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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)

PROPOSED SHARE SUBDIVISION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening 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 9 January, 2015 at 10:00 a.m. is set out on page 10 of this circular. A form of proxy for use at the EGM is enclosed.

Whether or not you are able to attend the EGM in person, 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 should you so wish.

22 December, 2014

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EXPECTED TIMETABLE

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is set out below:

Latest time for lodging the form of proxy for the EGM 10:00 a.m. on Wednesday,
7 January 2015

EGM to approve the proposed Share Subdivision 10:00 a.m. on Friday,
9 January 2015

Publication of the announcement of the voting result
of the EGM in respect of the approval of the Share Subdivision Friday, 9 January 2015

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” below.

Effective date of the Share Subdivision. Monday, 12 January 2015

First day of free exchange of existing share certificate for
new share certificates for the Subdivided Shares Monday, 12 January 2015

Dealing in Subdivided Shares commences. 9:00 a.m. on Monday,
12 January 2015

Original counter for trading in existing Shares in board lots of
2,000 Shares temporarily closes. 9:00 a.m. on Monday,
12 January 2015

Temporary counter for trading in Subdivided Shares
in board lots of 16,000 Subdivided Shares
(in the form of existing share certificates) opens 9:00 a.m. on Monday,
12 January 2015

Original counter for trading in Subdivided Shares
in board lots of 2,000 Subdivided Shares
(in the form of new share certificates for Subdivided Shares) re-opens . . . 9:00 a.m. on Monday,
26 January 2015

Parallel trading in the Shares and Subdivided Shares
(in the form of existing share certificates and
new share certificates) commences 9:00 a.m. on Monday, 26 January 2015

Temporary counter for trading in Subdivided Shares
in board lots of 16,000 Subdivided Shares
(in the form of existing share certificate) closes 4:00 p.m. on Friday, 13 February 2015

EXPECTED TIMETABLE

Parallel trading in Shares and Subdivided Shares

(in the form of existing share certificates and

new share certificates) ends 4:00 p.m. on Friday, 13 February 2015

Last day of free exchange of existing share certificates

for new share certificates for the Subdivided Shares Monday, 23 February 2015

Note: all times and dates in this circular refer to Hong Kong local times and dates.

Dates or deadlines specified in the expected timetable above depends on the results of the EGM and are therefore for indicative purpose only. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors of the Company
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for businesses throughout their normal business hour
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Law”	the Companies Law (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	LifeTech Scientific Corporation, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Conversion Shares”	has the meaning as defined in the circular of the Company dated 6 January 2013
“Convertible Notes”	has the meaning as defined in the circular of the Company dated 6 January 2013
“Director(s)”	the director(s) of the Company or any one of them
“EGM”	the extraordinary general meeting of the Company to be convened and held at Floor 3, Cybio Electronic Building, Langshan 2nd Street, North Area of High-tech Park, Nanshan District, Shenzhen, PRC on 9 January 2015 at 10:00 a.m. or where the context so admits, any adjournment thereof, to consider and, if thought fit, approve, among other things, the Share Subdivision
“First Tranche Convertible Notes”	has the meaning as defined in the circular of the Company dated 6 January 2013
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	means 19 December 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing of securities on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Share(s)”	means ordinary shares in the share capital of the Company at the nominal value of US\$0.00001 each
“Share Subdivision”	the proposed subdivision of each issued and unissued Share into eight (8) Subdivided Shares
“Shareholder(s)”	the holder(s) of Share(s) or Subdivided Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	means ordinary shares in the share capital of the Company at the nominal value of US\$0.00000125 upon the Share Subdivision becoming effective
“US\$”	United States dollars, the lawful currency of United States
“%”	per cent.

LETTER FROM THE BOARD



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*)
Mr. ZHAO Yiwei Michael

Non-executive Directors:

Mr. WU Jianhui
Mr. MARTHA Geoffrey Straub
Dr. LIDDICOAT John Randall
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,
the PRC

*Place of business in Hong Kong
registered under Part XI of the
Hong Kong Companies Ordinance:*

31/F, 148 Electric Road,
North Point,
Hong Kong

22 December, 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE SUBDIVISION
AND
NOTICE OF EGM**

INTRODUCTION

Reference is made to the Company's announcement dated 5 December 2014. The purpose of this circular is to provide you with information regarding the Share Subdivision and to give you a notice of the EGM at which resolution will be proposed to consider and, if thought fit, approve, among other things, the Share Subdivision.

LETTER FROM THE BOARD

SHARE SUBDIVISION

The Board proposes that each of the existing issued and unissued Shares of par value of US\$0.00001 each in the share capital of the Company be subdivided into eight (8) Subdivided Shares of par value of US\$0.00000125 each.

Effect of the Share Subdivision

As at the Latest Practicable Date, the authorized share capital of the Company is US\$50,000 divided into 5,000,000,000 shares of US\$0.00001 each, of which 500,000,000 Shares are issued and credited as fully paid. Upon the Share Subdivision becoming effective, the authorized share capital of the Company will become US\$50,000 divided into 40,000,000,000 Subdivided Shares of US\$0.00000125 each and the issued share capital will become US\$5,000 divided into 4,000,000,000 Subdivided Shares of US\$0.00000125 each, assuming that no further Shares are allotted, issued or repurchased prior to the Share Subdivision becoming effective.

All Subdivided Shares will rank *pari passu* with each other in all respects with the same rights as the Shares in issue prior to the Share Subdivision and the Share Subdivision will not result in any change in the relevant rights of the Shareholders.

The Shares are currently traded in board lots of 2,000 Shares. Upon the Share Subdivision becoming effective, the board lot size will remain unchanged and in board lots of 2,000 Subdivided Shares. The Share Subdivision is not expected to result in any odd lots other than those that already exist. By way of illustration, if on the effective date of the Share Subdivision the share price of the Shares remains at the level at close of trading on the Latest Practicable Date (i.e. HK\$10.28) and assuming the share price of the Shares decreases to one-eighth of its original value following the Share Subdivision, each board lot will be valued at HK\$2,570 on the effective date of the Share Subdivision. There is however no assurance that the share price of the Shares will not fluctuate after the Latest Practicable Date and before the EGM or thereafter regardless of whether the Share Subdivision is approved by Shareholders at the EGM or not.

As at the Latest Practicable Date, there are in issue outstanding First Tranche Convertible Notes in the principal amount of HK\$152,000,000 carrying the right to convert the whole or part of the principal amount of the First Tranche Convertible Notes into Shares at any time on or after the date of issue of the First Tranche Convertible Notes up to the close of business on the fifth anniversary of the date of issue of the First Tranche Convertible Notes. The Directors expect that upon the Share Subdivision becoming effective, adjustment may be made to (a) the number of Conversion Shares subject to the outstanding Convertible Notes; (b) the conversion price; and/or (c) any combination thereof pursuant to the terms and conditions of the Convertible Notes. The Company has instructed an independent financial adviser to certify the adjustments to the First Tranche Convertible Notes and will inform holders of the First Tranche Convertible Notes of the adjustments accordingly once the Share Subdivision has been approved by Shareholders at the EGM.

LETTER FROM THE BOARD

Conditions of the Share Subdivision

The Share Subdivision is conditional upon the following:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Subdivision; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares in issue and any new Subdivided Shares which may fall to be issued upon conversion of the Convertible Notes.

Assuming all the conditions above are fulfilled, the Share Subdivision will become effective on the next Business Day following the passing of the ordinary resolution as specified therein.

Dealings of the Subdivided Shares

The Subdivided Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Listing Application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in the Subdivided Shares arising from the Share Subdivision.

No part of the securities of the Company is listed or dealt in, nor is listing or permission to deal in the securities of the Company being proposed to be sought, on any other stock exchange.

Exchange of Share Certificate

Subject to the Share Subdivision having become effective, the existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Friday, 13 February 2015 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Share for eight (8) Subdivided Shares.

Upon the Share Subdivision becoming effective, the Shareholders can submit their existing certificates for the Shares in blue colour 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

LETTER FROM THE BOARD

exchange for new share certificates for the Subdivided Shares in green colour free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from Monday, 12 January 2015 to Monday, 23 February 2015 (both days inclusive). After the expiry of such period, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher). It is expected that the new share certificates will be available for collection within ten Business Days after the submission of the existing share certificates for exchange.

REASON FOR SHARE SUBDIVISION

Upon the Share Subdivision becoming effective, the par value of each Share will decrease and the total number of Shares in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the Shares. The Board is of the view that the Share Subdivision will improve the liquidity in trading of Subdivided Shares, thereby enabling the Company to attract more investors and broaden its Shareholders' base.

Other than the expenses (including professional fees and printing charges) to be incurred in relation to the Share Subdivision, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Group or the shareholdings, rights and interests of the Shareholders. The Board considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

TRADING ARRANGEMENT FOR SUBDIVIDED SHARES

Subject to the Share Subdivision becoming effective, dealings in the Subdivided Shares are expected to commence on 12 January 2015. Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) will be operated from 26 January 2015 to 13 February 2015 (both days inclusive). Full details of the expected timetable and trading arrangement of the Shares are set out on pages 1 and 2 of this circular.

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 9 January 2015 at 10:00 a.m. is set out on page 10 of this circular at which the resolution will be proposed to consider and, if thought fit, among other things, approve the Share Subdivision. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.

LETTER FROM THE BOARD

The resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the poll results of the EGM.

RECOMMENDATION

The Directors consider that the proposed resolution is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

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, 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
XIE Yuehui
Chairman

NOTICE OF EGM



LIFETECH SCIENTIFIC CORPORATION

先健科技公司

(Incorporated in the Cayman Islands with limited liability)

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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 9 January 2015 at 10:00 a.m. for the purpose of considering as special business and, if thought fit, passing the following resolution, with or without amendments:

ORDINARY RESOLUTION

“**THAT** conditional upon The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below), 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 *pari passu* 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.”

By Order of the Board
LifeTech Scientific Corporation
XIE Yuehui
Chairman

Hong Kong, 22 December 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, but must be present to represent the member.
- (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 notorially 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).