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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, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**LIFETECH SCIENTIFIC CORPORATION**

**先健科技公司**

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

(Stock Code: 1302)

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

**(2) RE-ELECTION OF DIRECTORS**

**AND**

**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Lifetech Scientific Corporation (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 2015 at 10:00 a.m. is set out on pages 18 to 21 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 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 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.

2 April 2015

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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 3, Cybio Electronic Building, Langshan 2nd Street, North Area of High-tech Park, Nanshan District, Shenzhen, PRC on 28 May 2015 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
“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 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”	27 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“M&A”	the memorandum and articles of association of the Company currently in force
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the 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 Macau Special Administrative Region of PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shares”	the 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
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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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 *(Chief Financial Officer and  
company secretary)*

*Non-executive Directors:*

WU Jianhui

MARTHA Geoffrey Straub

MONAGHAN Shawn Del

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 16  
of the Hong Kong*

*Companies Ordinance:*

31/F, 148 Electric Road,

North Point,

Hong Kong

2 April 2015

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

**(2) RE-ELECTION OF DIRECTORS**

**AND**

**(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

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

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## LETTER FROM THE BOARD

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

At the annual general meeting of the Company held on 28 May 2014, 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 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 of the Ordinary Resolution No. 4A at the AGM.

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

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,000,000,000 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 800,000,000 Shares.

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

### 3. RE-ELECTION OF DIRECTORS

At the AGM, ordinary resolutions will also be proposed to re-elect all directors of the Company, namely Mr. XIE Yuehui, Mr. LIU Jianxiong, Mr. WU Jianhui, Mr. MARTHA Geoffrey Straub, Mr. MONAGHAN Shawn Del, Mr. JIANG Feng, Mr. LIANG Hsien Tse Joseph, Mr. ZHOU Luming and Mr. ZHOU Gengshen. All the retiring Directors, being eligible, will offer themselves for re-election at the forthcoming AGM.

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

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## LETTER FROM THE BOARD

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### 4. ANNUAL GENERAL MEETING

Set out on pages 18 to 21 of this circular is the notice convening the AGM at which, among other things, resolutions will be proposed to approve the Issue Mandate and the Repurchase Mandate, and the re-election of Directors.

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

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

### 5. 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.

### 6. RESPONSIBILITY STATEMENT

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

Yours faithfully  
For and on behalf of the Board  
**XIE Yuehui**  
*Chairman and Chief Executive Officer*

The following is the explanatory statement required to be sent to the Shareholders under 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**

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 4,000,000,000 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 400,000,000 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 a repurchase 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 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 2014 (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 4,000,000,000 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 of the 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\$
<b>2014</b>		
March*	1.440	1.163
April*	1.485	1.229
May*	1.500	1.290
June*	1.743	1.375
July*	1.813	1.555
August*	1.710	1.298
September*	1.563	1.428
October*	1.513	1.323
November*	1.430	1.226
December*	1.413	1.235
<b>2015</b>		
January*	1.630	1.224
February	1.490	1.200
March (up to the Latest Practicable Date)	1.500	1.230

\* The prices have been adjusted to take amount of the share subdivision effective from 12 January 2015

**6. GENERAL INFORMATION AND UNDERTAKINGS**

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

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

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

**7. TAKEOVERS CODE**

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

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

As at the Latest Practicable Date, 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 exercise in full the power to repurchase Shares 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. REPURCHASE OF SHARES MADE BY THE COMPANY**

During the six months immediately prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

**Executive Directors**

**XIE Yuehui** (謝粵輝), aged 45, 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 12 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 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, Mr. Xie and the Company renewed the service contract which is subject to manual renewal every three years. For the financial year ended 31 December 2014, Mr. Xie was entitled to an annual emolument of RMB631,000, comprising salaries of RMB548,000, retirement benefit of RMB39,000 and incentive performance bonus of RMB44,000.

As at the Latest Practicable Date, Mr. Xie is interested in 781,914,928 Shares within the meaning of Part XV of the SFO.

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 under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**LIU Jianxiong** (劉劍雄), aged 44, is the chief financial officer ("CFO") and company secretary of our Group. He was appointed as a non-executive Director on 2 March 2015 and was subsequently re-designated as an executive Director with effect from 27 March 2015. Mr. Liu joined us in

September 2010. Mr. Liu has about 22 years of experience in the accounting fields. 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 (深圳斯倫貝謝電子系統有限公司). From March 2007 to July 2007, Mr. Liu was the China financial controller of the China Light & Power Group renewable energy division. From December 2007 to February 2010, Mr. Liu was the Great China corporate controller of AnyDATA Group, and was responsible for financial management, accounts audit, tax planning, raising capital and preparation of financial accounts in accordance with accounting standards in PRC, U.S. and Hong Kong. He has been a member of the Association of Chartered Certified Accountants since 1997 and a registered tax agent since 1999. Mr. Liu graduated from Zhongshan University's Physics department majoring in modern physics technology in July 1990. He obtained a master's degree in business administration from University of Glamorgan in the United Kingdom in December 2004.

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

Mr. Liu has signed a service contract with the Company for an initial term of three years commencing from 27 March 2015, which is subject to automatic renewal every three years until terminated by either party giving to the other party not less than three months' notice in writing. He 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. In addition, Mr. Liu will receive a salary of approximately RMB700,000 per annum which is inclusive of those services rendered by him as the CFO and company secretary of the Group. For the financial year ended 31 December 2014, Mr. Liu as the CFO and company secretary of the Group, was entitled to an emolument of RMB2,776,000, comprising salaries of RMB675,000, retirement benefit of RMB39,000, housing fund of RMB15,000 and incentive performance bonus of RMB2,047,000.

As at the Latest Practicable Date, Mr. Liu is interested in 8,000,000 Shares within the meaning of Part XV of the SFO.

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

### **Non-executive Directors**

**WU Jianhui (鄔建輝)**, aged 44, is our non-executive Director and has been serving as a director of the Company since September 2006. Mr. Wu has over 23 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 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. Wu does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

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. On 10 November 2014, Mr. Wu and the Company renewed the service contract which is subject to manual renewal every three years. For the financial year ended 31 December, 2014, Mr. Wu was not entitled to any emolument as non-executive Director.

As at the Latest Practicable Date, Mr. Wu is interested in 479,626,656 Shares within the meaning of Part XV of the SFO.

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 under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**MARTHA Geoffrey Straub**, aged 45, 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 22 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.

Save as disclosed above, Mr. Martha 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. Martha does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

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 SFO.

Save as disclosed above, there is no other matter concerning 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 under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**MONAGHAN Shawn Del**, aged 53, was appointed as a non-executive Director of our Company with effect from 27 March 2015. Mr. Monaghan currently serves as the Vice President of Business Development and Strategy for Cardiac Rhythm and Heart Failure (CRHF) business of Medtronic, Inc. ("**Medtronic**"), a substantial shareholder of the Company. In this role, he is responsible for the CRHF's liaison on the joint venture between Medtronic and the Company. Mr. Monaghan leads the CRHF strategic planning, assesses new market opportunities and cross-business strategic initiatives and coordinates CRHF business development initiatives. Prior to his current role, Mr. Monaghan was the Vice President & General Manager of Extracorporeal Therapies for Medtronic's Coronary and Structural Heart business from February 2011 to September 2014. From June 2008 to February 2011, Mr. Monaghan was the Vice President of International Commercial Operations for Medtronic's CardioVascular division for about two years and was the Vice President of Medtronic's Global Operations immediately upon his return from Asia. From January 2002 to June 2008, Mr. Monaghan spent six years with Medtronic Asia Pacific during when he was based in Tokyo of Japan, responsible for providing overall financial and operational leadership for all Medtronic businesses in Asia as Chief Financial Officer. Before his role in Asia, he worked in the U.S. Sales organization where he was Vice President of Corporate Accounts and Director of Pricing & Contracting. In these cross business roles, he led Medtronic's channel and pricing strategies focused on key U.S. hospitals and large group purchasing organizations. Prior to this, Mr. Monaghan worked on the Corporate Staff as Director of Strategic Planning and Corporate Development and Manager of Financial Planning. He joined Medtronic in September 1990 as a financial analyst. Prior to joining Medtronic, Mr. Monaghan worked as a management consultant in Deloitte Touche Tohmatsu and as a senior auditor in Arthur Andersen & Company. Mr. Monaghan received his Bachelor's degree of Science in Accounting and Business from the University of Kansas in 1983 and obtained his Master's degree in Business Administration from the University of Chicago in 1988.

Save as disclosed above, Mr. Monaghan 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. Monaghan does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

The Company and Mr. Monaghan entered into a service contract on 27 March 2015. Under the service contract, Mr. Monaghan 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. Monaghan 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. Monaghan 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. Monaghan that needs to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**JIANG Feng (姜峰)**, aged 52, 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.

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 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.

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, and there is no other information 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 60, was appointed as an independent non-executive Director of our Company with effect from 22 October 2011. Mr. Liang has extensive experience in finance and accounting. From November 1993 to August 2001, Mr. Liang served as the finance manager at Hong Kong International Terminals Limited for Yantian International Container Terminals, both companies being container terminal companies managed by the Hutchison Port Holdings Trust. From August 2001 to October 2005, Mr. Liang served various roles at Skyworth Digital Holdings Limited listed on the main board of the Stock Exchange (Stock Code: 751), including the group's financial controller and company secretary in charge of finance and MIS functions of the Group. From October 2005 to December 2008, Mr. Liang served as a director at Shenzhen Alclear Consulting Limited, a company engaging in financial, corporate management and investment consultancy services, and was responsible for developing accounting training in China. From October 2009 to September 2011, Mr. LIANG was the managing director of the financial planning and development department at United International College in Zhuhai, PRC, and was responsible for serving financial advisory and human resources management functions. From October 2011 to September 2012, Mr. Liang served as special consultant on campus development at the College. He was the executive vice president — Finance of TWS Industrial (Holdings) Ltd since 6th October 2011, a private company



engaged in battery production. He later acted as consultant in it from August 2013 to December 2013. He returned to full time teaching as associate professor at UIC on September 2013. Mr. Liang graduated from Hong Kong Open University with a bachelor's degree in language and translation in December 2007. Mr. Liang obtained a master's degree in professional accounting from University of Texas, Austin in May 1981 and a diploma in business management from Hong Kong Baptist College in December 1977. Mr. Liang has been a member of the Texas Society of Certified Public Accountants, Hong Kong Institute of Certified Public Accountants (formerly known as "Hong Kong Society of Accountants") since June 1982 and Association of Certified Chartered Accountants (ACCA) since May 1982. On 19 February 2013, Mr. Liang was appointed as an independent non-executive director of North Asia Strategic Holding Limited, a company listed on GEM (Stock Code: 8080) for a term of three years. 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).

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

The initial term of office of Mr. Liang as an independent non-executive Director is one year commencing from 10 November 2011 and was automatically renewed upon expiry of each term unless either the Company or Mr. Liang serves the other a one-month written termination notice. On 10 November 2014, Mr. Liang and the Company renewed the service contract which is subject to manual renewal every three years. 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 RMB66,000 for the financial year ended 31 December 2014.

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 any information that needs to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**ZHOU Gengshen (周庚申)**, aged 48, was appointed as an independent non-executive Director of our Company with effect from 25 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.

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 initial term of office of Mr. Zhou as an independent non-executive Director is one year commencing from 10 November 2011 and was automatically renewed upon expiry of each term unless either the Company or Mr. Zhou serves the other a one-month written termination notice. On 10 November 2014, Mr. Zhou and the Company renewed the service contract 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 RMB66,000 for the year ended 31 December 2014.

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 SFO.

Save as disclosed above, there is no other matter concerning 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 under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**ZHOU Luming (周路明)**, aged 56, 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.

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. Either party may terminate the service contract after serving at least one month' prior written notice to the other party. On 10 November 2014, Mr. Zhou and the Company renewed the service contract which is subject to manual renewal every three years Mr. Zhou's remuneration is fixed at RMB51,000 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 Group 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.

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, and there is no other information to be disclosed pursuant to the requirements under Rules 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### LIFETECH SCIENTIFIC CORPORATION

先健科技公司

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

(Stock Code: 1302)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of LifeTech Scientific Corporation (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 2015 at 10:00 a.m. for the following purposes:

As ordinary business:

1. To consider and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2014 and the reports of the directors (the “**Directors**”) and of the independent auditor;
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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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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.”

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

Hong Kong, 2 April 2015

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## NOTICE OF ANNUAL GENERAL MEETING

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*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) 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 26 May 2015 to 28 May 2015 (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 2015.*
- (5) An explanatory statement containing further information concerning Ordinary Resolution No. 4 is set out in Appendix I to the circular of the Company dated 2 April 2015.*