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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, certified public accountant or other professional adviser.

**If you have sold or transferred** all your shares in **LifeTech Scientific Corporation** (先健科技公司), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**LIFETECH SCIENTIFIC CORPORATION**

**先健科技公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1302)**

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of LifeTech Scientific Corporation (先健科技公司) (the “Company”) to be held at Floor 16, LifeTech Building, No. 22, Keji 12th Road South, High-tech Park, Nanshan District, Shenzhen, PRC on Tuesday, 28 May 2019 at 10:00 a.m. is set out on pages 17 to 20 of this circular.

A form of proxy for use at the annual general meeting is enclosed. Whether or not you are able to attend the annual general meeting in person, you are advised to complete the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding such annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

25 April 2019

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be convened and held at Floor 16, LifeTech Building, No. 22, Keji 12th Road South, High-tech Park, Nanshan District, Shenzhen, PRC on Tuesday, 28 May 2019 at 10:00 a.m. or where the context so admits, any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Directors”	the directors of the Company
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised from time to time) of the Cayman Islands
“Company”	LifeTech Scientific Corporation (先健科技公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“General Mandates”	the Issue Mandate and Repurchase Mandate
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue or otherwise deal with additional Shares of up to 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	16 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“M&A”	the memorandum and articles of association of the Company currently in force
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of AGM
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to permit the repurchase of Shares of up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shares”	the ordinary share(s) of US\$0.00000125 each in the capital of the Company (or of such nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 22 October 2011 and amended by unanimous written resolutions of the Board on 5 May 2015
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended from time to time
“%”	per cent.



**LIFETECH SCIENTIFIC CORPORATION**

**先健科技公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1302)**

*Executive Directors:*

XIE Yuehui (*Chairman and Chief Executive Officer*)  
LIU Jianxiong (*Vice President, Chief Financial Officer*  
and *Company Secretary*)

*Non-executive Director:*

JIANG Feng

*Independent non-executive Directors:*

LIANG Hsien Tse Joseph  
WANG Wansong  
ZHOU Luming

*Registered Office in Cayman Islands:*

PO Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal place of business and  
address of headquarters:*

Cybio Electronic Building,  
Langshan 2nd Street,  
North Area of High-tech Park,  
Nanshan District,  
Shenzhen 518057,  
PRC

*Place of business in Hong Kong  
registered under Part 16  
of the Hong Kong*

*Companies Ordinance:*  
31/F, 148 Electric Road,  
North Point,  
Hong Kong

25 April 2019

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in relation to the resolutions to be proposed at the AGM in respect of the Issue Mandate and the Repurchase Mandate, the re-election of Directors, and to seek the Shareholders' approval of the resolutions relating to these matters at the AGM.

### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 25 May 2018, General Mandates were granted to the Directors to issue and repurchase Shares respectively. Such mandates will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve a new general mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares during the period as set out in Ordinary Resolution No. 4A up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the Ordinary Resolution No. 4A at the AGM.

At the AGM, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve a new general mandate to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange or any other stock exchange of which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange during the period as set out in Ordinary Resolution No. 4B up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Ordinary Resolution No. 4B at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,327,581,200 fully paid up Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date to the date of passing the resolution approving the Issue Mandate at the AGM, the maximum number of Shares which may be allotted and issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 865,516,240 Shares.

An explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix I to this circular.

### 3. RE-ELECTION OF DIRECTORS

At the AGM, ordinary resolutions will also be proposed to re-elect all Directors, namely Mr. XIE Yuehui, and Mr. LIU Jianxiong, Mr. JIANG Feng, Mr. LIANG Hsien Tse Joseph, Mr. WANG Wansong and Mr. ZHOU Luming. All the retiring Directors, being eligible, will offer themselves for re-election at the forthcoming AGM.

Biographical details on the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. ANNUAL GENERAL MEETING

Set out on pages 17 to 20 of this circular is the notice convening the AGM at which, among other things, resolutions will be proposed to approve the Issue Mandate and the Repurchase Mandate, and the re-election of Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by show of hands). The chairman of the AGM will request for the resolutions to be considered (and, if thought fit, approved) at the AGM to be voted by way of poll by the Shareholders. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM in person, you are advised to complete the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

### 5. RECOMMENDATIONS

The Board considers that the resolutions to be proposed at the AGM are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully  
For and on behalf of the Board  
**LifeTech Scientific Corporation**  
**XIE Yuehui**  
*Executive Director, Chairman  
and Chief Executive Officer*

The following is the explanatory statement as required to be sent to the Shareholders under Rule 10.06(1)(b) of the Listing Rules for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in connection with the granting of the Repurchase Mandate.

### **1. THE REPURCHASE AND SHARE CAPITAL**

The resolution set out as Ordinary Resolution No. 4B relates to the granting of a general and unconditional mandate to the Directors to repurchase, on the Stock Exchange or any other stock exchange on which the Shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong, Shares of up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the relevant resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,327,581,200 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 432,758,120 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company; the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

### **2. REASONS FOR REPURCHASE**

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the M&A, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

The Company shall not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Subject to the above, any repurchase of the Shares by the Company may be made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or subject to Companies Law, out of capital provided that on the day immediately following the date of repurchase of the Shares, the Company is able to pay its debts as they fall due in the ordinary course of business.



#### 4. IMPACT OF REPURCHASE

There may be a material adverse impact on the working capital or gearing position of the Company as compared with the financial position of the Company as at 31 December 2018 (being the date of its latest audited accounts). However, the Directors will not exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are, from time to time, inappropriate for the Company.

#### 5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2018</b>		
March	2.49	1.83
April	2.45	2.16
May	3.09	2.28
June	2.97	2.32
July	2.62	2.17
August	2.3	1.80
September	2.03	1.76
October	1.99	1.66
November	1.82	1.58
December	1.68	1.39
<b>2019</b>		
January	1.73	1.39
February	1.80	1.62
March	1.80	1.52
April (up to the Latest Practicable Date)	1.69	1.61

**6. GENERAL INFORMATION AND UNDERTAKINGS**

To the best of their knowledge and having made all reasonable enquires, none of the Directors nor any of their associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or any of its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate, if granted, in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the Articles of Association.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best knowledge of the Directors, the single largest substantial shareholder (as defined under Listing Rules) of the Company, Xianjian Advanced Technology Limited was beneficially interested in 781,914,928 Shares representing approximately 18.07% of the total issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the interest of the largest substantial shareholder of the Company would be increased to approximately 20.08% of the total issued share capital of the Company. Such increase will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors will be cautious in exercising the Repurchase Mandate and have no intention to exercise the Repurchase Mandate to such extent as to jeopardize the public float requirement of 25% or such other prescribed minimum percentage as determined by the Stock Exchange.

**8. REPURCHASE OF SHARES MADE BY THE COMPANY**

As at the Latest Practicable Date, the Company repurchased 8,710,000 Shares on the Stock Exchange, and the details of the Shares repurchased by the Company through the Stock Exchange are shown as follows:

Date of repurchase	No. of Share	Price per Share		Aggregate consideration paid HK\$
		Highest HK\$	Lowest HK\$	
10 December 2018	640,000	1.51	1.49	957,600
13 December 2018	2,000,000	1.50	1.49	2,998,960
18 December 2018	750,000	1.50	1.46	1,111,420
20 December 2018	1,820,000	1.49	1.44	2,670,100
21 December 2018	1,000,000	1.48	1.46	1,470,420
24 December 2018	500,000	1.45	1.44	724,000
27 December 2018	1,000,000	1.44	1.40	1,425,000
3 January 2019	1,000,000	1.47	1.43	1,447,740

The above Shares were cancelled on 23 January 2019.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year 2018 and as at the Latest Practicable Date.

**Executive Directors**

**XIE Yuehui** (謝粵輝), aged 49, is our chairman, Chief Executive Officer and our executive Director. Mr. Xie has served as the director of Lifetech Scientific (Shenzhen) Co., Ltd. (“**Lifetech Shenzhen**”) a wholly-owned subsidiary of the Company since October 2000. He was promoted to serve as the chairman of Lifetech Shenzhen since 2005. During the period from 2007 to 2017, Mr. XIE was appointed as a director of 6 overseas subsidiaries of our Group and 4 PRC subsidiaries of our Group. Mr. XIE was appointed as a director of Dongguan LifeTech Medical Co., Ltd (東莞市先健醫療有限公司), a PRC subsidiary of the Group on 15 August 2018. Mr. Xie is primarily responsible for our Group’s overall strategic planning and the management of our Group’s business. Mr. Xie has about 28 years of experience in business management in the PRC, including over 16 years in the medical device industry. In June 2015, Mr. Xie was appointed as representative of the Sixth Shenzhen Municipal People’s Congress. From 1991 to 1993, Mr. Xie served as the project manager of Eastern Tantalum Group (東方鉬業集團). From June 1993 to January 1994, Mr. Xie served as the investment manager at a subsidiary of China Southern Securities (南方證券), and was responsible for project investment. From February 1994 to February 1996, Mr. Xie served as the deputy general manager at an investment branch of Bank of China, Jilin Province, and was responsible for managing investment projects involving futures. From February 1996 to December 1998, Mr. Xie served as the manager at the domestic trade department of Shenzhen Huihua Group (深圳市匯華集團), and was responsible for overall trade management. Since June 1998, Mr. Xie served as general manager at Shenzhen Huishibang Technology Company Limited (深圳市匯世邦科技有限公司) and was promoted to serve as the chairman in 2000. During this time, Mr. Xie was responsible for overall business management. Mr. Xie graduated from Kunming Institute of Technology (昆明工學院) in July 1991 with a bachelor’s degree in materials specialising in pressurized processing of metals (金屬壓力加工專業). He also obtained a master’s degree in Business Administration from Tsinghua University in July 2006.

Save as disclosed above, Mr. Xie does not hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years. In addition, Mr. Xie does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Mr. Xie has signed a service contract with the Company for an initial term of three years commencing from 10 November 2011, which is subject to automatic renewal every three years on the same terms and conditions until terminated by either party giving to the other party not less than three months’ notice in writing. On 10 November 2014 and 10 November 2017, Mr. Xie and the Company renewed the service contract which is subject to manual renewal every three years on the same terms and conditions. Pursuant to the terms of his service contract and as determined by the Board, Mr. Xie was entitled to an annual emolument of RMB992,640 for the financial year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Xie is interested in 781,914,928 Shares within the meaning of Part XV of the SFO. 52,868,000 options have been granted to Mr. Xie by the Company, which were subject to certain vesting conditions pursuant to the Share Option Scheme.

Save as disclosed above, there are no other matters concerning Mr. Xie that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**LIU Jianxiong (劉劍雄)**, aged 48, is the Vice President, Chief Financial Officer (“CFO”), Company Secretary and our executive Director of our Group. He was appointed as a non-executive Director on 2 March 2015 and was subsequently re-designated as an executive Director with effect from 27 March 2015. On 13 July 2017, Mr. Liu was promoted to serve as Vice President of the Group. Mr. Liu joined us in September 2010 and he has also been appointed as a director of a number of the Group’s subsidiaries, including LifeTech Scientific (Europe) Coöperatief U.A., LifeTech Scientific (Netherlands) B.V. and LifeTech Scientific (Hong Kong) Co., Ltd since 2015. Mr. Liu has about 26 years of experience in the accounting field. He started his career as an auditor at Kwan Wong Tan & Fong (currently Deloitte Touche Tohmatsu) in 1993, and was primarily responsible for carrying out audits and consultancy work. Mr. Liu then continued to work with a number of multinational companies. From 1997 to 2001, he was the accounting services manager of Yantian International Container Terminal Company Limited (鹽田國際集裝箱碼頭有限公司). From 2001 to 2003, Mr. Liu was the financial controller of Shenzhen Schlumberger Electronic System Solution Co., Ltd (深圳斯倫具謝電子系統有限公司). From March 2007 to July 2007, Mr. Liu was the China financial controller of the China Light & Power Group renewable energy division. From December 2007 to February 2010, Mr. Liu was the Great China corporate controller of AnyDATA Group, and was responsible for financial management, accounts audit, tax planning, raising capital and preparation of financial accounts in accordance with accounting standards in PRC, U.S. and Hong Kong. He has been a member of the Association of Chartered Certified Accountants since 1997 and a registered tax agent since 1999. Mr. Liu graduated from Zhongshan University’s Physics department majoring in modern physics technology in July 1990. He obtained a master’s degree in business administration from University of Glamorgan in the United Kingdom in December 2004.

Save as disclosed above, Mr. Liu does not hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years. In addition, Mr. Liu does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Mr. Liu has signed a service contract with the Company for an initial term of three years commencing from 27 March 2015, which is subject to automatic renewal every three years until terminated by either party giving to the other party not less than three months’ notice in writing. On 27 March 2018, Mr. Liu and the Company renewed the service contract which is subject to manual renewal every three years on the same terms and conditions. Mr. Liu is not entitled to any director’s fee under the service contract, but is entitled to discretionary bonuses (as may be decided by the Board) and reasonable out-of-pocket expenses incurred by him during the discharge of his responsibilities under the service contract.

As at the Latest Practicable Date, Mr. Liu is interested in 8,000,000 Shares within the meaning of Part XV of the SFO. 41,620,000 options have been granted to Mr. Liu by the Company, which were subject to certain vesting conditions pursuant to the Share Option Scheme.

Save as disclosed above, there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Non-executive Directors**

**JIANG Feng (姜峰)**, aged 56, was appointed as a non-executive Director with effect from 1 April 2014. Mr. Jiang is currently vice president of China Association for Medical Devices Industry, chairman of China Strategic Alliance of Medical Devices Innovation, deputy director of Biomedical Engineering Education Steering Committee of the Ministry of Education (教育部生物醫學工程專業教育指導委員會), executive director of Chinese Society of Biomedical Engineering and Chinese Society for Biomaterials. Mr. Jiang is an independent non-executive director of Grandhope Biotech Co., Ltd. and Zhongzhu Healthcare Holding Co., Ltd., all companies being listed on the Shenzhen Stock Exchange and Shanghai Stock Exchange respectively. Mr. Jiang had been working for 12 years as a clinician before he left the hospital in 1997 to establish his own business. By reason of his outstanding achievements, Mr. Jiang was considered to be special talent by SASAC and was chosen to be a leader of national large medicine and device companies for a long term, including as chairman and general manager of China National Pharmaceutical Group Corporation North West Company and China National Medical Equipment Co., Ltd, during that period he was in charge of or participated in restructuring, mergers and acquisitions and transformation for listing of nearly 40 relevant companies. Mr. Jiang had been serving as general manager of China National Medical Equipment Co., Ltd for 9 years, during which he accomplished the substantial transformation of the enterprise from exhibition business to production and operation of device by establishing China's first Sino-foreign joint venture medical device distribution company and growing it the largest domestic medical device distributor within 5 years. He had been president and standing vice president of China Association for Medical Devices Industry for 16 years, during which period he visited and evaluated over a thousand of member enterprises. For around 9 years after acting as chairman of China Strategic Alliance of Medical Devices Innovation, he has assisted the science and technology department and local science and technology bureaus in assessing subjects of hundreds of medical device projects and conducting subsequent management. Benefiting from his long term work in the industry, Mr. Jiang is expert at the operation and management of medical companies and understands development trend of the industry, in particular, he has much experience in industrial innovation and international marketing. Since December 2013, Mr. Jiang was appointed as an independent non-executive director of Guangdong Baihe Medical Technology Co., Ltd. (廣東百合醫療科技股份有限公司). Since 8 November 2016, Mr. Jiang was appointed as an independent non-executive director of Hangzhou Kangji Medical Instrument Co., Ltd. for a term of three year. Mr. Jiang graduated from the Fourth Military Medical University with a degree of bachelor of medicine in 1985 and received his doctoral degree of clinical surgery in 1995 from the Fourth Military Medical University. He obtained an EMBA degree from Tsinghua University in 2007.

Save as disclosed above, Mr. Jiang does not hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years. In addition, Mr. Jiang does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

The Company and Mr. Jiang entered into a service contract on 1 April 2014 with a term of three years subject to retirement by rotation and re-election at the next following annual general meeting of the Company pursuant to the Articles of Association, the Listing Rules and any other applicable laws and regulations. On 1 April 2017, Mr. Jiang and the Company renewed the appointment letter which is subject to manual renewal every three years on the same terms and conditions. Either party may terminate the service contract after serving at least three months' prior written notice to the other party. Remuneration and allowances will be determined by the Board with reference to his contribution in terms of time, effort, experience and his expertise. Pursuant to the terms of his service contract and as determined by the Board, Mr. Jiang was entitled to an emolument of RMB105,600 for the financial year ended 31 December 2018.

As of the Latest Practicable Date, Mr. Jiang does not have any interest, deemed interest or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Jiang that need to be brought to the attention of the shareholders of the Company, nor is there any information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

#### **Independent Non-executive Directors**

**LIANG Hsien Tse Joseph (梁顯治)**, aged 64, was appointed as an independent non-executive Director of our Company with effect from 22 October 2011. Mr. Liang has extensive experience in finance and accounting. From November 1993 to August 2001, Mr. Liang served as the finance manager at Hong Kong International Terminals Limited for Yantian International Container Terminals, both companies being container terminal companies managed by the Hutchison Port Holdings Trust. From August 2001 to October 2005, Mr. Liang held various positions at Skyworth Digital Holdings Limited listed on the main board of the Stock Exchange (Stock Code: 751), including the group's financial controller and company secretary in charge of finance and MIS functions of the Group. From October 2005 to December 2008, Mr. Liang served as a director at Shenzhen Alclear Consulting Limited, a company engaging in financial, corporate management and investment consultancy services, and was responsible for developing accounting training in China. From October 2009 to September 2011, Mr. LIANG was the managing director of the financial planning and development department at United International College in Zhuhai, PRC, and was responsible for serving financial advisory and human resources management functions. From October 2011 to September 2012, Mr. Liang served as special consultant on campus development at the College. He was the executive vice president of Finance of TWS Industrial (Holdings) Ltd since 6th October 2011, a private company engaged in battery production. He later acted as consultant in it from August 2013 to December 2013. He returned to full time teaching as associate professor at UIC on September 2013. Mr. Liang graduated from Hong Kong Open University with a bachelor's degree in language and translation in December 2007. Mr. Liang obtained a master's degree in professional accounting from University of Texas, Austin in May 1981 and a diploma in business management from Hong Kong Baptist College in December 1977. Mr. Liang has been a member of the Texas Society of Certified Public Accountants, Hong Kong Institute of Certified Public Accountants (formerly known as "Hong Kong Society of Accountants") since June 1982 and Association of Certified Chartered Accountants (ACCA) since May 1982. On 19 February 2013, Mr. Liang was appointed as an independent

non-executive director of North Asia Strategic Holding Limited, a company listed on GEM (Stock Code: 8080) for a term of three years. He was reappointed as an independent non-executive director of North Asia Strategic Holding Limited for another three year commencing 19 February 2016. Mr. Liang was also appointed on 6 June 2014 for a one year term as an independent non-executive director of China Animal Healthcare Limited, a company listed on the main board of the Stock Exchange (Stock Code: 940). On 26 June 2015, Mr. Liang ceased to be an independent non-executive director of China Animal Healthcare Limited.

Save as disclosed above, Mr. Liang does not hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years. In addition, Mr. Liang does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

The initial term of office of Mr. Liang as an independent non-executive Director is one year commencing from 10 November 2011 and was automatically renewed upon expiry of each term unless either the Company or Mr. Liang serves the other a one-month written termination notice. On 10 November 2014, Mr. Liang and the Company renewed the service contract which is subject to manual renewal every three years. On 1 April 2017, Mr. Liang and the Company renewed the appointment letter which is subject to manual renewal every three years on the same terms and conditions. Remuneration and allowances will be determined by the Board with reference to his contribution in terms of time, effort, experience and his expertise. Pursuant to the terms of his service contract and as determined by the Board, Mr. Liang was entitled to an emolument of RMB105,600 for the financial year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Liang does not have any interest, deemed interest or short positions in any shares, underlying shares or debentures of the Company and its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, there is no other matter concerning Mr. Liang that needs to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**WANG Wansong** (王皖松), aged 49, was appointed as an independent non-executive Director on 29 January 2016. Mr. Wang has an extensive experiences in plans establishment, and policies formulation and implementation for the HighTech industrial development and construction in Shenzhen, and also in technological innovation, achievements transformation, and projects implementation and co-ordination for high-tech bio-pharmaceutical industry and medical device industry. From 1997 to 2014, Mr. Wang worked at National Development and Reform Commission, Shenzhen city (深圳市發展改革委). Prior to that, Mr. Wang worked in Shenzhen Xinhayu Marine Environmental Technology Engineering Co., Ltd.\* (深圳新華宇海洋環境技術工程公司) from 1992 to 1997, and in JiuJiang Environmental Protection Bureau, JiangXi province (江西省九江市環境保護局) from 1991 to 1992. On July 2018, Mr. WANG ceased to be a senior researcher at the State High-Tech

\* for identification purpose only



Industrial Innovation Center in Shenzhen (深圳市國家高技術產業創新中心). Since August 2018, Mr. Wang has been appointed as a senior researcher of Shenzhen Zerun Health Technology Innovation Center(深圳市至元灣區健康科技協同創新中心). Mr. Wang holds a bachelor degree in Biology from the Peking University.

Save as disclosed above, Mr. Wang does not hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years. In addition, Mr. Wang does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Mr. WANG has entered into an appointment letter with the Company for an initial term of three years commencing from 29 January 2016, until terminated by either party giving to the other party not less than three months' notice in writing. On 1 April 2017, Mr. Wang and the Company renewed the appointment letter which is subject to manual renewal every three years on the same terms and conditions. Remuneration and allowances will be determined by the Board with reference to his contribution in terms of time, effort, experience and his expertise. Pursuant to the terms of his appointment letter and as determined by the Board, Mr. Wang was entitled to an annual emolument of RMB105,600 for the financial year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Wang does not have any interest, deemed interest or short positions in any shares, underlying shares or debentures of the Company and its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, there is no other matter concerning Mr. Wang that needs to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**ZHOU Luming (周路明)**, aged 60, was appointed as an independent non-executive Director of our Company with effect from 1 April 2014. Mr. Zhou is currently a dean of the Southern Institute of Science and Technology of Space. He was a teacher in South-Central University for Nationalities from July 1984 to May 1992, during which his professional article Systems Science (系統科學) was published with release of certain papers. From May 1992 to September 2001, he served at Shenzhen Technology Bureau (深圳市科技局) as head of the compliance division, director of general office and head of the planning division, taking charge of the formulation of a series of major legislations and research on decision-making work. Mr. Zhou acted as deputy dean of Research Institute of Tsinghua University in Shenzhen from September 2001 to May 2004. He was the deputy director of Shenzhen Technology Bureau from May 2004 to May 2008. During the period from 2005 to 2008, Mr. Zhou presided over series of study on innovative cities. From 2008 to March 2014, when he served as chairman of Shenzhen Science and Technology Association, he established a great number of private-funded research institutes with international advanced level, which involved metamaterial, new energy and precise manufacturing. His experience in directing the restructuring of Shenzhen Science and Technology Association was highly regarded by major leaders of China Association of Science and Technology with promotion in the system of the association of science and technology. Mr. Zhou graduated in 1984 from the Department of Physics, Central China Normal University, and obtained his EMBA degree after graduating from Tsinghua University in 2005.

Save as disclosed above, Mr. Zhou does not hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years. In addition, Mr. Zhou does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

The Company and Mr. Zhou entered into a service contract on 1 April 2014 with a term of one year, subject to retirement by rotation and re-election at the next following annual general meeting of the Company pursuant to the articles of association of the Company, the Listing Rules and any other applicable laws and regulations. On 10 November 2014, Mr. Zhou and the Company renewed the service contract which is subject to manual renewal every three years. On 1 April 2017, Mr. Zhou and the Company renewed the appointment letter which is subject to manual renewal every three years on the same terms and conditions. Remuneration and allowances will be determined by the Board with reference to his contribution in terms of time, effort, experience and his expertise. Pursuant to the terms of his service contract and as determined by the Board, Mr. Zhou was entitled to an emolument of RMB105,600 for the financial year ended 31 December 2018.

As of the Latest Practicable Date, Mr. Zhou does not have any interest, deemed interest or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Zhou that need to be brought to the attention of the shareholders of the Company, nor is there any information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### LIFETECH SCIENTIFIC CORPORATION

### 先健科技公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1302)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of LifeTech Scientific Corporation (先健科技公司) (the “**Company**”) will be held at Floor 16, LifeTech Building, No. 22, Keji 12th Road South, High-tech Park, Nanshan District, Shenzhen, PRC on Tuesday, 28 May 2019 at 10:00 a.m. for the following purposes:

As ordinary business:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2018 and the reports of the directors (the “**Directors**”) and of the independent auditor;
2. To re-elect the retiring Directors and to authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration; and
3. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorize the Board to fix its remuneration;

As additional ordinary business, to consider and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions:

4. (A) “**THAT:**
  - (a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in sub-paragraph (a) of this resolution shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company, or (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof, on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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4. (B) “**THAT:**
- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange of which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of the shares of the Company which may be repurchased pursuant to the approval in sub-paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
  - (c) for the purposes of this Resolution:

“**Relevant Period**” shall have the same meaning as ascribed to it under sub-paragraph (d) of resolution No. 4(A) set out in the notice convening this meeting.”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

4. (C) “**THAT** conditional upon resolutions Nos. 4(A) and 4(B) set out in the notice convening this meeting being passed, the aggregate nominal amount of the share which are repurchased by the Company after the date of the passing of this resolution (up to a maximum of 10% of the aggregate nominal amount of the share of the Company in issue as at the date of the passing of this resolution) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution No. 4(A) set out in the notice convening this meeting.”

By Order of the Board  
**LifeTech Scientific Corporation**  
**XIE Yuehui**  
*Executive Director, Chairman  
and Chief Executive Officer*

Hong Kong, 25 April 2019

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) *All resolutions (except for procedural and administrative matters) at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.*
- (2) *Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of each such proxy is so appointed.*
- (3) *In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.*
- (4) *The register of members of the Company will be closed from Wednesday, 22 May 2019 to Tuesday, 28 May 2019 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for entitlement to attend the meeting, all completed transfer forms, accompanied by the relevant share certificates, have to be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration, not later than 4:30 p.m. on Tuesday, 21 May 2019.*
- (5) *If a black rainstorm warning signal is in force or a tropical cyclone warning signal number 8 or above remains hoisted at 8:00 a.m. on 28 May 2019, the above meeting probably will be postponed. Shareholders are requested to read the website of the Company at [www.lifetechmed.com](http://www.lifetechmed.com) for details of alternative meeting arrangements. If Shareholders have any queries concerning the alternative meeting arrangements, please call the Company at +86 (755) 86026250 during business hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday, excluding public holidays.*
- (6) *The above meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.*
- (7) *Shareholders should make their own decision as to whether they would attend the above meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.*
- (8) *An explanatory statement containing further information concerning ordinary resolution No. 4 is set out in Appendix I to the circular of the Company dated 25 April 2019.*