expenses incurred in connection with general corporate purposes. As we leverage our existing operating structure, we anticipate that general and administrative expenses will stabilize or even decline as a percentage of net revenues.

Research and Development Expenses

Research and development expenses consist primarily of costs associated with product design, development, prototyping, manufacturing, and testing. Among other things, these costs include compensation and benefits for our research and development staff, expenditures for supplies and machinery, depreciation expenses related to equipment used for research and development activities, and other relevant costs. We are committed to creating and maintaining what we believe is the largest research and development team of any medical device manufacturer in China, and developing and commercializing new and more advanced products. We therefore intend to continue investing approximately 10% of our net revenues in research and development efforts.

Realignment Costs- Post Acquisition

Realignment costs-post acquisition, are primarily personnel-related costs associated with a strategic realignment of various business functions as part of our integration process after the Datascope acquisition. This realignment includes the migration of some manufacturing and assembly from Mahwah to Shenzhen, reorganization of our global research and development team, and the streamlining of certain support functions. We anticipate that realignment costs-post acquisition will be lower in 2010 than in 2009, as the majority of our strategic realignment expenses was incurred in 2009.

Employee Share-Based Compensation Expenses

We account for employee share-based compensation expenses based on the fair value of share option or restricted share grants at the date of grant. In 2006, we adopted an employee share-based compensation plan, pursuant to which certain members of our senior management and certain of our key employees may receive non-vested shares or options to purchase ordinary shares. These non-vested shares and options generally vest over a service period of three to five years based on a graded vesting schedule and if the employees have met their performance targets based on evaluation of each individual employee. We record employee share-based compensation expenses when the performance condition becomes probable over the service period. We anticipate a new employee share-based compensation structure beginning in 2010 that will be an annual award for employee achievement in the prior year, without ongoing performance targets. The vesting period will be over three years after the initial grant.

Other Income (Expense)

Other income (expense) is the sum of the line items other income, net plus interest income less interest expense from our consolidated financial statements. Other income, net, consists primarily of government subsidies for the development of new high technology medical products and government incentives for making high technology investments in our local region. We typically receive government subsidies or government incentives on an irregular basis, and amounts received tend to fluctuate significantly. While we intend to continue applying for government subsidies and government incentives, we may not receive any. In the third quarter of 2009, we also recorded a non-recurring settlement fee from Beckman Coulter, Inc. that resulted from its request to cancel an existing joint research and development project. The agreement to cancel resulted from changes in business strategy by Beckman Coulter, Inc. after it acquired the Olympus Diagnostic division. Interest income represents interest income derived from cash deposits, restricted cash and restricted investments. We also record other expenses, which consist primarily of interest expense on our loan facilities.

Taxes and Incentives

Our company is a tax exempted company incorporated in the Cayman Islands and is not subject to taxation under the current Cayman Islands law. Our subsidiaries operating in the PRC are subject to PRC taxes as described below and the subsidiaries incorporated in the BVI are not subject to taxation.

In 2007, the applicable income tax rate for Shenzhen Mindray was 15%. In March 2007, China passed the China Enterprise Income Tax Law, or the EIT Law, which became effective on January 1, 2008. The New EIT Law establishes a single unified 25% EIT rate for most companies, with a preferential EIT rate of 15% for qualified New and High-Tech Enterprises. Shenzhen Mindray obtained a qualification certificate of New and Hi-Tech Enterprise status on December 16, 2008, with a valid period of three years starting from 2008 to 2010, and Beijing Mindray obtained a qualification certificate of New and Hi-Tech Enterprise status on December 24, 2008, with a valid period of three years starting from 2008 to 2010. However, the continued qualification of a New and Hi-Tech Enterprise for 2010 and beyond is subject to annual review by the relevant government authority in China. Shenzhen Mindray and Beijing Mindray will need to apply for an additional three-year extension upon the expiration of the current qualification if they desire to continue to enjoy the 15% reduced rate. Shenzhen Mindray was also recently awarded Nationwide Key Software Enterprise status for calendar year 2009. Under the current tax policies for software and integrated circuit industries, the status will allow Shenzhen Mindray to enjoy a single unified 10% EIT rate applicable for the 2009 calendar year. We anticipate this status will reduce our overall 2009 income taxes by approximately $8.6 million, which we will record in the first quarter of 2010. Nationwide Key Software Enterprise status is granted on an annual basis and is subject to annual review by the relevant government authority in China. Shenzhen Mindray may not be granted this status for 2010 or in any future year.

Beijing Mindray is entitled to an EIT exemption from 2005 to 2007, and is entitled to a 50% tax reduction from 2008 to 2010.

Another subsidiary in the PRC, Nanjing Mindray, was entitled to an EIT exemption from 2008 to 2009, and is entitled to a 50% tax reduction from 2010 to 2012.

Pursuant to an EIT Law effective January 1, 2008 and subsequent interpretation, all FIEs incorporated in the PRC are required to make provision for withholding tax when dividends are declared out of post January 1, 2008 earnings. The applicable tax rate for dividends is generally 10% subject to reduction by the applicable tax treaties in the PRC. Our subsidiaries in the PRC are subject to the EIT Law and are required to withhold income tax from their immediate parent holding companies when they declare dividends out of post-January 1, 2008 retained earnings.

Due to the pending or potential expiration of preferential tax treatments and financial incentives currently available to us, our historic operating results may not be indicative of our operating results for future periods. See Risk Factors Risks Related to Doing Business in China The discontinuation of any of the preferential tax treatments or the financial incentives currently available to us in the PRC could adversely affect our business, financial condition and results of operations, in the accompanying prospectus to this prospectus supplement.

Results of Operations

The following table sets forth our condensed consolidated statements of operations by amount for the indicated periods. The financial information set forth herein with respect to 2009 is preliminary and reflects the preliminary results we announced publicly on March 1, 2010. These results are unaudited and remains subject to change.

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	Years Ended December 31,		
	2007	2008	2009 (unaudited)
	(In thousands, except for share and per share data)		
Net revenues	$ 294,296	$ 547,527	$ 634,183
Cost of revenues(a)	(132,768)	(250,573)	(280,319)
Gross profit	161,528	296,954	353,864
Operating expenses:			
Selling expenses(a)	(41,083)	(80,088)	(106,142)
General and administrative expenses(a)	(12,042)	(40,802)	(47,512)
Research and development expenses(a)	(28,389)	(51,945)	(58,383)
Realignment costs post acquisition			(1,215)
Expense of in-progress research and development		(6,600)	
Operating income	80,014	117,519	140,612
Other income, net	2,357	4,918	25,525
Interest income	9,726	8,361	6,574
Interest expense	(11)	(5,163)	(4,759)
Income before income taxes and non-controlling interest	92,086	125,635	167,952
Provision for income taxes	(14,043)	(16,948)	(28,764)
Net income	$ 78,043	$ 108,687	$ 139,188
Less: Net income attributable to non-controlling interest			
Net income attributable to the Company	$ 78,043	$ 108,687	$ 139,188
Basic earnings per share	$ 0.73	$ 1.01	$ 1.28
Diluted earnings per share	$ 0.69	$ 0.96	$ 1.23
Shares used in computation of:			
Basic earnings per share	106,328,347	107,366,250	108,567,305
Diluted earnings per share	112,678,984	113,364,756	113,025,775

Note (a):

	Years Ended December 31,		
	2007	2008	2009
		(In thousands)	(Unaudited)

Share-based compensation charges incurred during the years related to:						
Cost of revenues	$	267	$	423	$	467
Selling expenses		2,781		2,870		3,406
General and administrative expenses		2,232		2,697		3,318
Research and development expenses		2,430		2,731		3,047

Comparison of Years Ended December 31, 2008 and December 31, 2009

Net Revenues

The following table sets forth net revenues by geography and the percentage of our total net revenues and net revenues by business segment for the years ended December 31, 2008 and 2009:

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	2008		2009 (Unaudited)	
	Net Revenues	Net Revenues % of Total	Net Revenues	Net Revenues % of Total
	(Dollars in thousands)			
Geographic Data:				
China	$ 234,454	42.8%	$ 292,607	46.1%
Other Asia	56,245	10.3	41,998	6.6
Europe	95,023	17.4	75,574	11.9
North America	94,600	17.3	107,455	16.9
Latin America	46,559	8.5	56,561	8.9
Others	20,646	3.7	59,988	9.6
Total net revenues	$ 547,527	100.0%	$ 634,183	100.0%
Segment Data:				
Patient monitoring and life support products	$ 243,890	44.5%	$ 278,082	43.9%
In-vitro diagnostic products	137,270	25.1	155,406	24.5
Medical imaging systems	138,973	25.4	162,470	25.6
Others	27,394	5.0	38,225	6.0
Total net segment revenues	$ 547,527	100.0%	$ 634,183	100.0%

Our total net revenues increased by $86.7 million, or 15.8% from $547.5 million in 2008 to $634.2 million in 2009. This increase primarily reflects revenues growth in China, as well as a full year of revenues contribution from the Datascope acquisition, compared to eight months in 2008.

On a geographic basis, net revenues generated in China increased by $58.2 million, or 24.8%, from $234.5 million in 2008 to $292.6 million in 2009. This increase primarily reflects increased revenues generated from increased private spending on healthcare in China, China s governmental healthcare reform program, expanded product lines and improved sales strategies.

Net revenues generated outside of China increased by $28.5 million, or 9.1% from $313.0 million in 2008 to $341.6 million in 2009. As a percentage of total net revenues, net revenues generated outside of China decreased from 57.2% in 2008 to 53.9% in 2009. This decrease primarily reflects the global economic downturn, partially offset by a full year of net revenues contribution from the Datascope operation in 2009 compared to eight months of net revenues contribution in 2008.

Each of our business segments experienced net revenues growth in 2009. Net revenues in our patient monitoring and life support products segment increased by $34.2 million, or 14.0%, from $243.9 million in 2008 to $278.1 million in 2009. This growth resulted primarily from the Datascope acquisition, increased sales of our Beneview series patient monitoring devices, and our anesthesia machines. We also continued gaining market acceptance from the higher-tier market in China.

Net revenues in our in-vitro diagnostic products segment increased by $18.1 million, or 13.2%, from $137.3 million in 2008 to $155.4 million in 2009. This increase primarily reflects reagent sales growth and sales growth for our BC-5300 five-part hematology analyzers and our BS-400 four hundred tests per hour chemistry analyzers.

Net revenues in our medical imaging systems business segment increased by $23.5 million, or 16.9%, from $139.0 million in 2008 to $162.5 million in 2009. This growth resulted primarily from the introduction of our DC-3 color ultrasound and portable M-5 color ultrasound systems.

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Net revenues from others increased from $27.4 million in 2008 to $38.2 million in 2009. This growth resulted primarily from a full year of service-related income contribution from the Datascope acquisition in 2009, compared to eight months in 2008.

Cost of Revenues

Total cost of revenues as a percentage of total net revenues decreased from 45.8% in 2008 to 44.2% in 2009. This decrease was attributable primarily to a favorable change in product mix, reduced cost of revenues for new products compared to existing products, raw materials and components cost reductions, manufacturing efficiency improvements, and moving some production and assembly from the U.S. to China. These savings were partially offset by our acquisition of Datascope s patient monitoring business, which has a higher overall cost of revenues compared to our historical business. We anticipated the negative impact from the acquisition, and have gradually improved related cost of revenues. Total cost of revenues increased from $250.6 million in 2008 to $280.3 million in 2009. These increases were primarily due to increased sales volumes.

Gross Profit and Gross Margin

Total gross profit increased by $56.9 million, or 19.2%, from $297.0 million in 2008 to $353.9 million in 2009. Our consolidated gross margin was 54.2% in 2008 and 55.8% in 2009.

Operating Expenses

Our operating expenses primarily consist of selling expenses, general and administrative expenses, research and development expenses and expense of in-progress research and development. Operating expenses, as a percentage of total net revenue, increased from 32.8% in 2008 to 33.6% in 2009. The increase was primarily attributable to a full year of Datascope expenses in 2009, compared to eight months in 2008, and operating our business with localized staff internationally and in more developed countries, particularly those areas where we maintain a direct sales force. Our operating expenses increased by $33.8 million, or 18.8%, from $179.4 million in 2008 to $213.3 million in 2009.

Selling Expenses

Our selling expenses, as a percentage of total net revenues, increased from 14.6% in 2008 to 16.7% in 2009. Our selling expenses increased by $26.1 million, or 32.5% from $80.1 million in 2008 to $106.1 million in 2009. The increases as a percentage of total net revenues from 2008 to 2009 were primarily attributable to the following:

- a full-year effect from the Datascope acquisition, compared to eight months in 2008;
- building our direct sales force infrastructure and localizing our indirect sales management;
- international expansion in developed and developing countries, which tends to be more expensive;
- increases in salaries and bonus payments resulting primarily from a growing sales headcount, particularly on our international sales team; and
- increase in travel, marketing and training expenses; and
- an increase in share-based compensation expense.

General and Administrative Expenses

Our general and administrative expenses, as a percentage of total net revenues was 7.5% in 2008 and 2009, respectively.

Our general and administrative expenses increased from $40.8 million in 2008 to $47.5 million in 2009. This increase was mainly attributable to the full year effect as compared to eight months in 2008 after our acquisition of Datascope s patient monitoring business. Increased is mostly related to salaries and related compensation expenses. In addition, we have also incurred additional expenditure in Information Technology system and infrastructure by implementing SAP system in the acquired Datascope operations covering the US and the European regions.

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Research and Development Expenses

Our research and development expenses, as a percentage of total net revenues, were 9.5% in 2008 and 9.2% in 2009. This improvement is due primarily to more effective utilization of our engineering resources in Mahwah, New Jersey. Our research and development expenses increased by $6.4 million, or 12.4%, from $51.9 million in 2008 to $58.4 million in 2009. This increase was primarily attributable to headcount adjustments and salary increases.

Expense of In-Progress Research and Development

In 2008, we incurred a charge of $6.6 million related to a write-off of in-progress research and development, an intangible asset identified during the Datascope acquisition. In 2009, we did not record any charge for in-progress research and development.

Other Income (Expense)

We had other income, net, of $4.9 million in 2008 and $25.5 million in 2009. A majority of other income in 2009 was related to $14.0 million of non-recurring income from a mutual termination of a joint development and OEM chemical analyzer project with Beckman Coulter, Inc., and a government subsidy of $11.6 million in connection with our research and development and manufacturing project in Nanjing, net of other expenditures, we also had $6.6 million in interest income in 2009, mainly from investing our restricted cash as part of the collateralized assets for the bank loans.

Our interest expense decreased from $5.2 million in 2008 to $4.8 million in 2009. This decrease was primarily attributable to decreased interest on financing obtained for the Datascope acquisition and interest on our working capital facilities as we paid down outstanding principal and a reduction in interest rates.

Provision for Income Taxes

Provision for income taxes increased from $16.9 million in 2008 to $28.8 million in 2009. Our overall effective tax was 13.5% and 17.1% in 2008 and 2009, respectively. The increase in effective tax rate was partially due to an increase in deferred tax liabilities of total $2.3 million in relation to withholding tax on proposed dividend to be declared by our PRC subsidiary; and the amortization of goodwill that is recorded in the tax accounting but not in the statutory accounting. The increase was also partially due to the recording of valuation allowances against some of our deferred tax assets derived from operations outside China.

Net Income

As a result of the foregoing, net income increased from $108.7 million in 2008 to $139.2 million in 2009, while net margin increased from 19.9% in 2008 to 21.9% in 2009.

Comparison of Years Ended December 31, 2007 and December 31, 2008

Net Revenues

The following table sets forth net revenues by geography and the percentage of our total net revenues and net revenues by business segment for the years ended December 31, 2007 and 2008:

	2007		**2008**	
	Net Revenues	**Net Revenues % of Total**	**Net Revenues**	**Net Revenues % of Total**
	(Dollars in thousands)			
Geographic Data:				
China	$ 145,493	49.4%	$ 234,454	42.8%
Other Asia	39,606	13.5	56,245	10.3
Europe	54,033	18.4	95,023	17.4
North America	20,018	6.8	94,600	17.3
Latin America	22,501	7.6	46,559	8.5
Others	12,645	4.3	20,646	3.7
Total net revenues	$ 294,296	100.0%	$ 547,527	100.0%

	2007		2008	
	Net Revenues	Net Revenues % of Total	Net Revenues	Net Revenues % of Total
	(Dollars in thousands)			
Segment Data:				
Patient monitoring and life support products	$ 106,553	36.2%	$ 243,890	44.5%
In-vitro diagnostic products	91,767	31.2	137,270	25.1
Medical imaging systems	91,522	31.1	138,973	25.4
Others	4,454	1.5	27,394	5.0
Total net segment revenues	$ 294,296	100.0%	$ 547,527	100.0%

Our total net revenues increased 86.0% from $294.3 million in 2007 to $547.5 million in 2008. This increase resulted primarily from improved penetration in both our domestic and international markets and our introduction of new products. Increases in 2008 were also driven by the Datascope acquisition.

On a geographic basis, net revenues generated in China increased 61.1% from $145.5 million in 2007 to $234.5 million in 2008. This increase reflects increased sales generated from our new products to existing and new customers as we added products that meet customer needs, and additional sales resulting from increased government spending on healthcare in China.

Net revenues generated outside of China grew faster than net revenues generated in China, increasing from $148.8 million in 2007 to $313.0 million in 2008, or 110.4% growth. As a percentage of total net revenues, net revenues generated outside of China increased from 50.6% in 2007 to 57.2% in 2008. These increases reflect our improved penetration in international markets, with sales into more than 160 countries in 2008. The 2008 increases also reflect the Datascope acquisition.

Each of our business segments experienced significant net revenues growth in 2007 and 2008. Net revenues in our patient monitoring and life support products segment increased from $106.6 million in 2007 to $243.9 million in 2008, or 128.9% growth. Growth was impacted by the Datascope acquisition and increased sales of our Beneview series patient monitoring devices and our WATO anesthesia machines. We also continued gaining market acceptance from the higher-tier market in China.

Net revenues in our in-vitro diagnostic products segment increased from $91.8 million in 2007 to $137.3 million in 2008, or 49.6% growth. This growth resulted primarily from increased sales of our existing in-vitro diagnostic products and the introduction in 2007 of our BC-5500 hematology analyzer and our BS-200 and BS-400 chemistry analyzers.

Net revenues in our medical imaging systems business segment increased from $91.5 million in 2007 to $139.0 million in 2008, or 51.8% growth. This growth resulted primarily from increased sales of our existing medical imaging systems and the introduction of our DC-6 ultrasound system in 2006. 2008 revenues were also boosted by the introduction of our DC-3 and portable M-5 ultrasound systems.

Net revenues from others increased from $4.5 million in 2007 to $27.4 million in 2008. This growth resulted primarily from our acquisition of Datascope s patient monitoring business, which generated more service-related revenues.

Cost of Revenues

Total cost of revenues as a percentage of total net revenues was 45.1% in 2007 and 45.8% in 2008. This stability is attributable primarily to natural price erosion being offset by savings on raw materials and components and improved manufacturing efficiencies. In 2008, cost of revenues as a percentage of total net revenues was negatively affected by the acquisition of Datascope s patient monitoring business, which has a higher overall cost of revenues compared to our historical business. Total cost of revenues increased from $132.8 million in 2007 to $250.6 million in 2008, representing 88.7% growth. This increase was primarily due to increased sales volumes.

Patient monitoring and life support devices

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Cost of revenues as a percentage of total net revenue increased from 41.5% in 2007 to 48.0% in 2008. The increase resulted from the acquisition of Datascope s patient monitoring business, which has a higher overall cost of revenues compared to our historical business. In particular, there was a $4.3 million provision for inventory obsolescence recorded in 2008 as a result of a change in market conditions and estimates of forecasted net revenue levels.

In-vitro diagnostic products

Cost of revenues as a percentage of total net revenues decreased from 48.3% in 2007 to 44.5% in 2008. The decrease was mainly attributable to higher volumes of reagent sales, which have lower overall cost of revenues compared to equipment sales.

Medical imaging systems

Cost of revenues as a percentage of total net revenues decreased from 39.5% in 2007 to 34.6% in 2008. The reduction in cost of revenues as a percentage of net revenues was primarily driven by savings on components due to an increasing percentage of in-house manufacturing of probes.

Gross Profit and Gross Margin

Total gross profit increased from $161.5 million in 2007 to $297.0 million in 2008, or 83.8% growth. Our consolidated gross margin was 54.9% in 2007 and 54.2% in 2008.

Operating Expenses

Our operating expenses primarily consist of selling expenses, general and administrative expenses, research and development expenses and expense of in-progress research and development. Operating expense, as a percentage of total net revenue, increased from 27.7% in 2007 to 32.8% in 2008. The increase was primarily attributable to the overall higher costs resulting from the Datascope acquisition and operating our business with localized staff and in more developed countries, particularly those areas where we maintain a direct sales force. Our operating expenses increased from $81.5 million in 2007 to $179.4 million in 2008, representing 120.1% growth.

Selling Expenses

Our selling expenses, as a percentage of total net revenues, increased from 14.0% in 2007 to 14.6% in 2008. Our selling expenses increased from $41.1 million in 2007 to $80.1 million in 2008. The increases as a percentage of total net revenues from 2007 to 2008 were primarily attributable to the following:

increases in salaries and bonus payments resulting primarily from a growing sales headcount, particularly on our international sales team;

increase in travel, marketing and training expenses;

an increase in share-based compensation expenses;

our acquisition of Datascope s patient monitoring business, which accounted for more than 30% of our selling expenses in 2008;

international expansion in more developed countries, which tends to be more expensive; and

building our direct sales force infrastructure and localizing our direct sales staff,

which were largely offset by improved operating leverage in our selling structure in China as we continue to create and improve economies of scale in this area.

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General and Administrative Expenses

Our general and administrative expenses, as a percentage of total net revenues, increased from 4.1% in 2007 to 7.5% in 2008. The increase was primarily attributable to the amortization expenses of intangibles as a result of the acquisition of Datascope s patient monitoring business, which accounted for approximately 40% of our general and administrative expenses in 2008, and overall higher general and administrative costs in more developed countries, particularly the United States. Our general and administrative expenses increased from $12.0 million in 2007 to $40.8 million in 2008. The increase was attributable primarily to an increase in salaries and depreciation expense.

Research and Development Expenses

Our research and development expenses, as a percentage of total net revenues, were 9.6% in 2007 and 9.5% in 2008. Our research and development expenses increased from $28.4 million in 2007 to $51.9 million in 2008. Research and development headcount and salary increases accounted for 58.9% of the increase in 2007 and 57.0% of the increase in 2008 as we built capacity for our new R&D facility in Shenzhen and as a result of the Datascope acquisition, which accounted for 13.5% of our research and development expenses in 2008.

Expense of In-Progress Research and Development

In 2008, we incurred a charge of $6.6 million related to a write-off of in-progress research and development, an intangible asset identified during the Datascope acquisition.

Other Income (Expense)

We had other income of $2.4 million in 2007 and $4.9 million in 2008. A majority of other income in 2007 was related to government subsidies and exchange rate gain. $2.7 million of our other income in 2008 came from a non-recurring manufacturing fee as provided for in the transitional services agreement related to the Datascope acquisition.

Our interest expense increased from $0.0 in 2007 to $5.2 million in 2008. This increase was primarily attributable to interest on financing obtained for the Datascope acquisition and interest on our working capital facilities. See Liquidity and Capital Resources.

Provision for Income Taxes

Provision for income taxes increased from $14.0 million in 2007 to $16.9 million in 2008. Due to various special tax rates, tax holidays and incentives that have been granted to us in China, our income taxes have been relatively low. Our overall effective tax rate was 15.2% in 2007 and 13.5% in 2008.

Net Income

As a result of the foregoing, net income increased from $78.0 million in 2007 to $108.7 million in 2008, while net margin decreased from 26.5% in 2007 to 19.9% in 2008.

Critical Accounting Policies

We prepare our financial statements in conformity with U.S. GAAP, which requires us to make estimates and assumptions that affect our reporting of, among other things, assets and liabilities, contingent assets and liabilities and net revenues and expenses. We continually evaluate these estimates and assumptions based on the most recently available information, our own historical experiences and other factors that we believe to be relevant under the circumstances. Since our financial reporting process inherently relies on the use of estimates and assumptions, our actual results could differ from what we expect. This is especially true with some accounting policies that require higher degrees of judgment than others in their application. We consider the policies discussed below to be critical to an understanding of our audited consolidated financial statements because they involve the greatest reliance on our management s judgment.

Allowance for Doubtful Accounts

We generally require domestic customers to make a deposit prior to shipment and we generally require that our international customers pre-pay for their products in cash or with letters of credit. However, from time to time we extend credit to domestic customers in the normal course of business and we extend credit to most of our direct customers and select qualified distributors in North America and Europe. We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. The allowance is determined by (1) analyzing specific customer accounts that have known or potential collection issues and (2) applying historical loss rates to the aging of the remaining accounts receivable balances. The allowance for doubtful accounts was $1.1 million in 2007, $3.9 million in 2008, and $7.5 million in 2009. Additional allowances may be required as we extend additional credit to domestic distributors and qualified international direct customers and distributors in North America and Europe, if we change our credit policies as our customer base expands and further diversifies, or if the financial condition of our customers deteriorates.

Write Down of Inventories

We value inventories, which include material, labor and manufacturing overhead, at the lower of cost or market using the standard cost basis that approximates the weighted average cost method. Management evaluates inventory from time to time for obsolete or slow-moving inventory and we base our provisions on our estimates of forecasted net revenue levels, economic market conditions and quantity on hand. A significant change in the timing or level of demand for our products as compared to forecasted amounts may result in recording additional provisions for obsolete or slow-moving inventory. We record such adjustments to cost of revenues in the period the condition exists.

Warranty Provision

We record a warranty provision at the time product revenues are recorded based on our historical experience and review the provision during the year and if necessary, adjusting the provision to reflect new product offerings or changes in claims, which we track by product line.

Impairment of assets

We review our long-lived assets and finite-lived intangible assets for potential impairment in circumstances where the carrying amount of the assets may not be recoverable. If the sum of the projected undiscounted cash flows is less than the carrying amount of the assets, the carrying value is reduced to the estimated fair value as measured by the discounted cash flows. We have not experienced any events or changes that would indicate that the carrying amounts of any of our assets may not be recoverable.

Provisions for Income Taxes

We record liabilities for probable income tax assessments based on our estimate of potential tax-related exposures. Estimating these assessments requires significant judgment as uncertainties often exist in respect to new laws, new interpretations of existing laws and rulings by taxing authorities. Differences between actual results and our assumptions are recorded in the period they become known. Although we have recorded all probable income tax accruals in accordance with ASC740, Income Tax, our accruals represent accounting estimates that are subject to the inherent uncertainties associated with the tax audit process, and therefore include certain contingencies. We believe that any potential tax assessments from the various tax authorities that are not covered by our income tax provision will not have a material adverse impact on our consolidated financial position or cash flows. However, they may be material to our consolidated earnings of a future period. Our overall effective tax rate was 15.2% in 2007, 13.5% in 2008 and 17.1% in 2009.

Revenue Recognition

We generate revenues from medical device sales. The medical devices that we sell include a software element that is essential to their functionality as a whole. However, since the sales arrangements do not require significant production, modification or customization of the software, revenues from the sale of medical devices are recognized when all of the following conditions have been satisfied:

- there is persuasive evidence of an arrangement;
- delivery has occurred (e.g., an exchange has taken place);
- the sales price is fixed or determinable; and
- collectability is reasonably assured.

All sales are based on firm customer orders with fixed terms and conditions. We do not provide our customers with the right of return, price protection or cash rebates. The sales arrangements do not include any significant after-sale customer support services and do not provide customers with upgrades. Accordingly, revenues from the sale of products are typically recognized upon shipment, when the terms are free-on-board shipping point, or upon delivery.

We offer sales incentives to certain customers in the form of free products if they meet a certain level of items purchased. The costs of these sales incentives are estimated and accrued as a cost of revenues with a corresponding current liability at the time of revenue recognition based on our past experience and our customers purchase history, which involves significant judgment by management.

Valuation of Share-Based Compensation

For option grants, we utilize the Black-Scholes option-pricing model to determine the fair value of the options. This approach requires us to make assumptions on variables such as share price volatility, expected terms of options and discount rates. Our share-based compensation arrangement includes a performance condition that affects vesting. We estimate the probability of the employees meeting the performance condition that affect the vesting amount. Changes in these assumptions and our estimates of the probability could significantly affect the amount of employee share-based compensation expense we recognize in our consolidated financial statements.

Impact Upon Adoption of New Accounting Standards

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Noncontrolling Interests

In December 2007, the FASB issued FAS No. 160, subsequently coded ASC 810-10-65, Consolidations (Financial Accounting Standard No. 160, Non-controlling Interests in Consolidated Financial Statements an amendment of ARB No. 51 . ASC 810-10-65 requires (i) that non-controlling (minority) interests be reported as a component of shareholders equity, (ii) that net income attributable to the parent and to the non-controlling interest be separately identified in the consolidated statement of operations, (iii) that changes in a parent s ownership interest while the parent retains its controlling interest be accounted for as equity transactions, (iv) that any retained non-controlling equity investment upon the deconsolidation of a subsidiary be initially measured at fair value, and (v) that sufficient disclosures are provided that clearly identify and distinguish between the interests of the parent and the interests of the non-controlling owners. ASC 810 is effective for annual periods beginning after December 15, 2008 and should be applied prospectively. The presentation and disclosure requirements of the statement shall be applied retrospectively for all periods presented. We adopted ASC 810-10-65 on January 1, 2009 and there was no material impact on our financial statements. We have not applied the retrospective adjustments in connection with the provision of ASC 810-10-65 to our Annual Report on Form 20-F for the year ended December 31, 2008 (File No. 001-33036), filed with the SEC on May 8, 2009, which has been incorporated by reference in the Registration Statement.

Recent Accounting Pronouncements

In January 2010, the Financial Accounts Standards Board FASB issued ASU 2010-06, which amends FASB ASC 820, Fair Value Measurement and Disclosures. This guidance requires new disclosures and provides amendments to clarify existing disclosures. The new requirements include disclosing transfers in and out of Levels 1 and 2 fair value measurements and the reasons for the transfers and further disaggregating activity in Level 3 fair value measurements. The clarification of existing disclosure guidance includes further disaggregation of fair value measurement disclosures for each class of assets and liabilities and providing disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. The guidance also includes conforming amendments to the guidance on employers disclosures about the postretirement benefit plan assets. This guidance is effective for interim and annual reporting periods beginning after December 15, 2009, except for the new disclosures regarding the activity in Level 3 measurements, which shall be effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. We are currently assessing the impact of this statement, but believe it will not have a material impact on our financial position, results of operations, or cash flows upon adoption.

In October 2009, the Financial Accounts Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2009-13 on ASC 605, Revenue Recognition Multiple Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force (ASU 2009-13). ASU 2009-13 amended guidance related to multiple-element arrangements which requires an entity to allocate arrangement consideration at the inception of an arrangement to all of its deliverables based on their relative selling prices. The consensus eliminates the use of the residual method of allocation and requires the relative-selling-price method in all circumstances. All entities must adopt the guidance no later than the beginning of their first fiscal year beginning on or after June 15, 2010. Entities may elect to adopt the guidance through either prospective application for revenue arrangements entered into, or materially modified, after the effective date or through retrospective application to all revenue arrangements for all periods presented. We are currently evaluating the impact, if any, of ASU 2009-13 on our financial position and results of operations.

In October 2009, the FASB issued ASU No. 2009-14 on ASC 985, Certain Revenue Arrangements That Include Software Elements (ASU 2009-14). ASU 2009-14 amended guidance that is expected to significantly affect how entities account for revenue arrangements that contain both hardware and software elements. As a result, many tangible products that rely on software will be accounted for under the revised multiple-element arrangements revenue recognition guidance, rather than the software revenue recognition guidance. The revised guidance must be adopted by all entities no later than fiscal years beginning on or after June 15, 2010. An entity must select the same transition method and same period for the adoption of both this guidance and the revisions to the multiple-element arrangements guidance noted above. We are currently evaluating the impact, if any, of ASU 2009-14 on our financial position and results of operations.

In June 2009, the FASB issued Statement No. 167, subsequently coded ASC 810, Amendments to FASB Interpretation No. 46 (R), Consolidation of Variable Interest Entities . ASC 810 expands the scope of Interpretation No. 46(R) to include entities which had been considered qualifying special purpose entities prior to elimination of the concept by ASC 860. ASC 810 requires entities to perform an analysis to determine whether the enterprise s variable interest or interests give it a controlling financial interest in a variable interest entity. The enterprise is required to assess, on an ongoing basis, whether it is a primary beneficiary or has an implicit responsibility to ensure that a variable interest entity operates as designed. ASC 810 changes the previous quantitative approach for determining the primary beneficiary to a qualitative approach based on which entity (a) has the power to direct activities of a variable interest entity that most significantly impact economic performance and (b) has the obligation to absorb losses or receive benefits that could be significant to the variable purpose entity.

ASC 810 requires enhanced disclosures that will provide investors with more transparent information about an enterprise s involvement with a variable interest entity. ASC 810 is effective for each entity s first annual reporting period that begins after November 15, 2009, and for interim periods within that annual period. This statement will have no impact on our financial reporting under our current business plan.

In June 2009, the FASB issued SFAS No. 168, subsequently coded ASC 105, Generally Accepted Accounting Principles. ASC 105 replaces SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles , and establishes the FASB Accounting Standards Codification (the Codification) as the source of authoritative accounting principles recognized by the FASB to be applied to non-governmental entities in the preparation of financial statements in conformity with GAAP. ASC 105 is effective for interim and annual periods ending after September 15, 2009.We have early adopted the Codification and applied it prospectively throughout our consolidated financial statements. The adoption of ACS 105 does not have a significant effect on our results or financial position.

Liquidity and Capital Resources

Overview

We anticipate that we will continue to generate operating cash flow sufficient to meet our cash needs and operations and make payments on existing liabilities. We also believe we have adequate liquidity reasonably available to meet the requirements of our currently anticipated operational circumstances, and do not anticipate that we will need to utilize non-operational cash sources such as additional debt or equity financing to meet our current operational cash needs.

The net proceeds from this offering will improve our liquidity position by increasing our cash position held outside of China. This will enable us to fund operational needs outside China, and make capital investments and pay dividends outside China without certain negative tax consequences. In addition, the net proceeds from this offering will better enable us to take advantage of potential strategic acquisitions, investments or ventures, which are a significant component of our future growth plan, and will help protect us against potential significant interest rate increases.

	Year Ended December 31,		
	2007	2008	2009 (Unaudited)
		(In thousands)	
Cash and cash equivalents	$ 189,045	$ 96,370	$ 204,228
Net cash generated from operating activities	93,401	92,916	172,250

Operating Activities

Net cash generated from operating activities was $93.4 million in 2007, $92.9 million in 2008 and $172.3 million in 2009. This increase in 2009 as compared to 2008 was mainly attributable to:

a substantial increase in net income of $30.5 million from $108.7 million to $139.2 million;

a net positive change in working capital as a result of additional cash received in connection with a VAT refund and a $14 million one-time payment from Beckman Coulter resulting from the termination of the joint-development project; and

an increase in add-back of non-cash expenses, mainly consisting of depreciation and amortization, provision of doubtful debt, and inventory write-off.

Our inventory turnover days were 55, 60 and 74 days in 2007, 2008 and 2009, respectively. The increase represents an overall increase in inventory carrying value resulting from our expanded product portfolio. In addition, inventory levels maintained by Datascope s patient monitoring business are generally higher than our historical business.

Our accounts receivable turnover days were 26, 40 and 53 days in 2007, 2008 and 2009, respectively. This increase was primarily due to the growth of our international business. Our international customers generally have longer credit terms than our China-based customers.

Our average accounts payable turnover days were 59, 46 and 43 days in, 2007, 2008, and 2009, respectively.

Our inventory, accounts receivable and accounts payable turnover days in 2009 were calculated based on the average of the beginning and ending balances of the fourth quarter. This method is different from the method used in 2008 and 2007, which is based on the average of the beginning of the year and the end of the year balances. We adopted a new method in 2009 to help minimize the skewing effects of the Datascope acquisition.

Capital Expenditures

Our capital expenditures totaled $47.9 million, $71.1 million, and $56.4 million in 2007, 2008 and 2009, respectively. Our capital expenditures consisted primarily of the purchases of and advances for property, plant and equipment and land use rights. In 2010, we anticipate spending between $50.0 million and $60.0 million on capital expenditures for normal maintenance and completion of our research and development center adjacent to our headquarters in Shenzhen.

Off-Balance Sheet Commitments and Arrangements

We do not have any outstanding off-balance sheet guarantees, interest rate swap transactions or foreign currency contracts. We do not engage in trading activities involving non-exchange traded contracts. In our ongoing business, we do not enter into transactions involving, or otherwise form relationships with, unconsolidated entities or financial partnerships that are established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Tabular Disclosure of Contractual Obligations

A summary of our contractual obligations at December 31, 2009 is as follows:

	Contractual Obligations				
	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years	Total
	(Dollars in thousands)				
Capital commitments	21,127				21,127
Operating leases(1)	6,780	10,090	7,622	8,276	32,768
Short-term bank loans	103,128	66,000			169,128
Total	131,035	76,090	7,622	8,276	223,023

(1) Operating leases are for office premises and our assembly and manufacturing facility.

Bank Loan

In connection with the Datascope acquisition, we also entered into a loan agreement with Bank of China for approximately $141.4 million, payable in three installments in May, August and November 2009, respectively. In

April 2009, we repaid $31.1 million to Bank of China, and in June 2009, the term loan facility was subsequently modified. As of December 31, 2009, the outstanding balance of the loan was $110.0 million. The interest rate is LIBOR plus 1.3%. The loan will be repaid in two installments, $44.0 million in June 2010 and $66.0 million in June 2011. We are able to make these payments out of restricted cash funds, funds deposited as collateral for the loan, and cash reserves. Paying through a dividend of these funds out of China would reduce the amount payable on the loan as well as the corresponding collateral held on deposit as restricted cash, but some of the funds paid as dividends may be subject to a 5% dividend withholding tax in China. Alternatively, our board of directors and management will consider our other financing options for making this payment, including but not limited to refinancing the debt and using then-existing cash and cash equivalents.

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SHARES ELIGIBLE FOR FUTURE SALE

Based on the number of ordinary shares outstanding as of February 26, 2010, upon completion of this offering, we will have outstanding 114,100,363 our ordinary shares. All ADSs sold in this offering and the ordinary shares they represent will be freely transferable by persons other than our affiliates without restriction or further registration under the Securities Act. Sales of substantial amounts of our ADSs in the public market could adversely affect prevailing market prices of our ADSs.

Lock-up Agreements

In connection with this offering, we have agreed for a period of 60 days following the date of this prospectus supplement that we will not, directly or indirectly, offer, sell, contract to sell, pledge, grant any option to purchase, purchase any option or contract to sell, right or warrant to purchase, make any short sale, file a registration statement with respect to, or otherwise dispose of (including entering into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequence of ownership interests), without the prior written consent of the underwriter:

- any of our ordinary shares or ADSs representing our Class A ordinary shares;
- any ordinary shares of our subsidiaries or depositary shares or depositary receipts representing such shares; or
- any securities that are substantially similar to the ordinary shares, ADSs, depositary shares or depositary receipts referred to above, including any securities that are convertible into, exchangeable for or otherwise represent the right to receive such ordinary shares, ADSs, depositary shares or depositary receipts referred to above;

other than pursuant to (1) the 2006 Employee Share Incentive Plan or (2) a transfer by us to our affiliate, provided that such transfer is not a disposition for value and that such affiliate agrees to be bound in writing by the restrictions set forth in the lock-up agreement to which we are subject.

In addition, each of our directors and executive officers have agreed not to sell, transfer or otherwise dispose of, and not to announce an intention to sell, transfer or otherwise dispose of, prior to 60 days following the date of this prospectus supplement, without the prior written consent of the underwriter, any of the securities referred to above, except for a transfer by it to its affiliate, provided that such transfer is not a disposition for value and that such affiliate agrees to be bound in writing by the restriction set forth in the lock-up agreement to which we are subject.

These restrictions do not apply to up to 600,000 ADSs and Class A ordinary shares represented by such ADSs that may be purchased by the underwriter if it exercises its option to purchase additional ADSs.

Other than this offering, we are not aware of any plans by any significant shareholders to dispose of significant numbers of our ADSs or ordinary shares. However, one or more existing shareholders or owners of securities convertible or exchangeable into or exercisable for our ADSs or ordinary shares may dispose of significant numbers of our ADSs or ordinary shares. We cannot predict what effect, if any, future sales of our ADSs or ordinary shares, or the availability of ADSs or ordinary shares for future sale, will have on the trading price of our ADSs from time to time. Sales of substantial amounts of our ADSs or ordinary shares in the public market, or the perception that these sales could occur, could adversely affect the trading price of our ADSs.

Rule 144

In general, under Rule 144, a person or entity that has beneficially owned our ordinary shares, in the form of ADSs or otherwise, for at least six months and is not our affiliate will be entitled to sell our ordinary shares, including ADSs, subject only to the availability of current public information about us, and will be entitled to sell shares held for at least one year without restriction. A person or entity that is our affiliate and has beneficially owned our ordinary shares for at least six months, will be able to sell, within a rolling three-month period, the number of ordinary shares that does not exceed the greater of the following:

(i) 1% of the then outstanding ordinary shares, in the form of ADSs or otherwise, which equal approximately 1.1 million ordinary shares as of February 26, 2010; and

(ii)

the average weekly trading volume of our ordinary shares, in the form of ADSs or otherwise, on the New York Stock Exchange during the four calendar weeks preceding the date on which notice of the sale is filed with the Securities and Exchange Commission.

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Sales by affiliates under Rule 144 must be made through unsolicited brokers transactions. They are also subject to manner of sale provisions, notice requirements and the availability of current public information about us.

Employee Share Incentive Plan

As of February 26, 2010, options to purchase 7,616,791 of our ordinary shares were outstanding. All of these ordinary shares will be eligible for sale in the public market from time to time, subject to vesting and exercise provisions of the options, volume limitations under Rule 144 applicable to our affiliates and other holders of restricted shares and the lock-up agreements.

Ordinary shares reserved for issuance under our 2006 Employee Share Incentive Plan are or will be covered by a registration statement on Form S-8 under the Securities Act. S-8 registration statements automatically became effective upon filing. Following this filing, ordinary shares registered under such registration statement will, subject to the lock-up agreements and volume limitations under Rule 144 applicable to affiliates, be available for sale in the open market upon the exercise of vested options.

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TAXATION

The following is a summary of the material Cayman Islands, People s Republic of China and United States federal income tax consequences of the acquisition, ownership and disposition of our ADSs or ordinary shares, based upon laws and relevant interpretations thereof in effect as of the date of this prospectus supplement, all of which are subject to change. This summary does not discuss all possible tax consequences relating to an investment in our ADSs or ordinary shares, such as the tax consequences under United States state, local and other tax laws. Based on the facts and subject to the limitations set forth herein, the statements of law and legal conclusions under the caption United States Federal Income Taxation constitute the opinion of O Melveny & Myers LLP, our United States counsel, as to the material United States federal income tax consequences of an investment in the ADSs or ordinary shares.

Cayman Islands Taxation

The Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciation and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to us levied by the Government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, or brought within the jurisdiction of, the Cayman Islands. The Cayman Islands is not party to any double tax treaties. There are no exchange control regulations or currency restrictions in the Cayman Islands.

People s Republic of China Taxation

In 2007 China passed a new Enterprise Income Tax Law, or the New EIT Law, and its implementing rules, both of which became effective on January 1, 2008. The New EIT Law created a new resident enterprise classification, which, if applied to us, would impose a 10% withholding tax on dividends payable to our non-PRC enterprise shareholders result in a situation in which a withholding tax of 10% for our non-PRC enterprise investors or a potential 20% individual income tax for individual investors is imposed on dividends we pay to them, and on gains derived by our non-PRC shareholders from disposition of our shares or ADSs, if such dividends or gains are determined to have been derived from sources within China. The New EIT Law and its implementing rules are unclear as to how to determine the sources of such dividends or gains for non-Chinese enterprises or group enterprise controlled entities.

If we are not deemed a resident enterprise, then dividends payable to our non-PRC shareholders and gains from disposition of our shares of ADSs by our non-PRC shareholders will not be subject to PRC income tax withholding. See Risk Factors Risks Related to Doing Business in China We may be classified as a resident enterprise for PRC enterprise income tax purposes. This classification could result in unfavorable tax consequences to us and our non-PRC shareholders and Risk Factors Risks Related to Doing Business in China Dividends payable by us to our foreign investors and gain on the sale of our ADSs or ordinary shares may become subject to withholding taxes under PRC tax laws.

United States Federal Income Taxation

The following is a general summary of the material U.S. federal income tax considerations related to the purchase, ownership and disposition of our ADSs or ordinary shares. This summary deals only with persons or entities that are U.S. Holders (as defined below) who hold our ADSs or ordinary shares as capital assets within the meaning of section 1221 of the U.S. Internal Revenue Code. This summary does not address all aspects of U.S. federal income taxation that may be applicable to U.S. Holders in the light of their particular circumstances or to shareholders subject to special treatment under U.S. federal income tax law, such as (without limitation):

- banks, insurance companies, and other financial institutions;
- dealers in securities or foreign currencies;
- regulated investment companies;
- traders in securities that mark to market;
- U.S. expatriates;

non-U.S. persons and entities;

tax-exempt entities;

persons liable for alternative minimum tax;

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- persons holding an ADS or ordinary share as part of a straddle, appreciated financial position, synthetic security, hedge, conversion transaction or other integrated investment;

- persons holding an ADS or ordinary share as a result of a constructive sale;

- persons holding an ADS or ordinary share whose functional currency is not the US dollar;

- U.S. persons who own or are deemed to own 10% or more of the total combined voting power of all classes of shares entitled to vote of Mindray or any of our non-U.S. subsidiaries; or

- entities that acquire an ADS or ordinary share that are treated as partnerships for U.S. federal income tax purposes and investors (i.e., partners) in such partnerships.

Furthermore, this summary does not address any aspect of state, local or foreign tax laws or the alternative minimum tax provisions of the U.S. Internal Revenue Code.

If an entity treated as a partnership holds our ADSs or ordinary shares, the tax treatment of the partners will generally depend on the status of the partner and the activities of the partnership. If you are a partner of a partnership holding our ADSs or ordinary shares, you should consult your tax advisor.

PROSPECTIVE PURCHASERS ARE STRONGLY URGED TO CONSULT THEIR OWN TAX ADVISORS AS TO THE SPECIFIC TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR ADSs OR ORDINARY SHARES TO THEM, INCLUDING THE APPLICABLE U.S. FEDERAL, STATE AND LOCAL AND FOREIGN TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF ADSs OR ORDINARY SHARES TO THEM AND THE EFFECT OF POSSIBLE CHANGES IN TAX LAWS.

The discussion below of the U.S. federal income tax consequences to U.S. Holders will apply if you are the beneficial owner of ADSs or ordinary shares and you are, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;

- a corporation (or other entity taxable as a corporation) organized under the laws of the United States, any State thereof or the District of Columbia;

- an estate whose income is subject to U.S. federal income taxation regardless of its source; or

- a trust that (1) is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons for all substantial decisions or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

The discussion below assumes that the representations contained in the deposit agreement are true and that the obligations in the deposit agreement and any related agreement will be complied with in accordance with the terms.

Taxation of Dividends and Other Distributions on the ADSs or Ordinary Shares

Subject to the passive foreign investment company, or PFIC, rules discussed below under Passive Foreign Investment Company, the gross amount of distributions made by us with respect to the ADSs or ordinary shares generally will be included in your gross income in the year received as ordinary dividend income, but only to the extent that the distribution is treated as paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Such dividends would generally not be eligible for the dividends-received deduction allowed to corporations in respect of dividends received from other U.S. corporations.

To the extent that the amount of the distribution exceeds our current and accumulated earnings and profits (as determined under U.S. federal income tax principles), it will be treated first as a tax-free return of your tax basis in your ADSs or ordinary shares, and to the extent the amount of the distribution exceeds your tax basis, the excess will be taxed as capital gain. However, we do not intend to calculate our earnings and profits under U.S. federal income tax principles. Therefore, a U.S. Holder should expect that a distribution will generally be treated as a dividend even if that distribution would otherwise be treated as a non-taxable return of capital or as capital gain under the rules described above.

Under current law and with respect to non-corporate U.S. Holders, including individual U.S. Holders, for taxable years beginning before January 1, 2011, dividends may be qualified dividend income that is taxed at a

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reduced rate, provided that certain conditions are satisfied, including: (1) the ADSs or ordinary shares are readily tradable on an established securities market in the United States, (2) we are not a PFIC for both our taxable year in which the dividend is paid and the preceding taxable year, and (3) certain holding period requirements are met. Internal Revenue Service authority indicates that common or ordinary stock, or an ADR in respect of such stock, is considered for purposes of clause (1) above to be readily tradable on an established securities market in the United States when it is listed on the New York Stock Exchange.

There is no assurance, however, that any dividends paid on our ADSs or ordinary shares will be eligible for the reduced tax rate. Any dividends paid by us that are not eligible for the preferential rate will be taxed as ordinary income to a non-corporate U.S. Holder. You should consult your tax advisors regarding the availability of the qualified dividend income rate with respect to our ADSs or ordinary shares, including the effects of any change in law after the date of this registration statement.

Dividends will constitute foreign source income for foreign tax credit limitation purposes. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by us with respect to the ADSs or ordinary shares will generally be passive category income.

Taxation of a Disposition of ADSs or Ordinary Shares

Subject to the PFIC rules discussed below under Passive Foreign Investment Company, you will recognize taxable gain or loss on any sale, exchange or other taxable disposition of an ADS or ordinary share equal to the difference between the amount realized (in U.S. dollars) for the ADS or ordinary share and your tax basis (in U.S. dollars) in the ADS or ordinary share. The gain or loss generally will be capital gain or loss. If you are a non-corporate U.S. Holder, including an individual U.S. Holder, who has held the ADS or ordinary share for more than one year, you will be eligible for reduced long-term capital gains tax rates. The deductibility of capital losses is subject to limitations. Any such gain or loss that you recognize will generally be treated as U.S. source gain or loss for foreign tax credit limitation purposes.

Passive Foreign Investment Company

We do not believe that we were a PFIC for U.S. federal income tax purposes for the taxable year ended December 31, 2009, and we do not expect to be considered a PFIC for U.S. federal income tax purposes for the taxable year ending December 31, 2010. However, we cannot assure you that we will not be a PFIC for the current taxable year ending December 31, 2010 or any future taxable year.

A non-U.S. corporation is considered a PFIC for any taxable year if either:

- at least 75% of its gross income is passive income (the Income Test), or

- at least 50% of the value of its assets (based on an average of the quarterly values of the assets during a taxable year) is attributable to assets that produce or are held for the production of passive income (the Asset Test).

We will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, 25% or more (by value) of the stock.

We must make a separate determination each year as to whether we are a PFIC. As a result, it is possible that our PFIC status will change. In particular, our PFIC status under the Asset Test will generally be determined by using the market price of our ADSs and ordinary shares, which is likely to fluctuate over time, to calculate the total value of our assets. Accordingly, fluctuations in the market price of the ADSs or ordinary shares may result in our being a PFIC. In addition, the application of the PFIC rules is subject to uncertainty in several respects (such as the determination of goodwill) and the composition of our income and assets will be affected by how, and how quickly, we spend the substantial amount of cash that we currently have on hand. If we are classified as a PFIC for any year during which you hold ADSs or ordinary shares, we will generally continue to be treated as a PFIC for all succeeding years during which you hold ADSs or ordinary shares.

If we are a PFIC for any taxable year during which you hold ADSs or ordinary shares, you will be subject to special tax rules with respect to any excess distribution that you receive and any gain you realize from a sale or other disposition (including a pledge) of the ADSs or ordinary shares, unless you make a mark-to-market election. Distributions you receive in a taxable year that are greater than 125% of the average annual distributions you received during the shorter of the three preceding taxable years or your holding period for the ADSs or ordinary shares will be treated as an excess distribution. Under these special tax rules:

- the excess distribution or gain will be allocated ratably over your holding period for the ADSs or ordinary shares, the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we were a PFIC, will be treated as ordinary income, and

the amount allocated to each other year will be subject to the highest tax rate in effect for that year and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.

The tax liability for amounts allocated to years prior to the year of disposition or an excess distribution cannot be offset by any net operating losses for such years, and gains (but not losses) realized on the sale of the ADSs or ordinary shares cannot be treated as capital, even if you hold the ADSs or ordinary shares as capital assets.

Alternatively, a U.S. Holder of marketable stock (as defined below) in a PFIC may make a mark-to-market election for such stock of a PFIC to elect out of the tax treatment discussed in the two preceding paragraphs. If you make a mark-to-market election for the ADSs or ordinary shares, you will include in income each year an amount equal to the excess, if any, of the fair market value of the ADSs or ordinary shares as of the close of your taxable year over your adjusted basis in such ADSs or ordinary shares. You will be allowed a deduction for the excess, if any, of the adjusted basis of the ADSs or ordinary shares over their fair market value as of the close of the taxable year. However, deductions are allowable only to the extent of any net mark-to-market gains on the ADSs or ordinary shares included in your income for prior taxable years. Amounts included in your income under a mark-to-market election, as well as gain on the actual sale or other disposition of the ADSs or ordinary shares, are treated as ordinary income. Ordinary loss treatment also applies to the deductible portion of any mark-to-market loss on the ADSs or ordinary shares, as well as to any loss realized on the actual sale or disposition of the ADSs or ordinary shares, to the extent that the amount of such loss does not exceed the net mark-to-market gains previously included for such ADSs or ordinary shares. Your basis in the ADSs or ordinary shares will be adjusted to reflect any such income or loss amounts. If you make a valid mark-to-market election, the tax rules that apply to distributions by corporations which are not PFICs would apply to distributions by us, except that the lower applicable capital gains rate for qualified dividend income discussed above under Taxation of Dividends and Other Distributions on the ADSs or Ordinary Shares would not apply.

The mark-to-market election is available only for marketable stock, which is stock that is traded in other than *de minimis* quantities on at least 15 days during each calendar quarter (regularly traded) on a qualified exchange or other market, as defined in applicable U.S. Treasury regulations. We have listed our ADSs on the New York Stock Exchange and, consequently, provided the ADSs continue to be regularly traded thereon, if you are a holder of ADSs, the mark-to-market election would be available to you were we to be or become a PFIC.

If a non-U.S. corporation is a PFIC, a holder of shares in that corporation may elect out of the general PFIC rules discussed above by making a qualified electing fund election to include its pro rata share of the corporation s income on a current basis. However, you may make a qualified electing fund election with respect to our company only if we agree to furnish you annually with certain tax information, and we do not presently intend to prepare or provide such information.

If you hold ADSs or ordinary shares in any year in which we are a PFIC, you will be required to file Internal Revenue Service Form 8621 regarding distributions received on the ADSs or ordinary shares and any gain realized on the disposition of the ADSs or ordinary shares.

You are urged to consult your tax advisor regarding the application of the PFIC rules to your investment in ADSs or ordinary shares.

Information Reporting and Backup Withholding

Dividend payments with respect to ADSs or ordinary shares and proceeds from the sale, exchange or redemption of ADSs or ordinary shares may be subject to information reporting to the Internal Revenue Service and possible U.S. backup withholding at a current rate of 28%, unless the conditions of an applicable exception are satisfied. Backup withholding will not apply to a U.S. Holder who furnishes a correct taxpayer identification number and makes any other required certification or who is otherwise exempt from backup withholding. U.S. Holders who are required to establish their exempt status generally must provide such certification on Internal Revenue Service Form W-9. U.S. Holders should consult their tax advisors regarding the application of the U.S. information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your U.S. federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing the appropriate claim for refund with the Internal Revenue Service and furnishing any required information.

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UNDERWRITING

Subject to the terms and conditions of an underwriting agreement dated March 3, 2010, Jefferies & Company, Inc., as the underwriter, has agreed to purchase all of the 4,000,000 ADSs offered in this offering.

The underwriter has agreed to purchase all of the ADSs offered by this prospectus supplement (other than those covered by the over-allotment option described below) if any are purchased. The ADSs should be ready for delivery on or about March 9, 2010 against payment in immediately available funds. The underwriter is offering the ADSs subject to various conditions and may reject all or part of any order.

Over-Allotment Option

We have granted the underwriter an over-allotment option. This option, which is exercisable for up to 30 days after the date of this prospectus supplement, permits the underwriter to purchase a maximum of 600,000 additional ADSs from us. If the underwriter exercises all or part of this option, it will purchase ADSs covered by the option at the initial offering price to the public that appears on the cover page of this prospectus supplement, less the underwriting discount. If this option is exercised in full, the total price to public will be $175.7 million; and, before expenses, the total proceeds to us will be $173.9 million.

Commission and Expenses

The underwriter has advised us that it proposes to offer the ADSs directly to the public at the public offering price that appears on the cover page of this prospectus supplement. In addition, the underwriter may offer some of the ADSs to other securities dealers at such price less a concession of $0.23 per ADS. After the ADSs are released for sale to the public, the underwriter may change the offering price and other selling terms at various times.

The following table provides information regarding the amount of the discount to be paid to the underwriter by us:

	Per ADS	Total Without Exercise of Over-Allotment Option	Total With Full Exercise of Over-Allotment Option
Public offering price	$38.20	$152,800,000	$175,720,000
Underwriting discounts	$ 0.39	$ 1,560,000	$ 1,794,000
Proceeds, before expenses, to us	$37.81	$151,240,000	$173,926,000

We estimate that our total expenses of the offering, excluding underwriting discounts, will be approximately $1.7 million.

Indemnification

We have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriter may be required to make in respect of those liabilities.

Lock-Up Agreements

We have agreed to a 60-day lock-up with respect to ADSs, the ordinary shares and other of our securities that they beneficially own, including securities that are convertible into ADSs, the our ordinary shares and securities that are exchangeable or exercisable for ADSs or our ordinary shares. This means that, without the prior written consent of the underwriter, for a period of 60 days following the date of this prospectus supplement, we may not, subject to certain exceptions, directly or indirectly (1) sell, offer, contract or grant any option to sell (including without limitation any short sale), pledge, transfer, establish an open put equivalent position within the meaning of Rule 16a-1(h) under the Exchange Act or otherwise dispose of any ADSs, ordinary shares, options or warrants to acquire ADSs or ordinary shares, or securities exchangeable or exercisable for or convertible into ADSs or ordinary shares currently or hereafter owned either of record or beneficially or (2) publicly announce an intention to do any of the foregoing. However, this agreement will not apply, subject to certain conditions, to transactions relating any stock option, stock bonus or other stock plan or arrangement described herein. Each of our directors and officers has also agreed to similar lock-up agreements with the underwriter, subject to certain exceptions.

Price Stabilization, Short Positions and Penalty Bids

SEC rules may limit the ability of the underwriter to bid for or purchase ADSs before distribution of the ADSs is completed. However, the underwriter may engage in the following activities in accordance with the rules:

Stabilizing Transactions. The underwriter may make bids or purchases for the purpose of pegging, fixing or maintaining the market price of the ADSs, so long as stabilizing bids do not exceed a specified maximum.

Over-allotments and Covering Transactions. The underwriter may sell more ADSs in connection with this offering than the number of ADSs that it has committed to purchase. This over-allotment creates a short position for the underwriter. A bid for or purchase of ADSs to reduce a short position incurred by the underwriter is a covering transaction . Establishing short sales positions may involve either covered short sales or naked short sales. Covered short sales are short sales made in an amount not greater than the underwriter s over-allotment option described above. The underwriter may close out any covered short position either by exercising its over-allotment option or by purchasing ADSs in the open market. To determine how it will close the covered short position, the underwriter will consider, among other things, the price of ADSs available for purchase in the open market, as compared to the price at which it may purchase shares through the over-allotment option. Naked short sales are short sales in excess of the over-allotment option. The underwriter must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriter is concerned that, in the open market after the pricing of this offering, there may be downward pressure on the price of the ADSs that could adversely affect investors who purchase ADSs in this offering.

Similar to other purchase transactions, the underwriter s purchases to cover the short sales or to stabilize the market price of the ADSs may have the effect of raising or maintaining the market price of the ADSs or preventing or mitigating a decline in the market price of the ADSs. As a result, the price of the ADSs may be higher than the price that might otherwise exist in the open market if such purchases by the underwriter were not occurring.

Neither we nor the underwriter make any representation or prediction as to the effect that the transactions described above may have on the price of the ADSs. These transactions may occur on the New York Stock Exchange or otherwise. If such transactions are commenced, they may be discontinued without notice at any time.

Electronic Distribution

A prospectus supplement in electronic format may be made available on the Internet sites or through other online services maintained by the underwriter or by its affiliates. In those cases, prospective investors may view offering terms online and, depending upon the underwriter, prospective investors may be allowed to place orders online. The underwriter may agree with us to allocate a specific number of ADSs for sale to online brokerage account holders. Any such allocation for online distributions will be made by the underwriter on the same basis as its allocations.

Other than the prospectus supplement in electronic format, the information on the underwriter s website and any information contained in any other website maintained by the underwriter is not part of the prospectus supplement or the registration statement of which this prospectus supplement forms a part, has not been approved and/or endorsed by us or the underwriter in its capacity as underwriter and should not be relied upon by investors.

Upon receipt of a request by an investor or its representative who has received an electronic prospectus supplement from the underwriter within the period during which there is an obligation to deliver a prospectus supplement, we will promptly transmit, or cause to be transmitted, without charge, a paper copy of the prospectus supplement.

Affiliations

In the future, the underwriter and its affiliates may provide various investment banking, commercial banking, financial advisory and other services to us and our affiliates for which services they have received, and may in the future receive, customary fees. In the course of its business, the underwriter and its affiliates may

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actively trade our securities or loans for their own account or for the accounts of customers and, accordingly, the underwriter and its affiliates may at any time hold long or short positions in such securities or loans.

Selling Restrictions

Cayman Islands. This prospectus supplement does not constitute an invitation or offer to the public in the Cayman Islands of the ADSs, whether by way of sale or subscription. The underwriter has not offered or sold, and will not offer or sell, directly or indirectly, any ADSs in the Cayman Islands.

European Economic Area. In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), an offer to the public of any ADSs which are the subject of the offering contemplated by this prospectus supplement may not be made in that Relevant Member State except that an offer to the public in that Relevant Member State of any ADSs may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

(a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;

(b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as shown in its last annual or consolidated accounts;

(c) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representatives for any such offer; or

(d) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of the shares shall result in a requirement for the publication by us or any underwriter of a prospectus pursuant to Article 3 of the Prospectus Directive.

Each person in a Relevant Member State who receives any communication in respect of, or who acquires any shares under, the offers contemplated in this prospectus supplement will be deemed to have represented, warranted and agreed to and with each underwriter and us that:

(a) it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive; and

(b) in the case of any shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the shares acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State, other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the representatives has been given to the offer or resale; or (ii) where shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those shares to it is not treated under the Prospectus Directive as having been made to such persons.

For the purposes of this provision, the expression an offer to the public in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any shares to be offered so as to enable an investor to decide to purchase any shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

France. This prospectus supplement has not been, and will not be, submitted to the clearance procedures of the Autorité des marchés financiers (the AMF) in France and may not be directly or indirectly released, issued, or distributed to the public in France, or used in connection with any offer for subscription or sale of our ADSs to the public in France, in each case within the meaning of Article L. 411-1 of the French Code monétaire et financier (the French Financial and Monetary Code).

The ADSs have not been, and will not be, offered or sold to the public in France, directly or indirectly, and will only be offered or sold in France (i) to qualified investors (investisseurs qualifiés) investing for their own account, in accordance with all applicable rules and regulations, and in particular in accordance with Articles L. 411-2 and D. 411-2 of the French Financial and Monetary Code; (ii) to investment services providers authorized to engage in portfolio investment on behalf of third parties, in accordance with Article L.411-2 of the French Financial and

Monetary Code; or (iii) in a transaction that, in accordance with all applicable rules and regulations, does not otherwise constitute an offer to the public (appel public à l épargne) in France within the meaning of Article L.411-1 of the French Financial and Monetary Code.

This prospectus supplement is not to be further distributed or reproduced (in whole or in part) in France by any recipient, and this prospectus supplement has been distributed to the recipient on the understanding that such recipient is a qualified investor or otherwise meets the requirements set forth above, and will only participate in the issue or sale of the ADSs for their own account, and undertakes not to transfer, directly or indirectly, the ADSs to the public in France, other than in compliance with all applicable laws and regulations and in particular with Articles L.411-1, L.411-2, D.411-1 and D.411-2 of the French Financial and Monetary Code.

Hong Kong. The ADSs may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the ADSs may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to ADSs which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder.

Japan. The ADSs have not been and will not be registered under the Financial Instruments and Exchange Law of Japan, and ADSs will not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to any exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

Singapore. This prospectus supplement has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of our ADSs may not be circulated or distributed, nor may our ADSs be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore, or SFA, (ii) to a relevant person or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA, in each case subject to compliance with conditions set forth in the SFA.

Where our ADSs are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor as defined in Section 4A of the SFA) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor; shares, debentures and units of shares and debentures of that corporation or the beneficiaries rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the ADSs under Section 275 of the SFA, except: (1) to an institutional investor (for corporations under Section 274 of the SFA) or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights and interest in that trust are acquired at a consideration of not less than S$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for corporations, in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is or will be given for the transfer; or (3) where the transfer is by operation of law.

United Kingdom. Our ADSs may not be offered or sold and will not be offered or sold to any persons in the United Kingdom other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or otherwise in circumstances which have not resulted or will not result in an offer to the public in the United Kingdom within the meaning of the Financial Services and Markets Act 2000, or the FSMA.

In addition, any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of our ADSs may only be communicated or caused to be communicated in circumstances in which Section 21(1) of the FSMA does not apply to us. Without limitation to the

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other restrictions referred to herein, this prospectus supplement is directed only at (1) persons outside the United Kingdom or (2) persons who:

(a) are qualified investors as defined in section 86(7) of FSMA, being persons falling within the meaning of article 2.1(e)(i), (ii) or (iii) of the Prospectus Directive; and

(b) are either persons who fall within article 19(1) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended, or Order, or are persons who fall within article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Order; or

(c) to whom it may otherwise lawfully be communicated in circumstances in which Section 21(1) of the FSMA does not apply.

Without limitation to the other restrictions referred to herein, any investment or investment activity to which this prospectus supplement relates is available only to, and will be engaged in only with, such persons, and persons within the United Kingdom who receive this communication (other than persons who fall within (2) above) should not rely or act upon this communication.

Investors are advised to contact their legal, financial or tax advisers to obtain an independent assessment of the financial and tax consequences of an investment in ADSs.

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EXPENSES RELATED TO THIS OFFERING

Set forth below is an itemization of the total expenses, excluding underwriting discounts and commissions, we expect to incur in connection with the offer and sale of the ADSs. We estimate that the total expenses of this offering for which we will be responsible will be approximately $1.7 million. With the exception of the SEC registration fee, all amounts are estimates.

SEC registration fee	$ 12,529
Printing and engraving expenses	$ 200,000
Legal fees and expenses	$ 480,000
Accounting fees and expenses	$ 825,000
Miscellaneous	$ 150,000
Total	$ 1,667,529

LEGAL MATTERS

We are being represented by O Melveny & Myers LLP with respect to legal matters of United States federal securities and New York State law. The underwriter is being represented by Shearman & Sterling LLP with respect to legal matters of United States federal securities and New York State law. The validity of the Class A ordinary shares represented by the ADSs offered in this offering and certain legal matters as to Cayman Islands law will be passed upon for us by Conyers Dill & Pearman. Certain legal matters as to PRC law will be passed upon for us by Jun He Law Offices and for the underwriter by Commerce & Finance Law Offices. Conyers Dill & Pearman and O Melveny & Myers LLP may rely upon Jun He Law Offices with respect to matters governed by PRC law. Shearman & Sterling LLP may rely upon Commerce & Finance Law Offices with respect to matters governed by PRC law. Certain members of O Melveny & Myers LLP beneficially hold an aggregate of 4,500 of our ADSs, which represents less than 0.005% of our outstanding ordinary shares.

EXPERTS

The consolidated financial statements of Mindray Medical International Limited and its subsidiaries, or MMIL, as of and for the six months ended June 30, 2009, incorporated in this prospectus supplement by reference from MMIL s Report on Form 6-K dated March 3, 2010, and the consolidated financial statements of MMIL as of and for the year ended December 31, 2008 and management s assessment of the effectiveness of MMIL s internal control over financial reporting as of December 31, 2008 (which is included in Management s Annual Report on Internal Control over Financial Reporting) incorporated in this prospectus supplement by reference to MMIL s Annual Report on Form 20-F for the year ended December 31, 2008 have been so incorporated in reliance on the reports of PricewaterhouseCoopers, an independent registered public accounting firm, given on the authority of said firm as experts in accounting and auditing.

The consolidated financial statements of Mindray Medical International Limited and its subsidiaries as of December 31, 2007 and for the two years ended December 31, 2007, incorporated in this prospectus supplement by reference from our Annual Report on Form 20-F have been audited by Deloitte Touche Tohmatsu CPA Ltd., an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference. Such consolidated financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The statements included in the accompanying prospectus to this prospectus supplement under the caption Enforcement of Civil Liabilities, to the extent they constitute matters of PRC law, have been reviewed and confirmed by Jun He Law Offices, our PRC counsel, as experts in such matters, and are included herein in reliance upon such review and confirmation. The offices of Jun He Law Offices are located at Shenzhen Development Bank Tower, 15-C, 5047 East Shenan Road, Shenzhen 518001, China.

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PROSPECTUS

American Depositary Shares
Ordinary Shares
Preferred Shares
Debt Securities
Warrants
Rights
Units

We, or any selling securityholders to be identified in the future, may offer from time to time, in one or more series:

American depositary shares;

ordinary shares;

preferred shares;

senior and/or subordinated debt securities;

warrants to purchase American depositary shares, ordinary shares, preferred shares and/or debt securities;

rights to purchase American depositary shares, ordinary shares, preferred shares and/or debt securities; and

units consisting of two or more of these classes or series of securities.

We, or any selling securityholders to be identified in the future, may offer these securities in amounts, at prices and on terms determined at the time of offering. The specific plan of distribution for any securities to be offered will be provided in a prospectus supplement. If we use agents, underwriters or dealers to sell these securities, a prospectus supplement will name them and describe their compensation.

The specific terms of any securities to be offered will be described in a supplement to this prospectus. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and any prospectus supplement, together with additional information described under the heading Where You Can Find More Information, before you make an investment decision.

Our American depositary shares are listed on the New York Stock Exchange under the symbol MR.

Investing in our securities involves risks. See the Risk Factors section contained in the applicable prospectus supplement and in the documents we incorporate by reference in this prospectus to read about factors you should consider before investing in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

March 3, 2010

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ABOUT THIS PROSPECTUS

This prospectus is part of an automatic shelf registration statement that we filed with the United States Securities and Exchange Commission, or the SEC, as a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933, as amended, or the Securities Act, using a shelf registration process. By using a shelf registration statement, we may sell any combination of our American depositary shares, or ADSs, ordinary shares, preferred shares, debt securities, warrants, rights and units from time to time and in one or more offerings. Each time we sell securities, we will provide a supplement to this prospectus that contains specific information about the securities being offered (if other than ordinary shares and ADSs) and the specific terms of that offering. The supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and any prospectus supplement, you should rely on the prospectus supplement. Before purchasing any securities, you should carefully read both this prospectus and any prospectus supplement, together with the additional information described under the heading Where You Can Find More Information and Incorporation of Certain Documents by Reference.

You should rely only on the information contained or incorporated by reference in this prospectus and in any prospectus supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We will not make an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and any prospectus supplement is accurate as of the date on its respective cover, and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless otherwise stated, or the context otherwise requires, for purposes of this prospectus only:

we, us, our company, our, Mindray International and Mindray refer to Mindray Medical International Li and its consolidated subsidiaries, including Shenzhen Mindray Bio-Medical Electronics Co., Ltd., or Shenzhen Mindray, and Shenzhen Mindray s predecessor entities;

China or PRC refers to the People s Republic of China, excluding, for purposes of this prospectus only, Taiwan and the Special Administrative Regions of Hong Kong and Macau;

All references to Renminbi or RMB are to the legal currency of China, all references to US dollars , dollars , $ US$ are to the legal currency of the United States, and all references to HK$ are to the legal currency of the Hong Kong Special Administrative Region of China;

ordinary shares refers to our Class A and Class B ordinary shares, par value HK$0.001 per share;

ADSs refers to our American depositary shares, each of which represents one Class A ordinary share;

ADRs refers to American depositary receipts, which, if issued, evidence our ADSs; and

US GAAP refers to generally accepted accounting principles in the United States.

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WHERE YOU CAN FIND MORE INFORMATION

We have filed our registration statement on Form F-3 with the SEC under the Securities Act. We also file annual, quarterly and current reports and other information with the SEC. You may read and copy any document that we file with the SEC, including the registration statement and the exhibits to the registration statement, at the SEC s public reference facility at:

Securities and Exchange Commission
Room 1500
100 F Street, N.E.
Washington, D.C. 20549

You may call the SEC at 1-800-SEC-0330 for further information. Our SEC filings are also available to the public at the SEC s website at *www.sec.gov*. In addition, you may inspect and copy reports, proxy statements and other information about us at the offices of the New York Stock Exchange, Inc. at 20 Broad Street, New York, New York 10005.

This prospectus and any prospectus supplement are part of a registration statement that we filed with the SEC and do not contain all of the information in the registration statement. The full registration statement may be obtained from the SEC or us as indicated above. Forms of the indenture and other documents establishing the terms of the offered securities are filed as exhibits to the registration statement or will be filed through an amendment to our registration statement on Form F-3 or under cover of a Current Report on Form 6-K and incorporated in this prospectus by reference. Statements in this prospectus or any prospectus supplement about these documents are summaries and each statement is qualified in all respects by reference to the document to which it refers. You should refer to the actual documents for a more complete description of the relevant matters.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference in this prospectus the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, unless it has been superseded by more updated information included herein, and later information filed with the SEC will update and supersede the information included or incorporated by reference in this prospectus. We incorporate by reference in this prospectus the following information:

our Annual Report on Form 20-F for the year ended December 31, 2008 (File No. 001-33036), filed with the SEC on May 8, 2009;

our Reports on Forms 6-K furnished to the SEC on March 3, 2010;

the Description of Share Capital and Description of American Depositary Shares contained in our registration statement on Form 8-A (File No. 001-33036), filed with the SEC on September 20, 2006; and

with respect to each offering of securities under this prospectus, all reports on Form 20-F and any report on Form 6-K that so indicates it is being incorporated by reference, in each case, that we file with the SEC on or after the date on which this registration statement is first filed with the SEC and until the termination or completion of that offering under this prospectus.

You may request a copy of these filings, at no cost, by writing or telephoning us at the following address:

Corporate Secretary
Mindray Building
Keji 12th Road South
Hi-tech Industrial Park, Nanshan
Shenzhen 518057
People s Republic of China
(86-755) 2658-2888

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FORWARD-LOOKING STATEMENTS

This prospectus contains or incorporates by reference, and any prospectus supplement will contain or incorporate by reference, statements that constitute forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. Any statements that do not relate to historical or current facts or matters are forward-looking statements. You can identify some of the forward-looking statements by the use of forward-looking words, such as may, will, could, should, expects, anticipates, intends, projects, predicts, plans, believes, seeks, and estimates and variations of these word expressions. Statements concerning current conditions may also be forward-looking if they imply a continuation of current conditions. Forward-looking statements include statements regarding, among other matters:

- our goals and strategies;
- our future business development, financial condition and results of operations;
- the projected growth of the medical device industry in China and internationally;
- the effects of the current global economic crisis and global macroeconomic conditions on our business;
- the effects of our acquisition of and integration of Datascope s patient monitoring device business;
- our expansion plans;
- relevant government policies and regulations relating to the medical device industry;
- market acceptance of our products;
- our expectations regarding demand for our products;
- our ability to expand our production, our sales and distribution network and other aspects of our operations, including our sales and service offices, our manufacturing facilities in Shenzhen, and our research and development and manufacturing facility in Nanjing;
- our ability to stay abreast of market trends and technological advances;
- our ability to effectively protect our intellectual property rights and not infringe on the intellectual property rights of others;
- our plan to launch new products in the future;
- our intention to pay annual cash dividends to our shareholders;
- competition in the medical device industry in China and internationally; and
- general economic and business conditions in the countries where our products are sold.

We caution you that any such forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors that may cause our actual results, performance or achievements or the industry to differ materially from our future results, performance or achievements, or those of the industry, expressed or implied in such forward-looking statements. We urge you to carefully review the disclosures we make concerning risks and other factors that may affect our business and operating results, including those made in this prospectus, and as such risk factors may be updated in subsequent SEC filings, as well as our other reports filed with the SEC and in any prospectus supplement. We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date of this prospectus or any prospectus supplement. We do not intend, and we undertake no obligation, to update any forward-looking information to reflect events or circumstances after the date of this prospectus or any prospectus supplement or to reflect the occurrence of unanticipated events, unless required by law to do so.

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RISK FACTORS

Risks Relating to Our Business and Industry

We may fail to effectively develop and commercialize new products, which would materially and adversely affect our business, financial condition, results of operations and prospects.

The medical device market is developing rapidly and related technology trends are constantly evolving. This results in frequent introduction of new products, short product life cycles and significant price competition. Consequently, our success substantially depends on our ability to anticipate technology development trends and identify, develop and commercialize in a timely and cost-effective manner new and advanced products that our customers demand. New products contribute significantly to our net revenues. We expect the medical device market to continue evolving toward newer and more advanced products, many of which we do not currently produce. Commercialization of any new product requires relevant government approval, the timing of which may not be under our control, and is subject to change from time to time. Moreover, it may take an extended period of time for our new products to gain market acceptance, if at all. Furthermore, as the life cycle for a product matures, the average selling price generally decreases. Although we have previously offset the effects of declining average sales prices with sales volume increases and manufacturing cost reductions, we may be unable to continue doing so. Lastly, during a product s life cycle, problems may arise regarding regulatory, intellectual property, product liability or other issues which may affect its continued commercial viability.

Our success in developing and commercializing new products is determined by our ability to:

accurately assess technology trends and customer needs and meet market demands;

optimize our manufacturing and procurement processes to predict and control costs;

manufacture and deliver products in a timely manner;

increase customer awareness and acceptance of our products;

effectively manage our brands;

minimize the time and costs required to obtain required regulatory clearances or approvals;

anticipate and compete effectively with other medical device developers, manufacturers and marketers;

price our products competitively; and