

Mindray Medical International LTD  
Form SC 13D/A  
September 11, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Schedule 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Information to be Included in Statements Filed Pursuant to Rule 13d-1(a) and Amendments Thereto Filed Pursuant to Rule 13d-2(a)**

**Mindray Medical International Limited**

(Name of Issuer)

**Class A Ordinary Shares\*\***

**American Depositary Shares, each representing one Class A ordinary share**

(Title of Class of Securities)

**602675100**

(CUSIP Number)

**Li Xiting**

**Magic Bell Limited**

**Quiet Well Limited**

**Xu Hang**

**New Dragon (No. 12) Investments Limited**

**Jian Yao**

**New Phoenix Limited**

**Cheng Minghe**

**City Legend Limited**

**c/o Mindray Building, Keji 12th Road South,**

**Hi-tech Industrial Park, Nanshan, Shenzhen 518057**

**The People's Republic of China**

**+(86) 755-8188-8666**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 10, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to \*the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

\*\* Not for trading, but only in connection with the listing on The New York Stock Exchange of American depositary shares, each representing one Class A ordinary share.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**CUSIP No. 602675100**

1. NAME OF REPORTING PERSON:  
Li Xiting
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  ..  
(b)  x
3. SEC USE ONLY
4. SOURCE OF FUNDS  
PF, OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): ..
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
People's Republic of China
7. SOLE VOTING POWER  
600,000
8. SHARED VOTING POWER  
14,900,163
9. SOLE DISPOSITIVE POWER  
600,000
10. SHARED DISPOSITIVE POWER  
14,900,163
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
15,500,163<sup>(1)(2)</sup>
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 x<sup>(3)</sup>
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.0%<sup>(4)</sup>

TYPE OF REPORTING PERSON

14.

IN

(1) Includes (i) 193,258 Class A Ordinary Shares; (ii) 14,080,214 Class B Ordinary Shares; (iii) 626,691 ADSs, and (iv) 600,000 Class A Ordinary Shares issuable upon the exercise of stock options held by Mr. Li, which includes stock options that vest within 60 days. The outstanding Ordinary Shares and ADSs held by Mr. Li are indirectly held through UBS Trustees (BVI) Limited, the trustee of Magic Bell Trust. The assets of the Magic Bell Trust include all outstanding shares of Magic Bell Limited (“Magic Bell”), a company incorporated under the laws of the British Virgin Islands, and Quiet Well Limited, a company incorporated under the laws of the British Virgin Islands (“Quiet Well”). Magic Bell is the sole owner of Quiet Well which in turn holds the above-mentioned Ordinary Shares and ADSs. Mr. Li Xiting retains sole voting and disposition power over all the Issuer’s securities held through Magic Bell Trust.

(2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.

(3) Mr. Li Xiting may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.

(4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,929,023 Ordinary Shares, including (i) 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of August 31, 2015, and (ii) 600,000 Class A Ordinary Shares underlying the stock options granted to Mr. Li which are exercisable within 60 days after the date hereof. In addition, each Class A Ordinary Shares 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, the Ordinary Shares (including Ordinary Shares represented by ADSs) beneficially owned by Mr. Li represent approximately 30.5% of the total voting rights in the Issuer as of August 31, 2015.

**CUSIP No. 602675100**

1. NAME OF REPORTING PERSON:  
 Magic Bell Limited
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)  ..  
 (b)  x  
 SEC USE ONLY
3. SOURCE OF FUNDS
4. AF, OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): ..
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
 British Virgin Islands  
 SOLE VOTING POWER
7. 0
8. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 SHARED VOTING POWER  
 14,900,163  
 SOLE DISPOSITIVE POWER
9. 0
10. SHARED DISPOSITIVE POWER  
 14,900,163
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 14,900,163<sup>(1)(2)</sup>
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 x<sup>(3)</sup>
- 13.

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

12.6%<sup>(4)</sup>

TYPE OF REPORTING PERSON

14.

CO

(1) Includes (i) 193,258 Class A Ordinary Shares; (ii) 14,080,214 Class B Ordinary Shares; and (iii) 626,691 ADSs, held through Quiet Well.

(2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.

(3) Magic Bell may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.

(4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,329,023 Ordinary Shares, including 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of August 31, 2015. In addition, 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, the Ordinary Shares (including Ordinary Shares represented by ADSs) held by Magic Bell represent approximately 30.3% of the total voting rights in the Issuer as of August 31, 2015.

**CUSIP No. 602675100**

1. NAME OF REPORTING PERSON:  
 Quiet Well Limited
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)  ..  
 (b)  x  
 SEC USE ONLY
3. SOURCE OF FUNDS
4. AF, OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): ..
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
 British Virgin Islands  
 SOLE VOTING POWER
7. 14,900,163
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8. 0
9. 14,900,163
10. 0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12. 14,900,163<sup>(1)(2)</sup>  
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. x<sup>(3)</sup>



PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

12.6%<sup>(4)</sup>

TYPE OF REPORTING PERSON

14.

CO

(1) Includes (i) 193,258 Class A Ordinary Shares; (ii) 14,080,214 Class B Ordinary Shares; and (iii) 626,691 ADSs.

(2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.

(3) Quiet Well may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.

(4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,329,023 Ordinary Shares, including 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of August 31, 2015. In addition, each Class A Ordinary Shares 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, the Ordinary Shares (including Ordinary Shares represented by ADSs) held by Quiet Well represent approximately 30.3% of the total voting rights in the Issuer as of August 31, 2015.

**CUSIP No. 602675100**

1. NAME OF REPORTING PERSON:  
 Xu Hang
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)  ..  
 (b)  x  
 SEC USE ONLY
3. SOURCE OF FUNDS
4. PF, OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): ..
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
 People's Republic of China  
 SOLE VOTING POWER
7. 600,000  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
8. 14,447,476<sup>(1)(2)</sup>  
 SOLE DISPOSITIVE POWER
9. 600,000  
 SHARED DISPOSITIVE POWER
10. 14,447,476<sup>(1)(2)</sup>  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11. 15,047,476<sup>(1)(2)</sup>  
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12.  x<sup>(3)</sup>
- 13.

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

12.7%<sup>(4)</sup>

TYPE OF REPORTING PERSON

14.

IN

(1) Includes (i) 201,742 Class A Ordinary Shares held by New Dragon (No. 12) Investments Limited (“New Dragon”), of which Mr. Xu is the sole owner; (ii) 9,229,755 Class B Ordinary Shares held by New Dragon; (iii) 515,979 ADSs, which are held by Credit Suisse AG for the benefit of New Dragon; (iv) 4,000,000 Class B Ordinary Shares held by New Phoenix Limited (“New Phoenix”), wholly-owned by Mr. Xu’s wife, Ms. Jian; (v) ADSs representing 500,000 Class A Ordinary Shares, which are held by Credit Suisse AG for the benefit of New Phoenix; and (vi) 600,000 Class A Ordinary Shares issuable upon the exercise of stock options held by Mr. Xu, which includes stock options vesting within 60 days. 6,206,896 of the Class B Ordinary Shares are pledged pursuant to a Collateral Agreement as security for a credit facility made available by Credit Suisse AG to New Dragon (the “Credit Facility”).

(2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.

(3) Mr. Xu may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.

(4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,929,023 Ordinary Shares, including (i) 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of August 31, 2015, and (ii) 600,000 Class A Ordinary Shares underlying the stock options granted to Mr. Xu which are exercisable within 60 days after the date hereof. In addition, each Class A Ordinary Shares 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, the Ordinary Shares (including Ordinary Shares represented by ADSs) beneficially owned by Mr. Xu represent approximately 28.9% of the total voting rights in the Issuer as of August 31, 2015.

**CUSIP No. 602675100**

NAME OF REPORTING PERSON:

1. New Dragon (No. 12) Investments  
Limited  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP

2. (a)  ..  
(b)  x  
SEC USE ONLY

3. SOURCE OF FUNDS

4. AF, OO  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e):   
5. CITIZENSHIP OR PLACE OF  
6. ORGANIZATION

Cayman Islands  
SOLE VOTING POWER

7. 0  
NUMBER OF SHARED VOTING POWER  
SHARES  
8. 9,947,476  
BENEFICIALLY OWNED BY SOLE DISPOSITIVE POWER  
EACH  
9. 0  
REPORTING PERSON WITH SHARED DISPOSITIVE POWER

10. 9,947,476  
AGGREGATE AMOUNT  
11. BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9,947,476<sup>(1)(2)</sup>  
CHECK BOX IF THE AGGREGATE  
12. AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

x<sup>(3)</sup>

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

13.

8.4%<sup>(4)</sup>

TYPE OF REPORTING PERSON

14.

CO

(1) Includes (i) 201,742 Class A Ordinary Shares; (ii) 9,229,755 Class B Ordinary Shares; and (iii) 515,979 ADSs, which are held by Credit Suisse AG for the benefit of New Dragon. 6,206,896 of the Class B Ordinary Shares are pledged as collateral for the Credit Facility.

(2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.

(3) New Dragon may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.

(4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,329,023 Ordinary Shares, including 89,029,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of August 31, 2015. In addition, each Class A Ordinary Shares 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, the Ordinary Shares (including Ordinary Shares represented by ADSs) held by New Dragon represent approximately 20.0% of the total voting rights in the Issuer as of August 31, 2015.

**CUSIP No. 602675100**

1. NAME OF REPORTING PERSON:  
 Jian Yao
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)  ..  
 (b)  x  
 SEC USE ONLY
3. SOURCE OF FUNDS
4. PF, OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): ..
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
 People's Republic of China  
 SOLE VOTING POWER
7. 0
8. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 SHARED VOTING POWER  
 4,500,000  
 SOLE DISPOSITIVE POWER
9. 0  
 SHARED DISPOSITIVE POWER
10. 4,500,000  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11. 4,500,000<sup>(1)(2)</sup>
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 x<sup>(3)</sup>
- 13.

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

3.8%<sup>(4)</sup>

TYPE OF REPORTING PERSON

14.

IN

(1) Includes (i) 4,000,000 Class B Ordinary Shares held by New Phoenix; and (ii) 500,000 ADSs, which are held by Credit Suisse AG for the benefit of New Phoenix.

(2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.

(3) Ms. Jian may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.

(4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,329,023 Ordinary Shares, including 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of August 31, 2015. In addition, 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, the Ordinary Shares (including Ordinary Shares represented by ADSs) beneficially owned by Ms. Jian represent approximately 8.7% of the total voting rights in the Issuer as of August 31, 2015.

**CUSIP No. 602675100**

NAME OF REPORTING PERSON:

1.

New Phoenix Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.

(a)

(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4.

AF, OO

5.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):   
CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Cayman Islands

SOLE VOTING POWER

7.

4,500,000

NUMBER OF SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY

8.

0

EACH

SOLE DISPOSITIVE POWER

REPORTING

9.

4,500,000

PERSON WITH

SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

4,500,000<sup>(1)(2)</sup>

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

<sup>(3)</sup>

13.



PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

3.8%<sup>(4)</sup>

TYPE OF REPORTING PERSON

14.

CO

(1) Includes (i) 4,000,000 Class B Ordinary Shares; and (ii) 500,000 ADSs, which are held by Credit Suisse AG for the benefit of New Phoenix.

(2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.

(3) New Phoenix may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.

(4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,329,023 Ordinary Shares, including 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of August 31, 2015. In addition, each Class A Ordinary Shares 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, the Ordinary Shares (including Ordinary Shares represented by ADSs) held by New Phoenix represent approximately 8.7% of the total voting rights in the Issuer as of August 31, 2015.

**CUSIP No. 602675100**

NAME OF REPORTING PERSON:

1. Cheng Minghe  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)  ..  
(b)  x  
SEC USE ONLY

3. SOURCE OF FUNDS

4. PF, OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): ..  
5. CITIZENSHIP OR PLACE OF ORGANIZATION

6. People's Republic of China  
SOLE VOTING POWER

7. 0  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

8. 2,188,288  
SOLE DISPOSITIVE POWER

9. 0  
SHARED DISPOSITIVE POWER

10. 2,188,288  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

12. 2,188,288<sup>(1)(2)</sup>  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. x<sup>(3)</sup>

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

1.8%<sup>(4)</sup>

TYPE OF REPORTING PERSON

14.

IN

(1) Includes (i) 1,809,938 Class B Ordinary Shares and (ii) 378,350 ADSs, which are held by City Legend Limited (“City Legend”). Mr. Cheng is the controlling shareholder and exercises investment and voting power over the shares held by City Legend.

(2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.

(3) Mr. Cheng may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.

(4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,329,023 Ordinary Shares, including (i) 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of August 31, 2015. In addition, each Class A Ordinary Shares 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, the Ordinary Shares (including Ordinary Shares represented by ADSs) beneficially owned by Mr. Cheng represent approximately 4.0% of the total voting rights in the Issuer as of August 31, 2015.

**CUSIP No. 602675100**

1. NAME OF REPORTING PERSON:  
City Legend Limited
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  ..  
(b)  x  
SEC USE ONLY
3. SOURCE OF FUNDS
4. AF, OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): ..
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
British Virgin Islands  
SOLE VOTING POWER
7. 0
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8. 2,188,288
9. 0
10. 2,188,288
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12. 2,188,288<sup>(1)(2)</sup>  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. x<sup>(3)</sup>

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

1.8%<sup>(4)</sup>

TYPE OF REPORTING PERSON

14.

CO

(1) Includes (i) 1,809,938 Class B Ordinary Shares and (ii) 378,350 ADSs.

(2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.

(3) City Legend may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.

(4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,329,023 Ordinary Shares, including 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of August 31, 2015. In addition, 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, the Ordinary Shares (including Ordinary Shares represented by ADSs) held by City Legend represent approximately 4.0% of the total voting rights in the Issuer as of August 31, 2015.

## **INTRODUCTORY NOTE**

This amendment No. 1 (this “Amendment No. 1”) is filed jointly by Mr. Li Xiting (Mr. Li), Magic Bell Limited (“Magic Bell”), Quiet Well Limited (“Quiet Well”), Mr. Xu Hang (Mr. Xu), New Dragon (No. 12) Investments Limited (“New Dragon”), Ms. Jian Yao (Ms. Jian), New Phoenix Limited (“New Phoenix”), Mr. Cheng Minghe (Mr. Cheng) and City Legend Limited (“City Legend”, and together with Mr. Li, Magic Bell, Quiet Well, Mr. Xu, New Dragon, Ms. Jian, New Phoenix and Mr. Cheng, the “Reporting Persons”, and each a “Reporting Person”), with respect to Mindray Medical International Limited (the “Company” or “Issuer”).

This amendment No. 1 amends and supplements the statement on the Schedule 13D filed on June 11, 2015 (the “Schedule 13D”) by the Reporting Persons with the SEC. Capitalized terms used but not defined in this Amendment No. 1 shall have the meanings assigned to such terms in the Schedule 13D.

## **ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and supplemented as follows:

The Buyer Group anticipates that, at the price per ADS or per Ordinary Share set forth in the Revised Proposal (as described in Item 4 below), approximately US\$2,343 million will be required for the Proposed Transaction.

## **ITEM 4. PURPOSE OF TRANSACTION**

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

On September 10, 2015, the Buyer Group submitted a revised non-binding proposal (the “Revised Proposal”) to the Company’s board of directors. In the Revised Proposal, the Buyer Group revised their offer price for the Proposed Transaction to US\$27.0 per Ordinary Share or US\$27.0 per ADS, in cash from the offer price of US\$30.0 per Ordinary Share or US\$30.0 per ADS contained in the Proposal dated June 4, 2015. The Buyer Group revised the offer price due to a number of events and developments since the submission of the Proposal, including that the Company has experienced weaker than expected financial performance; the global financial markets have experienced significant volatility which has negatively affected the Buyer Group’s ability to raise the necessary debt anticipated by the Proposal; and the depreciation of Renminbi against the US dollars has a significant negative effect on the valuation of the Company.

The description of the Revised Proposal set forth above in this Item 4 does not purport to be complete and is qualified in its entirety by reference to the full text of the Revised Proposal, which has been filed as Exhibit 7.03, and is incorporated herein by this reference.

**ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.**

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

Exhibit 7.03 Revised Proposal from the Buyer Group to the Company's board of directors, dated as of September 10, 2015, incorporated herein by reference to Exhibit 99.1 to the Report on Form 6-K furnished by the Company to the SEC on September 10, 2015.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 11, 2015

**Li Xiting**

By: /s/ Li Xiting

**Magic Bell  
Limited**

By: /s/ Li Xiting

Name: Li  
Xiting  
Title: Sole  
Director

**Quiet Well  
Limited**

By: /s/ Li Xiting

Name: Li  
Xiting  
Title: Sole  
Director

*[Signature Page to Amendment No. 1]*



**Xu  
Hang**

By: /s/ Xu  
Hang

**New Dragon  
(No. 12)  
Investments  
Limited**

By: /s/ Xu Hang  
Name: Xu  
Hang  
Title: Director

**Jian  
YAO**

/s/  
By: Jian  
Yao

**New Phoenix  
Limited**

By: /s/ Jian Yao  
Name: Jian  
Yao  
Title: Director

*[Signature Page to Amendment No. 1]*

**Cheng  
Minghe**

By: /s/  
Cheng  
Minghe

**City Legend  
Limited**

By: /s/ Cheng  
Minghe  
Name: Cheng  
Minghe  
Title: Director

*[Signature Page to Amendment No. 1]*