



# LIFETECH SCIENTIFIC CORPORATION

先健科技公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1302)

## NON-EXEMPT CONNECTED TRANSACTION

### IN RELATION TO

(1) THE EQUIPMENT AND COMPONENT SUPPLY AGREEMENT  
(CONNECTED EQUIPMENT TRANSFER TRANSACTION)

### AND

## NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

### IN RELATION TO

(2) THE SUPPLY OF COMPONENTS PURSUANT TO THE EQUIPMENT AND  
COMPONENT SUPPLY AGREEMENT (CONTINUING COMPONENT TRANSACTIONS)

(3) THE SERVICES AGREEMENT

(CONTINUING SERVICE TRANSACTIONS)

(4) THE OEM LEAD AGREEMENT (CONTINUING OEM LEAD TRANSACTIONS)

(5) THE DISTRIBUTION AGREEMENT

(CONTINUING DISTRIBUTION TRANSACTIONS)

(6) THE LICENSE AGREEMENTS

(CONTINUING LICENSE TRANSACTIONS)

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of US\$0.00000125 each  
in the share capital of LifeTech Scientific Corporation 先健科技公司 (the "Company") hereby appoint the Chairman of the Meeting  
or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of 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 7 May 2015 at 10:00 a.m.  
or any adjournment thereof, on the under-mentioned resolutions as indicated, and, if no such indication is given, as my/our proxy thinks fit:

		<b>For</b> <sup>(Note 4)</sup>	<b>Against</b> <sup>(Note 4)</sup>
1.	(a)	To confirm, approve and ratify the entering into of the Agreements dated 25 July 2014 and 17 April 2015, respectively, among the Company and its Affiliates and Medtronic and its Affiliates and the transactions contemplated thereunder.	
	(b)	To confirm, approve and ratify the proposed annual caps for the Continuing Component Transactions, the Continuing Service Transactions and the Continuing OEM Lead Transactions as set out in the circular of the Company dated 20 April 2015.	
	(c)	To authorize any one Director 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 Agreements 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 interests of the Company.	

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015 Signed <sup>(Note 5)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form must be initialled by the person who signs it.
- IMPORTANT:** If you wish to vote for any resolution, tick the appropriate box(es) marked "FOR". If you wish to vote against any resolution, tick the appropriate box(es) marked "AGAINST". Failure to complete the box(es) will entitle your proxy to cast his votes at his discretion.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint shareholdings, any one of such persons may vote, either personally or by proxy in respect of such share, provided that if more than one of such joint holders be present at the meeting or any adjournment thereof, personally or by proxy, the more senior shall alone be entitled to vote and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the joint holding.
- 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, not less than 48 hours before the time fixed for holding the meeting (or any adjournment thereof).
- The proxy need not be a member of the Company but must attend the meeting or any adjournment thereof, in person to represent you.
- Completion and return of this form will not preclude you from attending and voting in person at the meeting or any adjournment thereof, if you wish to do so. In that event, this proxy form will be deemed to have been revoked.