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LifeTech Scientific Corporation

先健科技公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1302)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL
MEETING HELD ON 9 JANUARY 2015
AND
EFFECTIVE DATE OF SHARE SUBDIVISION
AND
ADJUSTMENTS TO CONVERTIBLE NOTES**

The Board is pleased to announce that the ordinary resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 9 January 2015.

As all of the conditions to the Share Subdivision have been fulfilled, the Share Subdivision will become effective on Monday, 12 January 2015. Upon the Share Subdivision becoming effective, adjustments are required to be made to the Convertible Notes.

Reference is made to the notice of the EGM (the “**Notice**”) and the circular of the Company dated 22 December 2014 (the “**Circular**”) regarding the proposed Share Subdivision. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the ordinary resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 9 January 2015.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed as the scrutineer for the vote-taking at the EGM.

The poll results in respect of the ordinary resolution proposed at the EGM were as follows:

Ordinary resolution	Number of votes (Approximate percentage of total voting shares)	
	For	Against
To confirm and approve that conditional upon The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Subdivided Shares, with effect from 9:00 a.m. (Hong Kong time) on the next business day following the date on which this resolution is passed by the shareholders of the Company, every one (1) share in the capital of the Company (including every issued and unissued ordinary share of US\$0.00001) be subdivided into eight (8) subdivided shares of US\$0.00000125 each (each a “Subdivided Share” and collectively, the “Subdivided Shares”), and such Subdivided Share(s) shall rank <i>pari passu</i> in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company, and any one of the directors of the Company be and is hereby authorized to do all such acts, deed and things and to effect all necessary actions as he or she may consider necessary or desirable in order to effective, implement and complete any and all of the matters set out in this ordinary resolution.”	205,342,727 100.00%	0 0.00%

Note: The full text of the ordinary resolution proposed at the EGM is set out in the Notice.

The resolution was duly passed as ordinary resolution as more than 50% of the votes were cast by way of poll in favour of the resolution.

As at the date of the EGM, the total number of Shares in issue was 500,000,000 Shares, which was the total number of Shares entitling the holders to attend and vote on the resolution at the EGM. There were no shares entitling the holders to attend and abstain from voting in favour at the EGM as set out in rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolution at the EGM. In addition, there was no restriction on any Shareholder to cast votes on the proposed resolution at the EGM.

EFFECTIVE DATE OF SHARE SUBDIVISION

As all of the conditions as stated in the Circular have been fulfilled as at the date of this announcement, the Share Subdivision of each of the existing issued and unissued Share of par value of US\$0.00001 each in the share capital of the Company into eight (8) Subdivided Shares of par value of US\$0.00000125 each will become effective on Monday, 12 January 2015. Upon the Share Subdivision having become effective, the total number of Shares in issue will be 4,000,000,000 Subdivided Shares.

Dealing of the Subdivided Shares (in board lots of 2,000 Subdivided Shares) will commence from 9:00 a.m. on Monday, 12 January 2015. Shareholders can submit their existing certificates for the Shares in blue color to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for new share certificates for the Subdivided Shares in green colour free of charge between 9:00a.m. and 4:30p.m. on any Business Day from Monday, 12 January 2015 to Monday, 23 February 2015 (both days inclusive). Further details of the trading arrangement in respect of the Share Subdivision is set out in the Circular.

ADJUSTMENTS TO THE CONVERTIBLE NOTES

As a result of the Share Subdivision, adjustments have been made to the conversion prices of the Convertible Notes and the number of Shares falling to the allotted and issued to the holder of the Convertible Notes in accordance with the terms and conditions of the Convertible Notes under an investment agreement dated 14 October 2012 entered into by Medtronic, Inc. ("**Medtronic**") and the Company and its subsequent amendments (the "**Investment Agreement**"), as set out below ("**Convertible Notes Adjustments**").

Pursuant to the terms and conditions of the First Tranche Convertible Notes, the conversion price of the First Tranche Convertible Notes would be adjusted from HK\$3.80 per Share to HK\$0.475 per Subdivided Share as a result of the Share Subdivision. Based on the issued and outstanding First Tranche Convertible Notes in the principal amount of HK\$152,000,000 as at the date of this announcement, the number of Shares to be allotted and issued to the holder of the outstanding First Tranche Convertible Notes would be adjusted from 40,000,000 Shares to 320,000,000 Subdivided Shares as a result of the Share Subdivision.

As stated in the circular of the Company dated 6 January 2013 (the "**2013 Circular**"), the initial conversion price (the "**Initial Conversion Price**") of the Second tranche convertible notes (the "**Second Tranche Convertible Notes**") to be issued to Medtronic by the Company under the Investment Agreement would be HK\$6.00 subject to adjustment for customary anti-dilution events, including the Share

Subdivision. As a result of the Share Subdivision, the Initial Conversion Price shall be adjusted from HK\$6.00 to HK\$0.75, the lower reference of the Floating Conversion Price (as defined in the 2013 Circular) shall be adjusted from HK\$4.56 to HK\$0.57, and the Fixed Conversion Price (as defined in the 2013 Circular) shall be adjusted from HK\$8.00 to HK\$1.00. The number of conversion shares to be issued upon full conversion of the Second Tranche Convertible Notes upon Share Subdivision becoming effective shall be adjusted from 338,571,429 Shares to 2,708,571,432 Subdivided Shares.

The independent financial adviser engaged by the Company has advised that the Convertible Notes Adjustments are in accordance with the terms and conditions of the Convertible Notes. The Convertible Notes Adjustments will be effective on Monday, 12 January 2015.

Save and except the Convertible Notes Adjustments, there is no alteration to the rights of the holder of the Convertible Notes.

For and on behalf of
LifeTech Scientific Corporation
XIE Yuehui
Chairman and Executive Director

Hong Kong, 9 January 2015

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.