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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 CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**  
**(3) PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**  
**AND**  
**(4) 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 Scientific Building, No. 22, Keji 12th Road South, High-tech Park, Nanshan District, Shenzhen, PRC on Friday, 27 May 2022 at 10:00 a.m. is set out on pages 29 to 33 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 54, 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.

Taking into account the COVID-19 coronavirus situation, the Company will implement the following prevention and control measures at the AGM to protect our shareholders from the risk of infection:

- compulsory body temperature check
- compulsory wearing of surgical mask
- no distribution of gift and no serving of refreshment

Attendees who do not comply with the precautionary measures or are subject to any prescribed quarantine may be denied entry into the meeting venue. The Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person.

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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 Scientific Building, No. 22, Keji 12th Road South, High-tech Park, Nanshan District, Shenzhen, PRC on Friday, 27 May 2022 at 10:00 a.m. or where the context so admits, any adjournment thereof
“Amended and Restated Memorandum and Articles”	the amended and restated memorandum and articles of association of the Company incorporating and consolidating all the proposed amendments set out in Appendix III to this Circular, which are proposed to be adopted by the Company at the AGM
“Articles of Association”	the articles of association of the Company, as amended from time to time
“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

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## DEFINITIONS

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“Latest Practicable Date”	13 April 2022, 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
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“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
“Previous Share Option Scheme”	the share option scheme adopted by the Company on 22 October 2011 (amended by a unanimous written resolution of the Board on 5 May 2015), and terminated pursuant to an ordinary resolution passed by the shareholders at a general meeting on 17 September 2021
“Proposed Amendments”	proposed amendments to the Memorandum of Association and Articles of Association as set out in Appendix II to this circular
“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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“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.

*In this circular, the terms “close associate”, “core connected person”, “controlling shareholder” and “substantial shareholder” have the same meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

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LETTER FROM THE BOARD

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**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 *(Executive 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:*

LifeTech Scientific Building,  
No. 22, Keji 12th Road South,  
High-tech Industrial Park,  
Nahshan District,  
Shenzhen 518063, 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

22 April 2022

*To the Shareholders*

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT  
OF INDEPENDENT NON-EXECUTIVE DIRECTOR**  
**(3) PROPOSED AMENDMENTS TO THE MEMORANDUM OF  
ASSOCIATION AND ARTICLES OF ASSOCIATION AND ADOPTION OF  
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**  
**AND**  
**(4) 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 continuous appointment of independent non-executive director who will have served for more than nine years, the amendments to the Articles of Association, 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 28 May 2021, 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 as set out in Ordinary Resolution No. 4(A) 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. 4(A) 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 or securities convertible into 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 under the Codes on Takeovers and Mergers and Share Buy-backs as set out in Ordinary Resolution No. 4(B) 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. 4(B) at the AGM. A resolution authorising the extension of the Issue Mandate to include the aggregate nominal amount of such securities (if any) repurchased under the Repurchase Mandate will be proposed as Resolution 4(C) at the AGM.

The Issue Mandate and the Repurchase Mandate, if granted, will remain in effect until 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.

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,630,030,400 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 926,006,080 Shares.

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## LETTER FROM THE BOARD

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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 AND CONTINUOUS APPOINTMENT OF MR. LIANG HSIEN TSE JOSEPH AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

In accordance with Articles of Association, Mr. XIE Yuehui, Mr. LIU Jianxiong, Mr. JIANG Feng, Mr. LIANG Hsien Tse Joseph, Mr. WANG Wansong and Mr. ZHOU Luming shall retire from their offices as Directors at the forthcoming AGM. All the retiring Directors being eligible, will offer themselves for re-election as Directors.

Mr. Liang Hsien Tse Joseph has served as an independent non-executive Director for more than nine years. Pursuant to the code provision B.2.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, if an independent non-executive director has served for more than nine years, his further appointment should be subject to a separate resolution to be approved by the company's shareholders.

The Company has received from Mr. Liang confirmation of independence according to Rule 3.13 of the Listing Rules and the Board has assessed and reviewed the independence of Mr. Liang based on the criteria set out in Rule 3.13 of the Listing Rules. Throughout Mr. Liang's directorship with the Company, he has participated in Board meetings to give impartial advice and exercise independent judgement, served on various committees of the Board, but has never engaged in any executive management. Taking into consideration of his independent scope of work in the past years, the Board considers that the long service of Mr. Liang would not affect his exercise of independent judgement and is satisfied that Mr. Liang has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. As such, the Directors consider Mr. Liang to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. The Board believes that Mr. Liang's continued tenure brings considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Liang who has over time gained valuable insight into the Group.

At the AGM, ordinary resolutions will be proposed to re-elect all Directors, namely Mr. XIE Yuehui, Mr. LIU Jianxiong, Mr. JIANG Feng, Mr. LIANG Hsien Tse Joseph, Mr. WANG Wansong and Mr. ZHOU Luming. The re-appointment of Mr. Liang at the AGM will be subject to a separate resolution to be approved by the Shareholders in accordance with the Listing Rules.

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. PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 20 April 2022, the Board proposes to seek approval from the Shareholders at the AGM for the Proposed Amendments in order to (i) bring the existing Articles of Association in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules and (ii) to make some other housekeeping improvements.

The major Proposed Amendments are summarized as follows:

1. to provide that any Director appointed by the Board to either fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election;
2. to provide that an annual general meeting of the Company shall be held in each financial year;
3. to provide for shareholders right to speak and vote at a general meeting;
4. to provide for shareholders right to appoint, remove and fix the remuneration of the auditor of the Company;
5. to provide that the financial year end of the Company shall be the 31st day of December in each year which is a requirement under the Companies Act;
6. to provide for shareholders right to voluntarily wind up the Company;
7. to replace all references to “Companies Law” with “Companies Act”, and make corresponding changes to relevant provisions of the Articles, including the insertion of the definition of “Act” and the deletion of the definition of “Law”; and
8. other amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

Details of the Proposed Amendments are set out in Appendix III to this circular. The Chinese translation of the proposed Amended and Restated Memorandum and Articles is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. Prior to the passing of the special resolution at the AGM, the existing Memorandum of Association and Articles of Association shall remain valid.

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## LETTER FROM THE BOARD

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The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements of the Listing Rules and do not contravene the applicable laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

### 5. ANNUAL GENERAL MEETING

Set out on pages 29 to 33 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 adoption of the Amended and Restated Memorandum and Articles. 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 with this circular. 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 54, 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.

For the purpose of determining the identity of the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022, both days inclusive, during which period no transfer of shares of the Company will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on Monday, 23 May 2022.

### 6. 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.

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## LETTER FROM THE BOARD

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### 7. 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. 4(B) 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 or securities convertible into 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 4,630,030,400 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 463,003,040 Shares during the period ending on 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 any applicable laws or the Articles of Association to be held; or (iii) 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 Articles of Association, 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 2021 (being the date of its latest audited accounts) if the Repurchase Mandate were to be exercised in full at the current prevailing market value at any time during the proposed purchase period. 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. The Directors had no intention to repurchase any Shares as at the Latest Practicable Date.

#### 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>2021</b>		
March	4.08	3.18
April	4.53	3.52
May	5.20	3.65
June	5.30	4.45
July	5.86	3.95
August	4.55	3.75
September	4.31	3.75
October	4.14	3.46
November	4.36	3.31
December	4.27	3.43
<b>2022</b>		
January	3.73	3.05
February	3.41	3.02
March	3.12	2.25
April (up to the Latest Practicable Date)	2.79	2.31

**6. GENERAL INFORMATION AND UNDERTAKINGS**

None of the Directors, and, to the best of their knowledge of the Directors having made all reasonable enquires, none of the close associates of the Directors, 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 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 16.89% 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 18.76% 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**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months' period preceding the Latest Practicable Date.

This appendix contains the biographical details of the Directors eligible for re-election at the AGM to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the re-election of Directors.

### **Executive Directors**

**XIE Yuehui** (謝粵輝), aged 52, is our chairman, Chief Executive Officer and our executive Director. Mr. XIE has served as the director of Lifetech Shenzhen since October 2000 and was promoted to serve as the chairman of Lifetech Shenzhen since 2005. During the period from 2011 to 2020, Mr. XIE was appointed as a director of 6 overseas subsidiaries of our Group and 10 PRC subsidiaries of our Group. Mr. XIE was resigned as a director of 1 overseas subsidiary and 2 PRC subsidiaries of the Group in 2021 due to the equity change and dissolution of the subsidiaries. Mr. XIE is primarily responsible for our Group's overall strategic planning and the management of our Group's business. Mr. XIE has about 31 years of experience in business management in the PRC, including over 19 years in the medical device industry. In June 2015, Mr. XIE was appointed as a representative of the Sixth Shenzhen Municipal People's Congress. From 1991 to 1993, Mr. XIE served as the project manager of Eastern Tantalum Group (東方鉭業集團). From June 1993 to January 1994, Mr. XIE was 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 held the position of the deputy general manager at an investment branch of Bank of China, Jilin Province, and was responsible for managing futures investment projects. 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 was a general manager at Shenzhen Huishibang Technology Company Limited (深圳市匯世邦科技有限公司) and was promoted to the chairman in 2000. During this period, 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 pressurised 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, 10 November 2017 and 10 November 2020, Mr. Xie and the Company renewed the service contract which is subject to manual renewal every three years. Pursuant to the terms of his service contract and as determined by the Board, Mr. Xie was entitled to an annual emolument of RMB14,073,000 (including discretionary performance bonus and all other benefits) and nil director's fee for the financial year ended 31 December 2021.

As at the Latest Practicable Date, Mr. Xie is interested in 781,914,928 Shares within the meaning of Part XV of the SFO, and hold 19,600,000 options of the Company, which were granted subject to certain vesting conditions pursuant to the Previous 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 51, is our Executive Vice President, Chief Financial Officer, Company Secretary and our executive Director. 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, he was promoted to serve as Vice President. On 12 April 2019, he was further promoted to serve as Executive Vice President. Mr. LIU joined us in September 2010 and he has 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 Dongguan LifeTech-Quantum Medical Technology Co., Ltd. since 2015. Mr. LIU was also appointed as the supervisor of Shenzhen LifeTech Innovation Medical Investment Co., Ltd. (深圳市先健創新醫療投資有限公司) in 2020. Mr. LIU has about 29 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 corporate controller of AnyDATA Group in the Great China, 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 faculty of physics with a major 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 and 27 March 2021, Mr. Liu and the Company renewed the service contract which is subject to manual renewal every three years. Pursuant to the terms of his service contract and as determined by the Board, Mr. Liu was entitled to an annual emolument of RMB3,146,000 (including discretionary performance bonus and all other benefits) and nil director's fee for the financial year ended 31 December 2021.



As at the Latest Practicable Date, Mr. Liu is interested in 8,140,000 Shares within the meaning of Part XV of the SFO and hold 16,800,000 options of the Company, which were granted subject to certain vesting conditions pursuant to the Previous 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 Director**

**JIANG Feng (姜峰)**, aged 59, was appointed as a non-executive Director on 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), chairman of TC94 sub committee of National Standards Technical Committee (國家標準技術委員會). Mr. JIANG had been working as a clinician for 12 years before he left the hospital in 1997 to establish his own business. For 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 a 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 making 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 19 years, during which he visited and evaluated over a thousand of member enterprises. For around 12 years while being a chairman of China Strategic Alliance of Medical Devices Innovation, he 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 extensive work experience 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 made 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 years. Since January 2022, Mr. JIANG was appointed as an independent director of Eyebright Medical Technology (Beijing) Inc. for a term of three years. Mr. JIANG graduated from the Fourth Military Medical University with a bachelor degree in medicine in 1985 and obtained 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 26 April 2019, Mr. Jiang further renewed the appointment letters with the Company which is subject to manual renewal every three years. 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 RMB120,000 for the financial year ended 31 December 2021.

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 67, was appointed as an independent non-executive Director 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 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, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (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 was 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 (“UIC”) 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 UIC. He was the executive vice president of Finance of TWS Industrial (Holdings) Ltd. since October 2011, a private company engaged in battery production. He later worked as consultant in it from August 2013 to December 2013. He returned to full time teaching as an associate professor at UIC in 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 re-appointed as an independent non-executive director of North Asia Strategic Holding Limited for another three years 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 Company and Mr. Liang entered into a service contract on 10 November 2011 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, the Listing Rules and any other applicable laws and regulations. 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 26 April 2019, Mr. Liang further renewed the appointment letters with the Company which is subject to manual renewal every three years. 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 RMB120,000 for the financial year ended 31 December 2021.

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 52, was appointed as an independent non-executive Director on 29 January 2016. Mr. WANG is currently the director of Shenzhen YUTO Foundation (深圳市裕同公益基金會) and has been engaged in high-tech industry development planning and policy research for a long time, he has an extensive experience in development planning and policies research for the High-Tech industry in Shenzhen, as well as in technological innovation, achievements transformation for bio-pharmaceutical industry and medical device industry. From 1997 to 2014, Mr. WANG worked

at Development and Reform sectors of Shenzhen Government. From 2014 to 2018, Mr. WANG has been appointed as a senior researcher at the State High-Tech Industrial Innovation Center in Shenzhen (深圳市國家高技術產業創新中心). 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 26 April 2019, Mr. Wang further renewed the appointment letters with the Company which is subject to manual renewal every three years. 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 RMB120,000 for the financial year ended 31 December 2021.

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 63, was appointed as an independent non-executive Director with effect from 1 April 2014. Mr. ZHOU is currently the president of Shenzhen CRI Innovation Center (深圳市源創力離岸創新中心) and the chairman of Shenzhen CRI Qingyuan Investment Management Co., Ltd. (深圳市源創力清源投資管理有限公司). He was a teacher in South-Central University for Nationalities from July 1984 to May 1992. During that period, his professional article Systems Science (系統科學) was published with release of certain papers. From May 1992 to September 2001, he worked in Shenzhen Technology Bureau (深圳市科技局) as the head of the compliance division, director of general office and head of the planning division, taking charge of the establishment 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 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 appreciated 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 from the Faculty of Physics of Central China Normal University in 1984, 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 26 April 2019, Mr. Zhou further renewed the appointment letters with the Company which is subject to manual renewal every three years. 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 RMB120,000 for the financial year ended 31 December 2021.

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.

The followings are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Amended and Restated Memorandum and Articles. If the serial numbering of the clauses of the Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Articles of Association as so amended shall be changed accordingly, including cross-references.

**General Amendments**

- (i) Replacing all references to the words “Companies Law (2013 Revision)” with “Companies Act (As Revised)”, wherever they respectively appear in the Memorandum and Articles of Association; and
- (ii) Replacing all references to the word “Law” with “Act” wherever they respectively appear in the Articles of Association.

**Specific Amendments**

Article no.	Memorandum of Association provisions before amendments	Memorandum of Association provisions after amendments
6	The share capital of the Company is US\$50,000 divided into 5,000,000,000 shares of a par value of US\$0.00001 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (2013 Revision) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.	The share capital of the Company is US\$50,000 divided into <del>5,000,000,000</del> <u>40,000,000,000</u> shares of a par value of US\$ <del>0.00001</del> <u>0.0000125</u> each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies <del>Law (2013 Revision)</del> <u>Act (As Revised)</u> and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.

Article no.	Articles of Association provisions before amendments	Articles of Association provisions after amendments
2	<p><b>Interpretation</b></p> <p>“Associate” shall mean, in relation to any Director: (i) his spouse and any of his or his spouse’s children or step-children, natural or adopted, under the age of 18 (together, the “family interests”); (ii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object; (iii) any company in the equity capital of which he, his family interests, and/or any of the trustees referred to in paragraph (ii) above, acting in their capacity as such trustees taken together are directly or indirectly interested (other than through their respective interests in the capital of the Company) so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary; and (iv) any other persons who would be deemed to be an “associate” of the Director under the Listing Rules.</p>	<p><b>Interpretation</b></p> <p>“Associate” <u>shall have the meaning given to it in the Listing Rules.</u> <del>shall mean, in relation to any Director: (i) his spouse and any of his or his spouse’s children or step-children, natural or adopted, under the age of 18 (together, the “family interests”); (ii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object; (iii) any company in the equity capital of which he, his family interests, and/or any of the trustees referred to in paragraph (ii) above, acting in their capacity as such trustees taken together are directly or indirectly interested (other than through their respective interests in the capital of the Company) so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary; and (iv) any other persons who would be deemed to be an “associate” of the Director under the Listing Rules.</del></p>

Article no.	Articles of Association provisions before amendments	Articles of Association provisions after amendments
	<p>“Companies Ordinance” shall mean the Companies Ordinance (Cap. 32 of the Laws of Hong Kong) as in force from time to time.</p> <p>“Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p>2.6 Sections 8 and 19 of the Electronic Transactions Law shall not apply.</p>	<p><b>“Close Associate” shall have the meaning given to it in the Listing Rules.</b></p> <p>“Companies Ordinance” shall mean the Companies Ordinance (<del>Cap. 32</del> <b>622</b> of the Laws of Hong Kong) as in force from time to time</p> <p>“Electronic Transactions <b>Law Act</b>” shall mean the Electronic Transactions <b>Law (2003 Revision Act (As Revised))</b> of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p>2.6 Sections 8 and 19<b>(3)</b> of the Electronic Transactions <b>Law Act</b> shall not apply.</p>
3.1	The share capital of the Company is US\$50,000 divided into 5,000,000,000 shares of a par value of US\$0.00001 each.	The share capital of the Company is US\$50,000 divided into <del>5,000,000,000</del> <b>40,000,000,000</b> shares of a par value of US\$ <del>0.00001</del> <b>0.00000125</b> each.
12.1	The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So long as the first annual general meeting of the Company is held within 18 months of its incorporation, it need not be held in the year of its incorporation or in the following years. The annual general meeting shall be held at such time and place as the Board shall appoint.	The Company <del>shall in each year</del> hold a general meeting as its annual general meeting <del>in addition to any other each financial year. The annual general meeting in that year and</del> shall <del>specify the meeting be specified</del> as such in the notices calling it; and <del>not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So long as the first annual general meeting of the Company is held within 18 months of its incorporation, it need not be held in the year of its incorporation or in the following years. The annual general meeting shall</del> <b>shall</b> be held at such time and place as the Board shall appoint.



Article no.	Articles of Association provisions before amendments	Articles of Association provisions after amendments
12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any <del>two</del> <b>one</b> or more members of the Company <b><u>holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights, on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company.</u></b> <del>The written requisition shall be</del> deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office <b><u>of the Company,</u></b> specifying the objects of the meeting and <del>signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company</del> <b><u>the resolutions to be added to the meeting agenda, and signed by the requisitionist(s).</u></b> If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>

Article no.	Articles of Association provisions before amendments	Articles of Association provisions after amendments
12.4	An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 13.1) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.	An annual general meeting <del>and any extraordinary general meeting called for the passing of a special resolution</del> shall be called by not less than 21 days' notice in writing and any <del>other</del> extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 0) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.
14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting <del>where a show of hands is allowed,</del> <u>(a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner</u> shall have one vote, and <u>(c)</u> on a poll every member present in <del>person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy</del> <u>such manner</u> shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
16.2	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the <del>next following</del> <u>first annual</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.

Article no.	Articles of Association provisions before amendments	Articles of Association provisions after amendments
16.3	The Company may from time to time in general meeting by ordinary resolution increase or decrease the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.	The Company may from time to time in general meeting by ordinary resolution increase or decrease the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the <del>Law</del> <b>Act</b> , the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. <del>Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</del>
16.5	The Company shall keep at its office a register of directors and officers containing their names and addresses and any other particulars required by the Companies Law and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Companies Law.	The Company shall keep at its <b>registered</b> office a register of directors and officers containing their names and addresses and any other particulars required by the Companies <del>Law</del> <b>Act</b> and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify <del>to</del> the Registrar of Companies of the Cayman Islands <b>of</b> any change that takes place in relation to such Directors as required by the Companies <del>Law</del> <b>Act</b> .
16.6	The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.	The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his <b>period term</b> of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.

Article no.	Articles of Association provisions before amendments	Articles of Association provisions after amendments
16.18	At every annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 or Article 16.3 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors	At every annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director <b>appointed required to stand for re-election</b> pursuant to Article <u>16.2</u> <del>or Article 16.3</del> shall not be taken into account in determining <u>the number of Directors and</u> which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for reelection thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.
16.22	A Director shall not be entitled to vote on (nor shall he be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his Associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:	A Director shall not be entitled to vote on (nor shall he be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his <u>Close Associates</u> <b>(or, if required by the Listing Rules, his other Associates)</b> has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:  <i>Note: Replacing all references to the words "Associates" with "Close Associates", wherever they respectively appear in this provision.</i>
16.23	Where proposals are under consideration concerning the appointment (including fixing or varying the terms of or terminating the appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not prohibited from voting under Article 16.22(a)) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.	Where proposals are under consideration concerning the appointment (including fixing or varying the terms of or terminating the appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not prohibited from voting under Article <del>16.22(a)</del> <u>16.22</u> ) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

Article no.	Articles of Association provisions before amendments	Articles of Association provisions after amendments
18.3	<p>Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law, the Company shall not directly or indirectly:</p> <p>(a) make a loan to a Director or his Associates or a director of any holding company of the Company;</p> <p>(b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or</p> <p>(c) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>	<p>Except as would, <b>be permitted by the Companies Ordinance</b> if the Company were a company incorporated in Hong Kong, <del>be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles,</del> and except as permitted under the Companies <del>Law Act,</del> the Company shall not directly or indirectly:</p> <p>(a) make a loan to a Director or his <b>Close</b> Associates or a director of any holding company of the Company <b>or a body corporate controlled by a Director or such a director;</b></p> <p>(b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director <b>or a body corporate controlled by a Director or such a director;</b> or</p> <p>(c) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>
29.2	<p>Article 29.2 The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>	<p>Article 29.2 The Company shall at <del>any every</del> annual general meeting <b>by ordinary resolution</b> appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed <b>by ordinary resolution,</b> provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>

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**APPENDIX III****PROPOSED AMENDMENTS TO THE MEMORANDUM  
OF ASSOCIATION AND ARTICLES OF ASSOCIATION**

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<b>Article no.</b>	<b>Articles of Association provisions before amendments</b>	<b>Articles of Association provisions after amendments</b>
32.1	New Article	<u>Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.</u>
32.2		<u>Renumber Article 32.1 to 32.2</u>
32.3		<u>Renumber Article 32.2 to 32.3</u>
32.4		<u>Renumber Article 32.3 to 32.4</u>
34	The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.	<del>The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.</del>  <u>Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and, following the year of incorporation, shall begin on 1 January in each year.</u>

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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 Scientific Building, No. 22, Keji 12th Road South, High-tech Park, Nanshan District, Shenzhen, PRC on Friday, 27 May 2022 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 2021 and the reports of the directors of the Company (the “**Directors**”) and of the independent auditor;
2.
  - (i) To re-elect Mr. XIE Yuehui as an executive Director;
  - (ii) To re-elect Mr. LIU Jianxiong as an executive Director;
  - (iii) To re-elect Mr. JIANG Feng as a non-executive Director;
  - (iv) To re-elect Mr. WANG Wansong as an independent non-executive Director;
  - (v) To re-elect Mr. ZHOU Luming as an independent non-executive Director;
  - (vi) To re-elect, approve, and confirm Mr. LIANG Hsien Tse Joseph as an independent non-executive Director who has served the Company for more than nine years as an independent non-executive Director; and
  - (vii) To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
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:

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## NOTICE OF ANNUAL GENERAL MEETING

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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 (the “**Shares**”) 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 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;
- (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 pursuant to the approval given 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, 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, or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares 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;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) 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.



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## NOTICE OF ANNUAL GENERAL MEETING

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“**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 or other securities giving the right to subscribe for Shares open for a period fixed by the Directors to holders of Shares 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 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).”

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 or securities convertible into Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on 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 under the Codes on Takeovers and Mergers and Share Buy-backs, 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 securities of the Company which may be repurchased pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period 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;
  - (c) subject to the passing of each of the paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
  - (d) 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with the Shares pursuant to resolution No. 4(A) above be and is hereby extended by the addition to the aggregate nominal amount of the Shares of an amount representing the aggregate nominal amount of the share capital repurchased by the Company after the date of the passing of this resolution under the authority granted pursuant to resolution No. 4(B) above (up to a maximum of 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).”

As special business, to consider, and if thought fit, pass the following resolution as special resolution:

5. “**THAT** the memorandum of association and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 22 April 2022 (the “**Circular**”) and the amended and restated memorandum and articles of association of the Company in the form of the document marked “A” and produced to the AGM and for the purpose of identification initialed by the chairman of the AGM, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum of association and articles of association of the Company.”

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

Hong Kong, 22 April 2022

*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.*

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 54, 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 Tuesday, 24 May 2022 to Friday, 27 May 2022 (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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration, not later than 4:30 p.m. on Monday, 23 May 2022.*
- (5) *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.*
- (6) *An explanatory statement containing further information concerning ordinary resolution No. 4 is set out in Appendix I to the circular of the Company dated 22 April 2022.*
- (7) *Taking into account the COVID-19 coronavirus situation, the Company will implement the following prevention and control measures at the annual general meeting to protect our shareholders from the risk of infection:*
- (i) compulsory body temperature check will be conducted for all shareholders, proxies and other attendees at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;*
  - (ii) all shareholders, proxies and other attendees are required to wear surgical mask before they are permitted to attend, and during their attendance of the annual general meeting; and*
  - (iii) no distribution of gift and no refreshment will be served.*

*Attendees who do not comply with the precautionary measures or are subject to any prescribed quarantine may be denied entry into the meeting venue. The Company would like to encourage shareholders to exercise their right to vote at the annual general meeting by appointing the Chairman of the annual general meeting as their proxy instead of attending the annual general meeting in person.*