



# LIFETECH SCIENTIFIC CORPORATION

## 先健科技公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8122)

### Proxy Form for use at the Extraordinary General Meeting to be held on 21 January 2013

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_

share(s) of US\$0.00001 each in the share capital of LifeTech Scientific Corporation 先健科技公司 (the "Company") hereby

appoint the Chairman of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Cybio Electronic Building, Langshan 2nd Street, North Area of High-tech Park, Nanshan District, Shenzhen, the PRC on 21 January 2013 at 10:00 a.m. or any adjournment thereof, on the undermentioned resolutions as indicated, and, if no such indication is given, as my/our proxy thinks fit:

		<b>For</b> <sup>(Note 4)</sup>	<b>Against</b> <sup>(Note 4)</sup>
1.	(a) To approve, confirm and ratify the entering into the Investment Agreement dated 14 October 2012 between the Company and Medtronic, the Supplemental Investment Agreement dated 5 January 2013, and the Controller Public Float Undertaking dated 5 January 2013 entered into by the Controlling Shareholder Group in favour of the Company and Medtronic for the purpose of assisting the Company in fulfilling the Public Float Requirement, and all the transactions contemplated thereunder.		
	(b) To confirm and approve the issue of the Convertible Notes to Medtronic in accordance with the terms of the Investment Agreement.		
	(c) To approve, conditional upon the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in the Conversion Shares, the allotment and issue of the Conversion Shares pursuant to the exercise of the conversion rights attached to the First Tranche Convertible Notes contemplated under a specific mandate.		
	(d) To approve, conditional upon the completion of the First Tranche Convertible Notes as stipulated under the Investment Agreement and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Conversion Shares, the allotment and issue of the Conversion Shares pursuant to the exercise of the conversion rights attached to the Second Tranche Convertible Notes contemplated under a specific mandate.		
	(e) To authorize any one Director 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 Investment Agreement as well as in relation to the allotment and issue of all Conversion Shares 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 this discretion consider to be desirable and in the interest of the Company.		

		<b>For</b> <i>(Note 4)</i>	<b>Against</b> <i>(Note 4)</i>
2.	(a)	To confirm, approve and ratify, conditional upon the passing of resolution 1, the entering into the Distribution Agreement dated 14 October 2012 between the Company, PerMed and Medtronic and the transactions contemplated thereunder.	
	(b)	To confirm, approve and ratify the proposed annual caps of the proposed annual caps of RMB813,000, RMB39,690,000, RMB56,270,000, RMB81,510,000 and RMB110,093,000 for each of the five years ending 31 December 2017, respectively, in respect of the transactions contemplated under the Distribution Agreement.	
	(c)	To authorize any one Director 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 Investment Agreement as well as in relation to the allotment and issue of all Conversion Shares 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 this discretion consider to be desirable and in the interest of the Company.	
3.	(a)	To approve, confirm and ratify, conditional upon the passing of resolution 1, the entering into the Services Agreement dated 14 October 2012 between the Company and Medtronic, the Supplemental Services Agreement dated 5 January 2013 and the Controller Guarantee and Indemnity dated 5 January 2013 entered into by the Controlling Shareholder Group in favour of the Company in relation to the Additional Payment contemplated under the Services Agreement and the transactions contemplated thereunder.	
	(b)	To confirm, approve and ratify the proposed annual caps as set out in the circular of the Company dated 5 January 2013, being the Fees at the amount of RMB9,450,000 plus the Royalties calculated with reference to the quarterly Incremental Sales Revenue for the year ended 31 December 2013, the Fees at the amount of RMB22,050,000 plus the Royalties calculated with reference to the quarterly Incremental Sales Revenue for the year ended 31 December 2014, and the Royalties calculated with reference to the quarterly Incremental Sales Revenue for each of the 18 years ending 31 December 2032 in respect of the transactions contemplated under the Services Agreement.	
	(c)	To authorize any one Director 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 Investment Agreement as well as in relation to the allotment and issue of all Conversion Shares 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 this discretion consider to be desirable and in the interest of the Company.	

Dated this \_\_\_\_\_ day of, \_\_\_\_\_ 2013

Signed *(Note 5)*: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form must be initialled by the person who signs it.
4. **IMPORTANT:** If you wish to vote for any resolution, tick the appropriate box(es) marked "**FOR**". If you wish to vote against any resolution, tick the appropriate box(es) marked "**AGAINST**". Failure to complete the box(es) will entitle your proxy to cast his votes at his discretion.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. In the case of joint shareholdings, any one of such persons may vote, either personally or by proxy in respect of such share, provided that if more than one of such joint holders be present at the meeting or any adjournment thereof, personally or by proxy, the more senior shall alone be entitled to vote and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the joint holding.
7. In order to be valid, this 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, not less than 48 hours before the time fixed for holding the meeting (or any adjournment thereof).
8. The proxy need not be a member of the Company but must attend the meeting or any adjournment thereof, in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting in person at the meeting or any adjournment thereof, if you wish to do so. In that event, this proxy form will be deemed to have been revoked.