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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**

#### **NON-EXEMPT CONNECTED TRANSACTION**

##### **IN RELATION TO**

- (1) THE EQUIPMENT AND COMPONENTS 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 PACEMAKER CONSULTING SERVICES AGREEMENT  
(CONTINUING SERVICE TRANSACTIONS)**
- (4) THE MANUFACTURING AGREEMENT (CONTINUING OEM LEAD TRANSACTIONS)**
- (5) THE SUPPLY AND EXCLUSIVE DISTRIBUTION AGREEMENT  
(CONTINUING DISTRIBUTION TRANSACTIONS)**
- (6) THE LICENSE AGREEMENTS  
(CONTINUING LICENSE TRANSACTIONS)**

### **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 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. for the purpose of considering as special business and, if thought fit, passing the following resolutions, with or without amendments:

#### **1. “AS AN ORDINARY RESOLUTION, THAT**

- (a) 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 be and are hereby approved, confirmed and ratified;
- (b) 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, be and are hereby approved, confirmed 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 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 his discretion consider to be desirable and in the interests of the Company.”

Capitalised terms in this notice of EGM shall have the same meanings as defined in the circular of the Company dated 20 April 2015 unless the context otherwise specified.

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

Hong Kong, 20 April 2015

*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 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).

*As at the date of this announcement, the Board 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 Gengshen and Mr. ZHOU Luming being independent non-executive directors of the Company.*