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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 2014 at 10:00 a.m. for the following purposes:

As ordinary business:

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

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

4. (A) **“THAT:**
 - (a) subject to sub-paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (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

the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

4. (B) **“THAT:**

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

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

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

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

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

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

(c) Article 2 Interpretation

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

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

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

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

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

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

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

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

(d) Article 2.6

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

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

(e) Article 3.15

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

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

(f) Article 4.4

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

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

And existing Articles 4.5 to 4.14 be renumbered accordingly.

(g) Article 7.3

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

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

And existing Articles 7.3 to 7.8 be renumbered accordingly.

(h) Article 13.6

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

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

(i) Article 13.9

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

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

And existing Articles 13.9 to 13.10 be renumbered accordingly.

(j) Article 13.10

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

(k) Article 14.1

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

14.1 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.

(l) Article 14.15

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

(m) Article 16.2

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

(n) Article 16.5

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

(o) Article 16.6

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

(p) Article 16.18 (g)

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

(q) Article 16.22 (c)

Article 16.22(c) be deleted in its entirety.

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

(r) Article 18.3 (b)

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

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

(s) Article 20.13

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

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

(t) Article 24.21

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

(u) Article 25.1(c)

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

(v) Article 29.2

By adding the words “The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution.” after the words “The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting.” in the existing Article 29.2.

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

By Order of the Board
LifeTech Scientific Corporation
XIE Yuehui
Chairman

Hong Kong, 10 April 2014

Notes:

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

As at the date of this announcement, the Board comprises Mr. XIE Yuehui and Mr. ZHAO Yiwei Michael being executive directors of the Company; Mr. WU Jianhui, Mr. MARTHA Geoffrey Straub, Dr. LIDDICOAT John Randall and Mr. JIANG Feng being non-executive directors of the Company; and Mr. LIANG Hsien Tse Joseph, Mr. ZHOU Gengshen and Mr. ZHOU Luming being independent non-executive directors of the Company.