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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 stockbroker or other registered dealer 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)**

**PROPOSAL FOR GRANT OF SHARE OPTIONS  
TO A SUBSTANTIAL SHAREHOLDER  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM (as defined in this circular) to be held at Floor 3, Cybio Electronic Building, Langshan 2nd Street, North Area of High-tech Park, Nanshan District, Shenzhen, PRC on Thursday, 28 May 2015 at 10:30 a.m. or any adjournment thereof is set out on pages 9 to 10 of this circular. A form of proxy for use at the EGM is enclosed.

Whether or not you are able to attend and vote in person at the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company's Hong Kong branch share registrar and transfer office, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular is published on the designated website of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and on the Company's website (<http://www.lifetechmed.com>).

12 May 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:*

“Announcement”	the announcement of the Company dated 5 May 2015 in relation to the Proposed Grant
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“Clarification Announcement”	the clarification announcement of the Company dated 6 May 2015 in relation to the Announcement
“Company”	LifeTech Scientific Corporation, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board after being transferred from GEM on 6 November 2013 (Stock Code: 1302)
“Director(s)”	the director(s) of the Company or any one of them
“EGM”	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 Thursday, 28 May 2015 at 10:30 a.m. or any adjournment thereof for the purpose of considering and if thought fit, passing the ordinary resolution relating to the approval of the Proposed Grant
“Eligible Participant(s)”	eligible participant(s) as the Board may at its discretion decisions pursuant to the rules of the Share Option Scheme
“GEM”	Growth Enterprise Market of the Stock Exchange
“Grant Date”	5 May 2015
“Grantee(s)”	any Eligible Participant(s) who accept(s) an offer in accordance with the terms of the Share Option Scheme
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Independent Shareholders”	Shareholders who are not connected to the Group under the Listing Rules
“Latest Practicable Date”	11 May 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
“Main Board”	Main Board of the Stock Exchange
“Mr. XIE”	Mr. XIE Yuehui, the Chairman, Chief Executive Officer, Executive Director and Substantial Shareholder of the Company
“Option Share(s)”	Share(s) to be granted upon the exercise of the Share Options
“Proposed Grant”	the conditional grant of the Share Options to Mr. XIE to subscribe for 19,600,000 Shares
“Share(s)”	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)
“Share Options”	the share options(s) granted or to be granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme of the Company adopted on 22 October 2011 (as amended by the unanimous written resolutions of the Board on 5 May 2015)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Transfer of Listing”	on 31 May 2013, an application was made by the Company to the Stock Exchange for the transfer of listing of all the Shares then in issue from the GEM to the Main Board. The approval-in-principle has been granted by the Stock Exchange on 28 October 2013 for the Shares to be listed on the Main Board and de-listed from the GEM, according to Rule 9A.09(6) of the Listing Rules. The Shares were delisted from the GEM on 5 November 2013 and are listed on the Main Board since 6 November 2013
“%”	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:*

Mr. XIE Yuehui

*(Chairman and Chief Executive Officer)*

Mr. LIU Jianxiong

*(Chief Financial Officer and Company Secretary)*

*Non-executive Directors:*

Mr. WU Jianhui

Mr. MARTHA Geoffrey Straub

Mr. MONAGHAN Shawn Del

Mr. JIANG Feng

*Independent Non-executive Directors:*

Mr. LIANG Hsien Tse Joseph

Mr. ZHOU Luming

Mr. ZHOU Gengshen

*Registered Office in the*

*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

*Principal 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

12 May 2015

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL FOR GRANT OF SHARE OPTIONS  
TO A SUBSTANTIAL SHAREHOLDER  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

References are made to the Announcement and the Clarification Announcement in relation to the Proposed Grant. As disclosed in the Announcement, the Board approved the grant of Share Options to certain Grantees to subscribe for a total of 160,000,000 Shares, subject to acceptances of the Grantees under the Share Option Scheme. Among the Share Options granted, Share Options to subscribe for 19,600,000 Shares were conditionally granted to Mr. XIE, being the Chairman, Chief Executive Officer, Executive Director and Substantial Shareholder of the Company, subject to the approval of the Independent Shareholders at the EGM.

The Share Option Scheme was adopted on 22 October 2011 and was amended by the unanimous written resolutions of the Board on 5 May 2015. Such amendment to the Share Option Scheme was made due to the Transfer of Listing and in order to ensure that the references and margin notes quoted and referred to therein are in compliance and consistent with the Listing Rules. Following the Transfer of Listing, the Share Option Scheme remains valid and effective, and has been implemented in compliance with Chapter 17 of the Listing Rules and no Share Option has been granted since the date of the Transfer of Listing. None of such amendment to the Share Option Scheme relates to the matters set out in Rule 17.03 of the Listing Rules to the advantage of the Grantees or the Eligible Participants. None of such amendment of the terms and conditions of the Scheme which are of a material nature or none of such amendment to the Share Option Scheme are to the terms of options granted (except where the alterations take effect automatically under the existing terms of the Scheme). None of such amendment to the Share Option Scheme has the effect to change the authority of the Board.

The purpose of this circular is to provide Shareholders with (i) further information in respect of the Proposed Grant; (ii) the recommendation of the Board, including all independent non-executive Directors, in relation to the Proposed Grant; and (iii) the notice of the EGM at which ordinary resolution will be proposed for the Independent Shareholders to consider and if thought fit, approve the Proposed Grant.

### THE PROPOSED GRANT

As disclosed in the Announcement and the Clarification Announcement, on 5 May 2015, the Board has approved the grant of Share Options to certain Grantees to subscribe for a total of 160,000,000 Shares, subject to acceptances of the Grantees under the Share Option Scheme.

Details of the Share Options granted are set out below:

Date of grant	:	5 May 2015
Exercise price of the Share Options granted	:	HK\$1.464 per Share, which represents the highest of:- (i) the closing price of HK\$1.41 per Share on the Grant Date, i.e. 5 May 2015;

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## LETTER FROM THE BOARD

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(ii) the average closing price of HK\$1.464 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five (5) business days immediately preceding the Grant Date;

(iii) the nominal value of a Share.

Number of Share Options granted : 160,000,000 (each Share Option shall entitle the holder thereof to subscribe for one Share)

Validity period of the Share Options : 10 years from the Grant Date

(i) First tranche (20% of the Share Options) is exercisable from 5 May 2016 to 4 May 2025;

(ii) Second tranche (20% of the Share Options) is exercisable from 5 May 2017 to 4 May 2025;

(iii) Third tranche (20% of the Share Options) is exercisable from 5 May 2018 to 4 May 2025;

(iv) Fourth tranche (20% of the Share Options) is exercisable from 5 May 2019 to 4 May 2025;

(v) Fifth tranche (20% of the Share Options) is exercisable on 5 May 2020 to 4 May 2025.

Among the Share Options granted above, 36,400,000 Share Options were granted to the Directors, chief executives and substantial shareholder of the Company, details of which are as follows:

Name	Position(s) held with the Company	Number of Share Options Granted	Percentage of the total number of Shares in issue as at the Grant Date
XIE Yuehui	Chairman, Chief Executive Officer, Executive Director, substantial shareholder	19,600,000	0.49%
LIU Jianxiong	Chief Financial Officer, Company Secretary, Executive Director	16,800,000	0.42%
	Total:	<u>36,400,000</u>	<u>0.91%</u>

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## LETTER FROM THE BOARD

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As both Mr. XIE and Mr. LIU Jianxiong are executive Directors, the proposed grant of Share Options to Mr. XIE and Mr. LIU Jianxiong were approved by all the independent non-executive Directors on 5 May 2015 in accordance with Rule 17.04(1) of the Listing Rules. As Mr. XIE is also a Substantial Shareholder, the Proposed Grant is subject to the approval of the Independent Shareholders at the EGM.

Save as disclosed above, none of the Grantees or their respective associates is a Director, chief executive or substantial shareholder of the Company.

None of the Directors in the trustee of the Share Option Scheme or has direct or indirect interest in the trustee of the Share Option Scheme.

### REASONS FOR THE GRANT OF SHARE OPTIONS

In order to recognize the past and continuous contribution of the Grantees (including Mr. XIE) to the business development and performance of the Group, the grant of Share Options to the Grantees, of which the Proposed Grant forms part, is to serve as an appreciation of the dedication and efforts of the Grantees and as an incentive for their continuing commitment and contribution to the growth of the Group in the future. Performance targets have to be achieved before the Share Options can be exercised.

### LISTING RULES IMPLICATIONS

Pursuant to Rule 17.04(1) of the Listing Rules and the provisions of the Share Option Scheme, the grant of Share Options by the Company to any Director, chief executive, or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding independent non-executive Director who is the grantee of the Share Options concerned). On the Grant Date, the grant of Share Options to each of the above Directors, chief executives and substantial shareholder of the Company has been reviewed and approved by the independent non-executive Directors.

Further, pursuant to Rule 17.04(1) of the Listing Rules and the provisions of the Share Option Scheme, any grant of share options to a substantial shareholder of the Company or an independent non-executive Director, or any of their respective associates, which would result in the Shares issued and to be issued upon exercise of all Share Options already granted and to be granted (including options exercised, cancelled and outstanding) under the Share Option Scheme or any other schemes of the Group to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, such further grant of share options must be separately approved by shareholders in general meeting. In addition, pursuant to Rule 17.03(4), any further grant of Share Options to the grantees would result in the Shares issued and to be issued upon exercise of all Share Options granted and to be granted to such person (including exercised, cancelled and outstanding) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of Shares in issue, such further grant must be separately approved by shareholders in general meeting.



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## LETTER FROM THE BOARD

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As at the Grant Date, there were 4,000,000,000 Shares in issue. As the proposed grant of 19,600,000 Share Options to Mr. XIE, being the Chairman, Chief Executive Officer, Executive Director and Substantial Shareholder of the Company, would result in the Shares to be issued upon exercise in full of the Share Options to be granted to Mr. XIE in the 12-month period up to and including the Grant Day (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares of HK\$1.41 on the Grant Date, in excess of HK\$5 million, the Proposed Grant shall be approved by the Shareholders at the EGM, at which Mr. XIE, his associates and all core connected persons of the Company must abstain from voting in favour of the resolution approving the Proposed Grant at the EGM to be convened by the Company. As at the Latest Practicable Date, the Directors were not aware that any Shareholders had stated their intention to vote against the resolution approving Proposed Grant at the EGM to be convened by the Company.

As of the Latest Practicable Date, Mr. XIE and his respective associates are interested in 781,914,928 Shares, representing approximately 19.55% of the entire issued share capital of the Company. Mr. XIE shall abstain from voting at the EGM in respect of the Proposed Grant. All other connected persons of the Company must abstain from voting as required under Rule 17.04(1) of the Listing Rules.

### THE EGM

The notice convening the EGM to be held at Floor 3, Cybio Electronic Building, Langshan 2nd Street, North Area of High-tech Park, Nanshan District, Shenzhen, PRC on Thursday, 28 May 2015 at 10:30 a.m. or any adjournment thereof is set out on pages 9 to 10 of this circular for the purpose of considering and if thought fit, passing the ordinary resolution relating to the approval of the Proposed Grant.

Pursuant to Rules 13.39(4) and 13.39(5) of the Listing Rules, the voting on the proposed resolution at the EGM will be taken by way of a poll and an announcement on the poll results will be made by the Company after the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend and vote in person at the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company's Hong Kong branch share registrar and transfer office, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board (including all the independent non-executive Directors but excluding Mr. XIE who is required to abstain from voting on the resolutions of the Board to approve the Proposed Grant) considers that the terms of the Proposed Grant are fair and reasonable so far as the Independent Shareholders are concerned, and that the Proposed Grant is in the best interests of the Company and the Shareholders as a whole. Therefore, the Board (including all the independent non-executive Directors but excluding Mr. XIE who is required to abstain from voting on the resolutions of the Board to approve the Proposed Grant) recommends the Independent Shareholders to vote in favour of the ordinary resolution relating to the Proposed Grant set out in the notice of the EGM on pages 9 and 10 of this circular.

### 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  
**LifeTech Scientific Corporation**  
**XIE Yuehui**  
*Chairman, Chief Executive Officer and  
Executive Director*

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## NOTICE OF EGM

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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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) 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 Thursday, 28 May 2015 at 10:30 a.m. or any adjournment thereof for the purpose of considering and if thought fit, passing the following resolution, with or without modification, as ordinary resolution of the Company:

#### ORDINARY RESOLUTION

1. **”THAT** the grant of share options (the “Share Options”) to Mr. XIE Yuehui (“Mr. XIE”), the Chairman, Chief Executive Officer, executive Director and substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company, to subscribe for 19,600,000 ordinary shares of US\$0.00000125 each in the share capital of the Company (the “Shares”) at an exercise price of HK\$1.464 per Share under the share option scheme adopted by the Company on 22 October 2011 (as amended by the unanimous written resolutions of the Board on 5 May 2015) (the “Share Option Scheme”) and on the such terms as stipulated in the offer letter to Mr. XIE issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the directors of the Company be and are hereby authorised to do all such acts and execute all such documents as may be necessary, desirable or expedient to give full effect to the grant of the Share Options to Mr. XIE and the issue of Shares upon the exercise of the Share Options by Mr. XIE.”

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

Hong Kong, 12 May 2015

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## NOTICE OF EGM

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*Notes:*

1. A form of proxy for use at the EGM is enclosed.
2. Any member of the Company (“**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.
3. In order to be valid, the 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for holding the meeting (or any adjournment thereof).
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 can be registered. In order to qualify to attend the meeting, all share transfer accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 22 May 2015.

*As at the date of this notice, the board of directors comprises Mr. XIE Yuehui and Mr. LIU Jianxiong being executive Directors of the Company; Mr. WU Jianhui, Mr. MARTHA Geoffrey Straub, Mr. MONAGHAN Shawn Del and Mr. JIANG Feng being non-executive Directors of the Company; and Mr. LIANG Hsien Tse Joseph, Mr. ZHOU Luming and Mr. ZHOU Gengshen being independent non-executive Directors of the Company.*