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## **LIFETECH SCIENTIFIC CORPORATION**

**先健科技公司**

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

**(Stock Code: 8122)**

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of LifeTech Scientific Corporation (the “**Company**”) will be held at Cybio Electronic Building, Langshan 2nd Street, North Area of High-tech Park, Nanshan District, Shenzhen, the PRC on 21 January 2013 at 10:00 a.m. for the purpose of considering as special business and, if thought fit, passing the following resolutions, with or without amendments:

#### **THE INVESTMENT AGREEMENT AND THE CONVERTIBLE NOTES**

1. “AS AN ORDINARY RESOLUTION, THAT
  - (a) the entering into the Investment Agreement dated 14 October 2012 between the Company and Medtronic for, among other things, the subscription of the Convertible Notes at the aggregate principal amount of HK\$2,183,428,574 (a copy of which marked “A” has been produced to the meeting and signed by the Chairman of the Company for the purpose of identification), and the Supplemental Investment Agreement dated 5 January 2013 (a copy of which marked “B” has been produced to the meeting and signed by the Chairman of the Company for the purpose of identification), together with the Controller Public Float Undertaking dated 5 January 2013 entered into by the Controlling Shareholder Group in favour of the Company and Medtronic (a copy of which marked “C” has been produced to the meeting and signed by the Chairman of the Company for the purpose of identification) for the purpose of assisting the Company in fulfilling the Public Float Requirement, and other transactions contemplated thereunder be hereby approved, confirmed and ratified;
  - (b) the issuance of the Convertible Notes to Medtronic in accordance with the terms of the Investment Agreement be and is hereby confirmed and approved;
  - (c) conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Conversion Shares pursuant to the exercise of the conversion rights attached to the First Tranche Convertible Notes, the allotment and issue of the Conversion Shares contemplated thereunder under a specific mandate be and are hereby approved;

- (d) conditional upon the completion of the First Tranche Convertible Notes as stipulated under the Investment Agreement and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Conversion Shares pursuant to the exercise of the conversion rights attached to the Second Tranche Convertible Notes, the allotment and issue of the Conversion Shares contemplated thereunder under a specific mandate be and are hereby approved; and
- (e) any one Director be and is hereby authorized to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Investment Agreement as well as in relation to the allotment and issue of all Conversion Shares and the respective transactions contemplated thereunder, and to make or agree such variations of a non-material nature to any of the terms thereof as any Director may in this discretion consider to be desirable and in the interest of the Company.”

### **THE DISTRIBUTION AGREEMENT**

- 2. “AS AN ORDINARY RESOLUTION, THAT
  - (a) conditional upon the passing of resolution 1 above, the entering into the Distribution Agreement dated 14 October 2012 between the Company, PerMed and Medtronic (a copy of which marked “D” has been produced to the meeting and signed by the Chairman of the Company for the purpose of identification), the Supplemental Distribution Agreement dated 5 January 2013 (a copy of which marked “E” has been produced to the meeting and signed by the Chairman of the Company for the purpose of identification) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and
  - (b) the proposed annual caps of RMB813,000, RMB39,690,000, RMB56,270,000, RMB81,510,000 and RMB110,093,000 for each of the five years ending 31 December 2017, respectively, in respect of the transactions contemplated under the Distribution Agreement be and are hereby confirmed, approved and ratified; and
  - (c) any one Director be and is hereby authorized to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Distribution Agreement and the respective transactions contemplated thereunder, and to make or agree such variations of a non-material nature to any of the terms thereof as any Director may in this discretion consider to be desirable and in the interest of the Company.

### **THE SERVICES AGREEMENT**

- 3. “AS AN ORDINARY RESOLUTION, THAT
  - (a) conditional upon the passing of resolution 1 above, the entering into the Services Agreement dated 14 October 2012 between the Company and Medtronic (a copy of which marked “F” has been produced to the meeting and signed by the Chairman of the Company

for the purpose of identification), the Supplemental Services Agreement dated 5 January 2013 (a copy of which marked “G” has been produced to the meeting and signed by the Chairman of the Company for the purpose of identification), and the Controller Guarantee and Indemnity dated 5 January 2013 entered into by the Controlling Shareholder Group in favour of the Company in relation to the Additional Payment contemplated under the Services Agreement (a copy of which marked “H” has been produced to the meeting and signed by the Chairman of the Company for the purpose of identification), the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) the proposed annual caps as set out in the circular of the Company dated 6 January 2013, being the Fees at the amount of RMB9,450,000 plus the Royalties calculated with reference to the quarterly Incremental Sales Revenue for the year ended 31 December 2013, the Fees at the amount of RMB22,050,000 plus the Royalties calculated with reference to the quarterly Incremental Sales Revenue for the year ended 31 December 2014, and the Royalties calculated with reference to the quarterly Incremental Sales Revenue for each of the 18 years ending 31 December 2032 in respect of the transactions contemplated under the Services Agreement be and are hereby confirmed, approved and ratified;
- (c) any one Director be and is hereby authorized to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Services Agreement and the respective transactions contemplated thereunder, and to make or agree such variations of a non-material nature to any of the terms thereof as any Director may in this discretion consider to be desirable and in the interest of the Company.

Capitalised terms in this notice of EGM shall have the same meanings as defined in the circular of the Company dated 6 January 2013 unless the context otherwise specified.

By Order of the Board  
**LifeTech Scientific Corporation**  
**XIE Yuehui**  
*Chairman*

Hong Kong, 6 January 2013

*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, this proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be delivered to the Company’s branch share registrar, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting (or any adjournment thereof).

- (3) The register of members of the Company will be closed from 18 January 2013 to 21 January 2013 (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 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration, not later than 4:30 p.m. on 17 January 2013.

*As at the date of announcement, the Board comprises Mr. XIE Yuehui and Mr. ZHAO Yiwei Michael being executive directors of the Company, Mr. LI Gabriel, Mr. WU Jianhui and Ms. CONG Ning being non-executive directors of the Company; and Mr. LIANG Hsien Tse Joseph, Mr. ZHANG Xingdong, Mr. ZHOU Gengshen being independent non-executive directors of the Company.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for 7 days from the date of its posting. This announcement will also be posted on the Company's website at <http://www.lifetechmed.com>.*