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If you have sold or transferred all your shares in Lifetech Scientific Corporation, 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
**(3) PROPOSED AMENDMENTS TO MEMORANDUM OF
ARTICLES OF ASSOCIATION**
**(4) PROPOSED ADOPTION OF NEW MEMORANDUM OF
ARTICLES OF ASSOCIATION**
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Lifetech Scientific Corporation (the “Company”) to be held at Floor 3, Cybio Electronic Building, Langshan 2nd Street, North Area of High-tech Park, Nanshan District, Shenzhen, PRC on 28 May 2014 at 10:00 a.m. is set out on pages 19 to 27 of this circular.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM in person, you are advised to complete the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and return it to Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding such 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.

10 April 2014

CONTENTS

| | <i>Page</i> |
|---|-------------|
| Definitions | 1 |
| Letter from the Board | 3 |
| 1. Introduction | 4 |
| 2. General mandates to issue and repurchase Shares | 4 |
| 3. Re-election of Directors | 4 |
| 4. Proposed Amendments to the M&A | 5 |
| 5. Proposed Adoption to the New M&A | 6 |
| 6. Annual General Meeting | 6 |
| 7. Recommendations | 7 |
| 8. Responsibility statement | 7 |
| Appendix I — Explanatory Statement | 8 |
| Appendix II — Details of the Directors Proposed to be Re-elected at the Annual General Meeting | 11 |
| Notice of Annual General Meeting | 19 |

DEFINITIONS

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 3, Cybio Electronic Building, Langshan 2nd Street, North Area of High-tech Park, Nanshan District, Shenzhen, PRC on 28 May 2014 at 10:00 a.m. or where the context so admits, any adjournment thereof |
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “associate(s)” | has the meaning as defined under the Listing Rules |
| “Board” | the board of Directors |
| “Directors” | the directors of the Company |
| “Controlling Shareholders” | Xianjian Advanced Technology Limited, Mr. Xie Yuehui, GE Asia Pacific Investments Ltd. and Mr. Wu Jianhui, all being parties acting in concert with respect to 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, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange |
| “General Mandates” | the Issue Mandate and the 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 People’s Republic of China |
| “Issue Mandate” | the general unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with additional Shares of up to 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate |
| “Latest Practicable Date” | 3 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |

DEFINITIONS

| | |
|--------------------------|--|
| “Listing Rules” | The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “M&A” | the memorandum and articles of association of the Company currently in force |
| “New M&A” | the amended and restated memorandum and articles of association proposed to be adopted by the Company at the AGM |
| “Ordinary Resolution(s)” | the proposed ordinary resolution(s) as referred to in the AGM Notice |
| “Repurchase Mandate” | the general 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 Macao Special Administrative Region of the People’s Republic of China and Taiwan |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) |
| “Shares” | the share(s) of US\$0.00001 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 |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers |
| “%” | per cent. |

LETTER FROM THE BOARD



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*)

ZHAO Yiwei Michael (*Chief Executive Officer*)

Non-executive Directors:

WU Jianhui

MARTHA Geoffrey Straub

LIDDICOAT John Randall

JIANG Feng

Independent non-executive Directors:

LIANG Hsien Tse Joseph

ZHOU Gengshen

ZHOU Luming

Registered Office in Cayman Islands:

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Principal place of business and

address of headquarters:

Cybio Electronic Building,

Langshan 2nd Street,

North Area of High-tech Park,

Nanshan District,

Shenzhen 518057,

PRC

Place of business in Hong Kong

registered under Part XI

of the Hong Kong

Companies Ordinance:

31/F, 148 Electric Road,

North Point,

Hong Kong

10 April 2014

To the Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

(2) RE-ELECTION OF DIRECTORS

**(3) PROPOSED AMENDMENTS TO MEMORANDUM OF
ARTICLES OF ASSOCIATION**

**(4) PROPOSED ADOPTION OF NEW MEMORANDUM OF
ARTICLES OF ASSOCIATION**

AND

(5) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

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

At the AGM, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in Ordinary Resolution No. 4B up to a maximum of 10% of the issued share capital of the Company as at the date of passing Ordinary Resolution No. 4B at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 500,000,000 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 100,000,000 Shares.

An explanatory statement in relation to the Repurchase Mandate as required by the relevant provisions of the Listing Rules concerning the regulation of repurchases by companies of their own securities on the Stock Exchange is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

At the AGM, ordinary resolutions will also be proposed to re-elect all directors of the Company, namely Mr. XIE Yuehui, Mr. ZHAO Yiwei Michael, Mr. WU Jianhui, Mr. MARTHA Geoffrey Straub, Dr. LIDDICOAT John Randall, Mr. LIANG Hsien Tse Joseph, and Mr. ZHOU Gengshen. All the retiring Directors, being eligible, will offer themselves for re-election at the forthcoming AGM.

Mr. JIANG Feng and Mr. ZHOU Luming will also retire as Directors in accordance with Article 16.2 of the Articles of Association and being eligible, offer themselves for re-election at the AGM.

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

LETTER FROM THE BOARD

4. PROPOSED AMENDMENTS TO THE M&A

The Board proposes to make certain amendments to the M&A in order to bring the M&A to align with various amendments made to the Listing Rules and Companies Law and also reflect the transfer of listing of the shares of the Company from the Growth Enterprise Market to the Main Board of the Stock Exchange. Accordingly, the Directors propose to seek the approval of the Shareholders of such amendments by way of special resolutions at the AGM.

The major proposed amendments are as follows:

1. to reflect the consequential changes in view of the transfer of listing of the shares of the Company from the Growth Enterprise Market to the Main Board of the Stock Exchange on 6 November 2013;
2. to amend the M&A to comply with recent amendments to the Companies Law and the Listing Rules;
3. to allow the chairman at a general meeting, acting in good faith and in compliance with the Listing Rules, to put procedural and administrative matters to be voted on by a show of hands;
4. to no longer permit a Director to disregard 5% interests when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at Board meeting;
5. to require a physical Board meeting in lieu of written resolution where a Director or substantial shareholder has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material;
6. Shareholders' approval at a general meeting shall be required for any proposal to remove an auditor before expiration of the term of his office;
7. the Company shall have the power to effect paperless transfer of Shares which are listed on the Stock Exchange to the extent as permitted under the Listing Rules; and
8. the disapplication of section 19 of the Electronic Transactions Law of the Cayman Islands is excluded so that the Company can take advantage of the delivery by electronic means as allowed under the Listing Rules to the fullest extent.

Details of the amendments to the M&A are set out in the notice of the AGM.

LETTER FROM THE BOARD

The legal advisers to the Company as to laws of Hong Kong and the Cayman Islands have respectively confirmed that the proposed amendments comply with the relevant requirements of the Listing Rules and do not violate the applicable laws of the Cayman Islands or otherwise are not inconsistent. The Company confirms that there is nothing unusual about the proposed amendments for a company listed on the Stock Exchange.

Shareholders are advised that the M&A are available only in English and the Chinese translation of the amendments to the M&A provided in the notice of the AGM in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

5. PROPOSED ADOPTION OF NEW M&A

The Board would like the Company to adopt the New M&A incorporating all previous amendments and the amendments to be proposed at the AGM, in substitution of the M&A, instead of amending the M&A on a piece meal basis, which may lead to confusion and complication in the future.

Pursuant to the Articles, the proposed adoption of the New M&A shall be subject to the approval of the Shareholders by way of a special resolution at the AGM.

Copies of the M&A and the proposed New M&A are available for inspection at the principal office of the Company in Hong Kong at 31/F, 148 Electric Road, North Point, Hong Kong during normal business hours (from 9:30 a.m. to 5:45 p.m.) on any business day (excluding Saturdays, Sundays and public holidays) from the date of this circular up to and including the date of the AGM.

6. ANNUAL GENERAL MEETING

Set out on pages 19 to 27 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, the re-election of Directors, the proposed amendments to the M&A and the adoption of the New M&A.

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.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM in person, you are advised to complete the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and return it to Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding such 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.

LETTER FROM THE BOARD

7. RECOMMENDATIONS

The Board believes 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.

8. 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 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
XIE Yuehui
Chairman

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed general mandate for repurchases of Shares to be passed by the Shareholders by an ordinary resolution at the AGM.

1. THE REPURCHASE

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

As at the Latest Practicable Date, the issued share capital of the company was 500,000,000 Shares in issue they were all fully paid up. 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 50,000,000 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company; the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASE

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the interests of the Company and the Shareholders 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 memorandum and articles of association of the Company, 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 Cayman Islands Companies Laws, 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.

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 2013 (being the date of its latest audited accounts). However, the Directors will not exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the company comprised 500,000,000 shares. At the AGM, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in Ordinary Resolution No. 4B up to a maximum of 10% of the issued share capital of the Company as at the date of passing Ordinary Resolution No. 4B at the AGM.

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 HK\$ | Lowest HK\$ |
| 2013 | | |
| April | 6.36 | 6.00 |
| May | 6.37 | 5.76 |
| June | 6.30 | 5.35 |
| July | 6.00 | 5.70 |
| August | 6.05 | 5.21 |
| September | 5.94 | 5.20 |
| October | 6.70 | 5.88 |
| November | 6.93 | 6.00 |
| December | 6.23 | 5.70 |
| 2014 | | |
| January | 6.48 | 5.60 |
| February | 10.08 | 6.28 |
| March | 11.52 | 9.30 |
| April (upto the Latest Practicable Date) | 10.18 | 10.00 |

6. GENERAL INFORMATION AND UNDERTAKINGS

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

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

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the proposed resolution, 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, to the best knowledge of the Directors, the Controlling Shareholders together control the exercise of approximately 34.28% of the voting rights at the general meeting of the Company.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of the Controlling Shareholders in the Company would increase to approximately 38.09% of the issued share capital of the Company, which will give rise to an obligation on the part of the Controlling Shareholders to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in (i) such obligation arising under the Takeovers Code; and (ii) the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. SHARES PURCHASED BY THE COMPANY

During the six months immediately prior to the Latest Practicable Date, no purchases of Shares have been made by the Company whether on the Stock Exchange or otherwise.

Executive Directors

XIE Yuehui, aged 44, is our chairman and has been appointed as a Director with effect from August 2006 and as an executive Director with effect from 22 October 2011. Mr. Xie has served as the director of Lifetech Scientific (Shenzhen) Co., Ltd. (Lifetech Shenzhen) since October 2000 and was promoted to serve as the chairman of Lifetech Shenzhen since 2005. Mr. Xie is primarily responsible for our Group's overall strategic planning and the management of our Group's business. Mr. Xie has 22 years of experience in business management in the PRC, of which over 10 years in medical device industry. 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 served as the investment manager at a subsidiary of China Southern Securities (南方證券), and was responsible for project investment. From February 1994 to February 1996, Mr. Xie served as the deputy general manager at an investment branch of Bank of China, Jilin Province, and was responsible for managing investment projects involving futures. From February 1996 to December 1998, Mr. Xie served as the manager at the domestic trade department of Shenzhen Huihua Group (深圳市匯華集團), and was responsible for overall trade management. Since June 1998, Mr. Xie served as general manager at Shenzhen Huishibang Technology Company Limited (深圳市匯世邦科技有限公司) and was promoted to serve as the chairman in 2000. During this time, Mr. Xie was responsible for overall business management. Mr. Xie graduated from Kunming Institute of Technology (昆明工學院) in July 1991 with a bachelor's degree in materials specialising in pressurized processing of metals (金屬壓力加工專業). He also obtained a master's degree in Business Administration from Tsinghua University in July 2006.

Save as disclosed above, Mr. Xie did not hold any directorship in other publicly listed companies in the last three years.

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. For the financial year ended 31 December 2013, Mr. Xie was entitled to an annual emolument of RMB556,000, comprising salaries of RMB480,000, retirement benefit of RMB36,000 and incentive performance bonus of RMB40,000.

As at the Latest Practicable Date, Mr. Xie is interested in 98,739,366 Shares.

Save as disclosed above, there are no other matters concerning Mr. Xie that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

ZHAO Yiwei Michael, aged 47, is our executive Director with effect from 22 October 2011 and Chief Executive Officer principally in charge of the daily operations of the Group. Mr. Zhao joined our Group in April 2010 as the Chief Executive Officer and has over 23 years of experience in general corporate management at multinational medical and life science companies in major global markets, including the US, Europe, Australia and the PRC. From 1990 to 1991, Mr. Zhao served as the assistant store manager at K-mart Corporation in Canada. From 1992 to 1994, Mr. Zhao served as the vice-president (sales and marketing) at Golden Capital Securities Inc. in Canada, and was responsible

for directing sales and marketing activities. From 1995 to 1996, Mr. Zhao served as the national sales manager (analytical instruments) of Ciba Geigy AG and was responsible to lead product localization initiatives. From 1998 to 2007, Mr. Zhao held several senior management positions at Johnson & Johnson Medical's Cordis Corporation, one of the world's leading developer and manufacturer of minimally invasive treatments and products for vascular diseases. These positions include the global project manager of Cordis USA, European marketing manager of Cordis Belgium, group marketing manager of Cordis Australia and general manager of Cordis China. During this time, Mr. Zhao was responsible for the development and implementation of corporate strategies and establishment of a national distribution network. Mr. Zhao has earned numerous awards, including the Marketing Person of the Year (Australia) in 2000 issued by Johnson & Johnson Medical Australia, and Global and Regional Awards for Outstanding Business Performance for three consecutive years in 2002, 2003 and 2004 issued by Johnson & Johnson Medical Asia Pacific. Mr. Zhao obtained a bachelor of science degree majoring in management from Huntington College in July 1990. Mr. Zhao also obtained a master's degree in business administration from Richard Ivey School of Business of the University of Western Ontario in July 1998.

Save as disclosed above, Mr. Zhao did not hold any directorship in other publicly listed companies in the last three years.

Mr. Zhao 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. For the financial year ended 31 December 2013, Mr. Zhao was entitled to an emolument of RMB682,000, comprising salaries of RMB682,000 alone.

As at the Latest Practicable Date, Mr. Zhao is interested in 13,583,333 Shares.

Save as disclosed above, there are no other matters concerning Mr. Zhao that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Non-executive Directors

WU Jianhui (鄔建輝), aged 43, is our non-executive Director and has been serving as a director of the Company since September 2006. Mr. Wu has over 21 years of experience in accounting and general corporate matters. Mr. Wu joined Lixin Dahua Certified Public Accountants Firm (立信大華會計師事務所) in 1992 and was promoted to serve as a partner in 1997, providing accounting and financial consulting services to Hong Kong and PRC listed companies and assisting various PRC companies to obtain finances overseas. From May 2004 to June 2010, Mr. Wu served as an independent non-executive director of Yantai North Andre Juice Co., Ltd., which was previously listed on GEM (Stock Code: 8259) and was subsequently transferred to Main Board (Stock Code: 2218) in January 2011. Mr. Wu is a member of Chinese People's Political Consultative Conference, Shenzhen Municipal Committee (深圳市政協) since 2010, part-time instructor of master degree candidates at Hehai University Business School (河海大學商學院) since 2009, part-time instructor at the International Business School at Zhongshan University (中山大學國際商學院) since 2010 and a

council member of Shanghai University of Finance and Economics (上海財經大學) since November 2012. Mr. Wu graduated from Shanghai University of Finance and Economic with a bachelor's degree majoring in accounting in July 1992. Mr. Wu obtained an EMBA (高級管理人員工商管理碩士) from Peking University Guanghua School of Management (北京大學光華管理學院) in January 2005.

Save as disclosed above, Mr. Wu did not hold any directorship in other publicly listed companies in the last three years.

Mr. Wu 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. For the financial year ended 31 December, 2013, Mr. Wu was not paid any emolument.

As at the Latest Practicable Date, Mr. Wu is interested in 72,683,332 Shares.

Save as disclosed above, there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. MARTHA Geoffrey Straub, aged 44, was appointed as a non-executive Director of our Company with effect from 30 January 2013. Mr. Martha holds a Bachelor of Science in Finance from Pennsylvania State University. Mr. Martha has over 20 years of experience in the medical device industry, and is currently the Senior Vice President of Strategy and Business Development at Medtronic Inc ("Medtronic"). Prior to joining Medtronic, Mr. Martha worked at GE Healthcare, a medical technologies and services provider, where he was responsible for the company's global business development efforts.

The Company and Mr. Martha entered into a service contract on 30 January 2013. Under the service contract, Mr. Martha has been appointed as a non-executive director of the Company with an initial term of three years. Upon the expiration of every three years, the term of appointment shall be automatically renewed on the same terms and conditions, unless terminated by either party after serving at least three months' prior written notice to the other party. Mr. Martha is not entitled to any emoluments under the service contract, but is entitled to reasonable out-of-pocket expenses incurred by him during the discharge of his responsibilities under the service contract.

As at the Latest Practicable Date, Mr. Martha 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 Securities and Futures Ordinance.

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

Dr. LIDDICOAT John Randall, aged 50, was appointed as a non-executive Director of our Company with effect from 30 January 2013. Mr. Liddicoat holds a Bachelor of General Studies from the University of Michigan, a Doctor of Medicine from the University of Chicago and a Master of Business Administration from Boston University School of Management. Dr. Liddicoat was a cardiothoracic surgeon who, prior to joining the medical device industry, most recently practiced at the Beth Israel Deaconess Medical Center in Boston where he also held an appointment as Assistant Professor of Surgery at Harvard Medical School. Dr. Liddicoat is currently Senior Vice President and President of Medtronic's Structural Heart business. Prior to joining Medtronic, Dr. Liddicoat founded two medical device companies, and served as a consultant to several venture capital firms and medical device companies.

The Company and Dr. Liddicoat entered into a service contract on 30 January 2013. Under the service contract, Dr. Liddicoat has been appointed as a non-executive director of the Company with an initial term of three years. Upon the expiration of every three years, the term of appointment shall be automatically renewed on the same terms and conditions, unless terminated by either party after serving at least three months' prior written notice to the other party. Dr. Liddicoat is not entitled to any emoluments under the service contract, but is entitled to reasonable out-of-pocket expenses incurred by him during the discharge of his responsibilities under the service contract.

As at the Latest Practicable Date, Dr. Liddicoat 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 Securities and Futures Ordinance. Dr. Liddicoat has not held any directorship in other listed company in the last three years, and he does not have any relationship and material interest with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other matter concerning the appointment of Dr. Liddicoat that needs to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

JIANG Feng (姜峰), aged 51, was appointed as a non-executive Director of our Company with effect from 1 April 2014. Mr. Jiang is currently standing vice president of China Association for Medical Devices Industry, chairman of China Strategic Alliance of Medical Devices Innovation, deputy director of Biomedical Engineering Education Steering Committee of the Ministry of Education (教育部生物醫學工程專業教育指導委員會), executive director of China Instrument and Control Society and chairman of its medical devices branch, executive director of Chinese Society of Biomedical Engineering, Chinese Society for Biomaterials and China Association for Disaster & Emergency Rescue Medicine, researcher of Zhejiang University and director of Biomedical Technology Assessment Centre of Zhejiang University (浙江大學生物醫學技術評估中心) and president of the magazine China Medical Device Information. Mr. Jiang is an independent non-executive director of Guangdong Biolight Meditech Co., Ltd., Grandhope Biotech Co., Ltd and Zhejiang Tiansong Medical Instrument Co., Ltd, all companies being listed on the Shenzhen Stock Exchange. Mr. Jiang has worked for 12 years as a clinician before he left the hospital in 1997 to establish a business. By reason of his outstanding achievements, Mr. Jiang was introduced as special talent by SASAC to act as a leader of national large medicine and device companies in 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 the period he charged or participated in restructuring, mergers and acquisitions and transformation for listing of nearly 40 relevant companies. Mr. Jiang has served as general manager of China National Medical Equipment Co., Ltd for 9 years, during which he accomplished the substantial transformation of the enterprise from exhibition business to production and operation of device by establishing China's first Sino-foreign joint venture medical device distribution company and growing it the largest domestic medical device distributor within 5 years. He has been president and standing vice president of China Association for Medical Devices Industry for 12 years, during which period he visited and studied over a thousand of member enterprises. For around 5 years after acting as chairman of China Strategic Alliance of Medical Devices Innovation, he has assisted the science and technology department and local science and technology bureaus in assessing subjects of hundreds of medical device projects and conducting subsequent management, which involved 863 Program and supporting projects expensing more than RMB1 billion in total. Benefiting from his long term work in the industry, Mr. Jiang is expert at the operation and management of medical companies and understands development trend of the industry, in particular, he is much experienced in industrial innovation and international marketing. Mr. Jiang graduated from the Fourth Military Medical University with a degree of bachelor of medicine in 1985 and received his doctoral degree of clinical surgery in 1995 from the Fourth Military Medical University. He obtained an EMBA degree from Tsinghua University in 2007.

Mr. Jiang has not previously held any position with the Company or any of its subsidiaries. Save as disclosed above, Mr. Jiang has not held any directorships in listed public companies during the past three years.

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 of the Company, the Listing Rules and any other applicable laws and regulations. Either party may terminate the service contract after serving at least three months' prior written notice to the other party. Mr. Jiang is not entitled to any emoluments under the service contract, but is entitled to reasonable out-of-pocket expenses incurred by him during the discharge of his responsibilities under the service contract.

Mr. Jiang has no relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

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 Securities and Futures Ordinance.

Save as disclosed above, Mr. Jiang has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with his appointment, and there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Independent Non-executive Directors

LIANG Hsien Tse Joseph (梁顯治), aged 59, was appointed as an independent non-executive Director of our Company with effect from 22 October 2011. Mr. Liang has extensive experience in finance and accounting. From November 1993 to August 2001, Mr. Liang served as the finance manager at Hongkong International Terminals Limited for Yantian International Container Terminals, both companies being container terminal companies managed by the Hutchison Port Holdings Trust. From August 2001 to October 2005, Mr. Liang served various roles at Skyworth Digital Holdings Limited listed on the Main Board (Stock Code: 751), including the group's financial controller and company secretary in charge of finance and MIS functions of the Group. From October 2005 to December 2008, Mr. Liang served as a director at Shenzhen Alclear Consulting Limited, a company engaging in financial, corporate management and investment consultancy services, and was responsible for developing accounting training in China. Since October 2009, Mr. Liang was the managing director of the financial planning and development department at United International College in Zhuhai, PRC, and was responsible for serving financial advisory and human resources management functions. Since October 2011, Mr. Liang has been serving as special consultant on campus development at the College. 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 is 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 on GEM (Stock Code: 8080) for a term of three years.

The term of office of Mr. Liang as an independent non-executive Director is one year commencing from 10 November 2011 and will be automatically renewed upon expiry of each term unless either the Company or Mr. Liang serves the other a one-month written termination notice. 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 RMB60,000 for the financial year ended 31 December 2013.

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 Securities and Futures Ordinance.

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

ZHOU Gengshen (周庚申), aged 47, was appointed as an independent non-executive Director of our Company with effect from 22 October 2011. Mr. Zhou has over 22 years of experience in information technology engineering. Since August 1989 till present, Mr. Zhou has held several positions at China Great Wall Computer Group (Shenzhen) Co., Ltd. (中國長城計算機集團(深圳)公司), including technician, assistant engineer, and R&D manager of its printers business department. Since 1997, Mr. Zhou has held several positions at China Great Wall Computers Shenzhen Co., Ltd. (中國長城計算機深圳股份有限公司) (“Great Wall Computers”), a company listed in the PRC (Stock Code: 66). Mr. Zhou is currently the director and chief executive officer of Great Wall Computers and is responsible for business management. Mr. Zhou has received numerous awards, including Brand China Person of the Year (品牌中國年度人物) in 2007, and Most Economically Influential Person of the Year in the Information Technology Industry of China (中國信息產業年度經濟人物) in 2008 and 2010. Mr. Zhou graduated from Tsinghua University’s department of precision instruments with a bachelor’s degree in July 1989. Mr. Zhou obtained a EMBA degree from Tsinghua University’s school of economics and management in July 2009.

The term of office of Mr. Zhou as an independent non-executive Director is one year commencing from 10 November 2011 and will be automatically renewed upon expiry of each term unless either the Company or Mr. Zhou serves the other a one-month written termination notice. 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 RMB60,000 for the year ended 31 December 2013.

As at 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 Securities and Futures Ordinance.

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

ZHOU Luming (周路明), aged 55, was appointed as an independent non-executive Director of our Company with effect from 1 April 2014. Mr. Zhou is currently a dean of the Southern Institute of Science and Technology of Space. He was a teacher in South-Central University for Nationalities from July 1984 to May 1992, during which his professional article Systems Science (《系統科學》) was published with release of certain papers. From May 1992 to September 2001, he served with Shenzhen Technology Bureau (深圳市科技局) as head of the compliance division, director of general office and head of the planning division, taking charge of the formulation of a series of major legislations and research on decision-making work. Mr. Zhou acted as deputy dean of Research Institute of Tsinghua University in Shenzhen from September 2001 to May 2004. He was 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, he has established a good number of private-funded research institutes with international advanced level, which involved metamaterial, new energy and precise manufacturing, during the period when he served as chairman of Shenzhen Science and Technology Association. His experience in directing the restructuring of

Shenzhen Science and Technology Association was highly regarded by major leaders of China Association of Science and Technology with promotion in the system of the association of science and technology. Mr. Zhou graduated in 1984 from the Department of Physics, Central China Normal University, and received his EMBA degree after graduating from Tsinghua University in 2005.

Mr. Zhou has not previously held any position with the Company or any of its subsidiaries. Mr. Zhou has not held any directorships in listed public companies during the past three years.

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. Either party may terminate the service contract after serving at least one month' prior written notice to the other party. Mr. Zhou's remuneration is fixed at RMB60,000 per annum as proposed by the remuneration committee of the Company (the "Remuneration Committee") with reference to, among other things, salaries paid by comparable companies, time commitment and responsibilities of Mr. Zhou, and employment conditions elsewhere in the Company and its subsidiaries and resolved by the Board. Any performance-based remuneration will be determined by the Remuneration Committee by reference to corporate goals and objectives as resolved by the Board from time to time.

Mr. Zhou has no relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

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 Securities and Futures Ordinance.

Save as disclosed above, Mr. Zhou has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with his appointment, and there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 (the “Company”) will be held at Floor 3, Cybio Electronic Building, Langshan 2nd Street, North Area of High-tech Park, Nanshan District, Shenzhen, PRC on 28 May 2014 at 10:00 a.m. for the following purposes:

As ordinary business:

1. To consider and adopt the audited financial statements for the year ended 31 December 2013 and the reports of the directors of the Company (the “Directors”) and the auditor of the Company;
2. To re-elect the retiring Directors and to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
3. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix its remuneration;

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

4. (A) **“THAT:**
 - (a) subject to sub-paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional 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;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in sub-paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

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

- (d) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof, on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or

NOTICE OF ANNUAL GENERAL MEETING

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 of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other exchange in accordance with all the applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of the shares of the Company which may be repurchased pursuant to the approval in sub-paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
 - (c) for the purposes of this Resolution:

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

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

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

5. **“THAT** the memorandum of association of the Company (the “Memorandum”) and the articles of association of the Company (the “Articles”) be and are hereby amended in the following manner:
- (a) all references to “Companies Law (2010 Revision)” in the Memorandum be deleted and substituted therefor “Companies Law (2013 Revision)”;

NOTICE OF ANNUAL GENERAL MEETING

(b) all references to “Companies Law (2010 Revision)” in the Articles be deleted and substituted therefor “Companies Law (2013 Revision)”;

(c) Article 2 Interpretation

— the following new definition of “business day” be added immediately following the existing definition of “Board” in Article 2:

“business day” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for the business of dealing in securities in Hong Kong on a day by reason of a Number 8 typhoon signal, black rainstorm warning or other similar event, such day shall for the purpose of these Articles be counted as a business day.;

— the existing definition of “Exchange” in Article 2 be deleted in its entirety and substituted therefor the following new definition of “Exchange”:

“Exchange” means The Stock Exchange of Hong Kong Limited.

— the existing definition of “ordinary resolution” in Article 2 be deleted in its entirety and substituted therefor the following new definition of “ordinary resolution”:

“ordinary resolution” means a resolution passed by a simple majority of the votes of such members of the Company as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and includes an ordinary resolution passed pursuant to Article 13.11.

— the existing definition of “special resolution” in Article 2 be deleted in its entirety and substituted therefor the following new definition of “special resolution”:

“special resolution” means as ascribed thereto in the Law and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members of the Company as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

NOTICE OF ANNUAL GENERAL MEETING

(d) Article 2.6

By deleting the existing Article 2.6 in its entirety and replacing therewith the following new Article 2.6:

Sections 8 and 19 of the Electronic Transactions Law shall not apply.

(e) Article 3.15

By inserting the following new Article 3.15 immediately after Article 3.14:

3.15 The Board may accept the surrender for no consideration of any fully paid share.

(f) Article 4.4

By inserting the following new Article 4.5 immediately after Article 4.4:

4.5 For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.

And existing Articles 4.5 to 4.14 be renumbered accordingly.

(g) Article 7.3

By inserting the following new Article 7.3 immediately after Article 7.2:

7.3 Notwithstanding Articles 7.1 and 7.2, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.

And existing Articles 7.3 to 7.8 be renumbered accordingly.

NOTICE OF ANNUAL GENERAL MEETING

(h) Article 13.6

By inserting the following sentence immediately after the end of the last sentence of the existing Article 13.6:

“save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.”

(i) Article 13.9

By inserting the following new Article 13.9 immediately after Article 13.8:

13.9 Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

And existing Articles 13.9 to 13.10 be renumbered accordingly.

(j) Article 13.10

By adding the words “whether on a poll or on a show of hands” after the words “In the case of an equality of votes,” in the existing Article 13.10 (after new renumbering) and by adding the words “or show of hands” before the words “is taken shall be entitled to a second or casting vote.” in the existing Article 13.10.

(k) Article 14.1

By deleting the existing Article 14.1 in its entirety and replacing therewith the following new Article 14.1:

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.

NOTICE OF ANNUAL GENERAL MEETING

(l) Article 14.15

By adding the words “including, where a show of hands is allowed, the right to vote individually on a show of hands” after the words “A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation” in the existing Article 14.15.

(m) Article 16.2

By deleting the words “annual” after the words “Any Director so appointed shall hold office only until the next following” in the existing Article 16.2

(n) Article 16.5

By deleting the words “and occupations” after the words “The Company shall keep at its office a register of directors and officers containing their names and addresses” in the existing Article 16.5

(o) Article 16.6

By deleting the words “but without prejudice to any claim for damages under any contract” after the words “The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director)” in the existing Article 16.6

(p) Article 16.18 (g)

By deleting the words “of the members of the Company” after the words “if he shall be removed from office by an ordinary resolution” in the existing Article 16.18 (g)

(q) Article 16.22 (c)

Article 16.22(c) be deleted in its entirety.

And existing Articles 16.22 (d) to (e) be renumbered accordingly.

(r) Article 18.3 (b)

By deleting the existing Article 18.3(b) in its entirety and replacing therewith the following new Article 18.3(b):

“enter into any guarantee or provide any security in connection with a loan made by any person to such a Director or such a director; or”

NOTICE OF ANNUAL GENERAL MEETING

(s) Article 20.13

By inserting the following sentence immediately after the end of the last sentence of the existing Article 20.13:

“Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material.”

(t) Article 24.21

By adding the words “subject to the provisions of the Listing Rules” after the words “whether a resolution of the Company in general meeting or a resolution of the Board, may” in the existing Article 24.21.

(u) Article 25.1(c)

By adding the words “by the member” after the words “at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed” in the existing Article 25.1(c).

(v) Article 29.2

By adding the words “The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution.” after the words “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.” in the existing Article 29.2.

6. “**THAT** conditional upon resolution number 5 being passed, the new amended and restated Memorandum and Articles of Association of the Company, consolidating all the proposed amendments referred to in resolution number 5 and minor housekeeping amendments with reference to the Companies Law (2013 Revision) (Cap. 22) of the Cayman Islands, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for identification purposes, be and are hereby approved and adopted with immediate effect in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company.”

By Order of the Board
LifeTech Scientific Corporation
XIE Yuehui
Chairman

Hong Kong, 10 April 2014

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A 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.*
- (2) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.*
- (3) The register of members of the Company will be closed from 23 May 2014, Friday to 28 May 2014, Wednesday (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for entitlement to attend the meeting, all completed transfer forms, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration, not later than 4:30 p.m. on 22 May 2014, Thursday.*
- (4) An explanatory statement containing further information concerning Ordinary Resolution No. 4 is set out in Appendix I to the circular of the Company dated 10 April 2014 (the "Circular").*