

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of LifeTech Scientific Corporation 先健科技公司 (the “Company”) dated 31 October 2011.

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LifeTech Scientific Corporation

先健科技公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8122)

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION AND STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by Piper Jaffray Asia Securities on behalf of the Placing Underwriters on 2 December 2011 in respect of an aggregate of 9,374,000 Sale Shares, of which (i) 9,092,780 Over-allotment Shares were sold by Orchid Asia; and (ii) 281,220 Over-allotment Shares were sold by Orchid Asia Co-Investment, representing approximately 7.5% of the Offer Shares initially available under the Share Offer. The Over-allotment Shares were used solely to cover over-allocations in the Placing.

The 9,374,000 Over-allotment Shares were sold by the Selling Shareholders at HK\$2.00 per Share (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%), being the Offer Price per Share in connection with the Share Offer.

The period within which the Over-allotment Option can be exercised ended on the date of this announcement (i.e. 3 December 2011). The Over-allotment Option in relation to the balance of 9,376,000 Shares which the Lead Manager may require the Company to issue and/or the Selling Shareholders to sell was not exercised and the Over-allotment Option to this extent lapsed accordingly.

The Company also announces that the stabilization period in connection with the Share Offer ended on the date of this announcement (i.e. 3 December 2011).

The stabilizing actions undertaken by the Lead Manager as the stabilizing manager during the stabilization period were:

- (a) over-allocations of an aggregate of 9,374,000 Shares in the Placing;
- (b) successive market purchases of a total of 724,000 Shares in the price range of HK\$1.55 to HK\$1.96 per Share (excluding brokerage, stamp duty, SFC transaction levy and the Stock Exchange trading fee);
- (c) the borrowing of an aggregate of 9,374,000 Shares from Orchid Asia pursuant to the Stock Borrowing Agreement; and
- (d) partial exercise of the Over-allotment Option by the Lead Manager as described in the section headed “Partial exercise of the Over-allotment Option” in this announcement.

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by Piper Jaffray Asia Securities on behalf of the Placing Underwriters on 2 December 2011 in respect of an aggregate of 9,374,000 Sale Shares (the “**Over-allotment Shares**”), of which (i) 9,092,780 Over-allotment Shares were sold by Orchid Asia and (ii) 281,220 Over-allotment Shares were sold by Orchid Asia Co-Investment, representing approximately 7.5% of the Offer Shares initially available under the Share Offer. The Over-allotment Shares were used solely to cover over-allocations in the Placing.

The Over-allotment Shares were sold by the Selling Shareholders at HK\$2.00 per Share (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%), being the Offer Price per Share in connection with the Share Offer.

Listing of, and permission to deal in, the Over-allotment Shares has been granted by the Stock Exchange.

Set out below is a table summarising the shareholding structure of the Company immediately before and immediately after the sale of the Over-allotment Shares according to the best knowledge and information of the Directors and based on the register required to be kept under section 336 of the SFO or which would fall to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO:

Shareholders ⁽¹⁾	Immediately before the sale of the Over-allotment Shares		Immediately after the sale of the Over-allotment Shares	
	Number of Shares	Approximate percentage of the Company's issued share capital ^{(2),(3)}	Number of Shares	Approximate percentage of the Company's issued share capital ^{(2),(3)}
Orchid Asia	111,883,398	22.38%	102,790,618	20.56%
Orchid Asia Co-Investment	3,462,592	0.69%	3,181,372	0.64%
Xianjian Technology	101,540,962	20.31%	101,540,962	20.31%
GE Asia Pacific	87,883,332	17.58%	87,883,332	17.58%
Other non-public Shareholders ⁽⁴⁾	32,095,476	6.42%	32,095,476	6.42%
Public Shareholders	<u>163,134,240</u>	<u>32.62%</u>	<u>172,508,240</u>	<u>34.49%</u>
Total	<u>500,000,000</u>	<u>100%</u>	<u>500,000,000</u>	<u>100%</u>

Notes:

1. Please refer to the section headed "4. Substantial Shareholders" under "C. Further Information about our Directors and Substantial Shareholders" in "Appendix V — Statutory and General Information" of the Prospectus for further details on the shareholding structure of the Company.
2. The relevant percentages are calculated on the basis of 500,000,000 Shares in issue as at the date of this announcement after completion of the Capitalisation Issue and the Share Offer both before and after the exercise of the Over-allotment Option as described in this announcement.
3. Percentages are subject to rounding adjustments.
4. The non-public shareholders are St. Christopher and Zeng Min Frank. St. Christopher is a company incorporated in the British Virgin Islands whose entire issued share capital is owned by Zhao Yiwei Michael, an executive Director and chief executive officer of the Company. St. Christopher holds 13,583,333 Shares representing approximately 2.72% of the entire issued share capital of the Company as at the date of this announcement. Zeng Min Frank, a non-executive Director, holds 18,512,143 Shares representing approximately 3.70% of the entire issued share capital of the Company as at the date of this announcement.

The Company estimates that the Selling Shareholders will receive additional net proceeds of approximately HK\$18.2 million pursuant to the sale of the Over-allotment Shares, after deducting the fees and commissions and expenses payable by the Selling Shareholders in relation to the Share Offer. The Company will not receive any of the net proceeds from the sale of the Over-allotment Shares by the Selling Shareholders.

The period within which the Over-allotment Option can be exercised ended on the date of this announcement (i.e. 3 December 2011). The Over-allotment Option in relation to the balance of 9,376,000 Shares which the Lead Manager may require the Company to issue and/or the Selling Shareholders to sell was not exercised and the Over-allotment Option to this extent lapsed accordingly.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

Pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), the Company announces that the stabilization period in connection with the Share Offer ended on the date of this announcement (i.e. 3 December 2011).

The stabilizing actions undertaken by the Lead Manager as the stabilizing manager during the stabilization period were:

- (a) over-allocations of an aggregate of 9,374,000 Shares in the Placing, representing approximately 7.5% of the number of the Offer Shares initially available under the Share Offer before any exercise of the Over-allotment Option;
- (b) successive market purchases of a total of 724,000 Shares in the price range of HK\$1.55 to HK\$1.96 per Share (excluding brokerage, stamp duty, SFC transaction levy and the Stock Exchange trading fee);
- (c) the borrowing of an aggregate of 9,374,000 Shares from Orchid Asia pursuant to the Stock Borrowing Agreement dated 3 November 2011 entered into between Orchid Asia and the Lead Manager to cover over-allocations in the Placing; and

- (d) partial exercise of the Over-allotment Option by the Lead Manager as described in the section headed “Partial exercise of the Over-allotment Option” in this announcement.

By order of the Board
LifeTech Scientific Corporation
先健科技公司
Liu Jianxiong
Company Secretary

PRC, 3 December 2011

As at the date of this announcement, the executive directors of the Company are XIE Yuehui and ZHAO Yiwei Michael; the non-executive directors of the Company are CONG Ning, LI Gabriel, WU Jianhui and ZENG Min Frank; and the independent non-executive directors of the Company are LIANG Hsien Tse Joseph, ZHANG Xingdong and ZHOU Gengshen.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement 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 announcement misleading.

This announcement will remain on the Hong Kong Stock Exchange website at www.hkexnews.hk and will also be published on the Company’s website at www.lifetechmed.com.