
THIS SUPPLEMENTARY CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Supplementary Circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in LifeTech Scientific Corporation, you should at once hand this Supplementary Circular, together with the enclosed 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)

**SUPPLEMENTARY CIRCULAR
IN RELATION TO
THE PROPOSAL FOR GRANT OF SHARE OPTIONS
TO A SUBSTANTIAL SHAREHOLDER
AND
NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING**

This Supplementary Circular (the “**Supplementary Circular**”) should be read in conjunction with the circular of LifeTech Scientific Corporation (the “**Company**”) dated 12 May 2015 (the “**Circular**”) to the shareholders of the Company (the “**Shareholders**”). Unless the context requires otherwise, capitalised terms used in this Supplementary Circular shall bear the same meanings as defined in the Circular.

References are made to the announcements of the Company dated 26 May 2015 and 28 May 2015 in relation to the adjournment of the Company’s EGM held on 28 May 2015. The Company has determined that the adjourned EGM shall be held at Floor 3, Cybio Electronic Building, Langshan 2nd Street, North Area of High-tech Park, Nanshan District, Shenzhen, PRC on Friday, 3 July 2015 at 10:00 a.m. (the “**Adjourned EGM**”). The notice of the Adjourned EGM is set out on pages 6 to 7 of this Supplementary Circular. A form of proxy (the “**Form of Proxy**”) for use at the Adjourned EGM is enclosed with this Supplementary Circular.

If you have not previously submitted a form of proxy accompanying the Circular for the original EGM (the “**First Form of Proxy**”) or wish to revoke such form of proxy or change your vote, then whether or not you are able to attend and vote in person at the Adjourned EGM, 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 the Adjourned EGM, or any adjournment thereof (as the case may be). Completion and return of the First Form of Proxy or the Form of Proxy will not preclude you from attending and voting in person at the Adjourned EGM or any adjourned meeting (as the case may be), if you so wish and in such event, the First Form of Proxy and/or the Form of Proxy shall be deemed to be revoked.

This Supplementary Circular and the Form of Proxy are published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.lifetechmed.com>).

17 June 2015

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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 and Chief Executive Officer)

Mr. LIU Jianxiong

(Chief Financial Officer and Company Secretary)

Registered Office in the Cayman Islands:

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Non-executive Directors:

Mr. WU Jianhui

Mr. MARTHA Geoffrey Straub

Mr. MONAGHAN Shawn Del

Mr. JIANG Feng

*Principal place of business and
address of headquarters:*

Cybio Electronic Building,

Langshan 2nd Street,

North Area of High-tech Park,

Nanshan District,

Shenzhen 518057,

PRC

Independent Non-executive Directors:

Mr. LIANG Hsien Tse Joseph

Mr. ZHOU Luming

Mr. ZHOU Gengshen

Principal place of business in Hong

Kong registered under

Part 16 of the Hong Kong

Companies Ordinance:

31/F, 148 Electric Road,

North Point,

Hong Kong

17 June 2015

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTARY CIRCULAR
IN RELATION TO
THE PROPOSAL FOR GRANT OF SHARE OPTIONS
TO A SUBSTANTIAL SHAREHOLDER**

INTRODUCTION

This Supplementary Circular shall be read in conjunction with the Circular to the Shareholders. Unless the context requires otherwise, capitalised terms used in this Supplementary Circular shall bear the same meanings as defined in the Circular.

LETTER FROM THE BOARD

The purpose of this Supplementary Circular is to provide you with further information in respect of the Proposed Grant and to give you the Notice of the Adjourned EGM (which is set out on pages 6 to 7 of this Supplementary Circular).

FURTHER INFORMATION ON THE PROPOSED GRANT

As disclosed in the Circular, one of the reasons for the grant of Share Options is to recognize the past and continuous contribution of the Grantees and all the Grantees (including Mr. XIE) are the full-time or part-time employees of the Company who have contributed to the growth of the Group. The grant of Share Options serves as an incentive for their continuing commitment and to retain the talents in the Group, in particular to Mr. XIE who is our Chairman and Chief Executive Officer, so that sustainable operations of the Group can be maintained. As disclosed in the Company's annual report for the year ended 31 December 2014, Mr. XIE is primarily responsible for our Group's overall strategy, and the management of our Group's business and has devoted his service to the Group for over 12 years. He led the Group to reach certain major achievements, including but not limited to the successful listing of the Company on GEM in 2011, the Transfer of Listing from GEM to the Main Board in 2013, and the strategic alliance with Medtronic KL Holdings LLC ("**Medtronic**") which enables the Company and Medtronic to synergize and become a leading provider of cardiovascular products in China and other locations. His past contribution to the Group can also be reflected in the good performance of the financial results of the Group, including the increase in turnover and operating profit, in the latest five years as disclosed in the Company's previous annual reports. Mr. XIE will continue to guide the Board in strategies development as well as overseeing the business operations and products innovation of the Group.

As disclosed in the Circular, performance targets have to be achieved before the Share Options can be exercised and the quantity granted or to be granted to all the Grantees (including Mr. XIE) is to be justified by the performance targets. The Company will refer to the annual performance appraisal plan (年度绩效考核方案) (the "**Plan**") to measure the achievement of the performance targets of all the Grantees (including Mr. XIE). According to the Plan, all performance appraisals will be conducted upon the principles of consistency, objectivity, fairness, transparency and confidentiality. The performance of the Directors and the senior management of the Company will be assessed by their individual annual performance and the performance of the financial results of the Group for a given year. In order to determine the individual annual performance, certain factors will be considered, such as his core management ability, communication skill, implementation ability and innovation ability. Besides, the performance of the financial results of the Group for a given year will be compared to the Group's performance of the previous financial year. Upon completion of the assessment, such Grantee will be graded with the performance standard in accordance with the Plan, which is categorised into four grades, including "A grade" for 95 points or more, "B grade" for 85 to 94 points, "C grade" for 70 to 84 points, and "D grade" for less than 70 points.

Mr. XIE is only entitled to exercise the relevant tranche of Share Options for a given year when he achieves the required performance targets as appraised according to the Plan. In the event Mr. XIE fails to achieve the required performance targets for the given year, the relevant tranche of the Share Options which may otherwise be exercisable shall automatically lapse. The performance standard set for Mr. XIE in order for him to entitle to each tranche of Share Options is "B grade" or above.

LETTER FROM THE BOARD

Mr. XIE, his associates and all core connected persons of the Company must abstain from voting in favour of the resolution approving the Proposed Grant at the Adjourned EGM. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the core connected persons of the Company who held Shares as at 15 June 2015, being the latest practicable date (the “**Latest Practicable Date**”), for ascertaining certain information contained herein prior to the printing of this Supplementary Circular were as follows:

Name of Shareholder	Number of shares	Percentage of the Company’s issued share capital as at the Latest Practicable Date
Xianjian Advanced Technology Limited (<i>Note 1</i>)	781,914,928	19.55%
GE Asia Pacific Investments Ltd. (<i>Note 2</i>)	479,626,656	11.99%
Medtronic (<i>Note 3</i>)	760,000,000	19.00%
LIU Jianxiong (<i>Note 4</i>)	8,000,000	0.20%

Note 1: Xianjian Advanced Technology Limited is a company wholly owned by Mr. XIE.

Note 2: GE Asia Pacific Investments Ltd. is a company wholly owned by Mr. WU Jianhui, our non-executive Director. The controlling shareholders of the Company are Xianjian Advanced Technology Limited (a company wholly owned by Mr. XIE), Mr. XIE, GE Asia Pacific Investments Ltd. and Mr. Wu, all being parties acting in concert with respect to the Company.

Note 3: Medtronic is wholly-owned by Medtronic Holding Switzerland G.m.b.H., which in turn is wholly-owned by Medtronic B.V.. Medtronic B.V. is wholly-owned by Medtronic International Technology, Inc., which is controlled as to 90.33% by Medtronic, Inc..

Note 4: LIU Jianxiong is an executive Director and the Chief Financial Officer and company secretary of the Company.

ADJOURNED EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

Pursuant to Rule 13.73 of the Listing Rules, not less than 10 business days’ notice shall be given to the Shareholders for them to consider the information contained in this Supplementary Circular. The EGM, which was originally scheduled to be held on Thursday, 28 May 2015 at 10:30 a.m., was, by an ordinary resolution passed at such meeting, adjourned to such time, date and place to be further notified by the Company. The Company has now determined that the Adjourned EGM will be held at Floor 3, Cybio Electronic Building, Langshan 2nd Street, North Area of High-tech Park, Nanshan District, Shenzhen, PRC on Friday, 3 July 2015 at 10:00a.m. The Notice of the Adjourned EGM is set out on pages 6 to 7 of this Supplementary Circular.

The Form of Proxy for use at the EGM is enclosed with this Supplementary Circular. This Form of Proxy is published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.lifetechmed.com>).

LETTER FROM THE BOARD

Shareholders who have appointed or intend to appoint proxy(ies) to attend the Adjourned EGM, or any adjournment thereof (as the case may be), are requested to pay particular attention to the special arrangements about the completion and return of the Form of Proxy set out in this Supplementary Circular.

If you have not previously submitted the First Form of Proxy or wish to revoke such proxy or change your vote, then whether or not you are able to attend and vote in person at the Adjourned EGM, 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 the Adjourned EGM or any adjournment thereof (the "**Closing Time**"). Completion and return of the First Form of Proxy or the Form of Proxy will not preclude you from attending and voting in person at the Adjourned EGM, or any adjourned meeting (as the case may be), if you so wish and in such event, the First Form of Proxy and/or the Form of Proxy shall be deemed to be revoked.

The First Form of Proxy should not be lodged with the Company's branch share registrar in Hong Kong.

A Shareholder who has already lodged the First Form of Proxy with the Company's branch share registrar in Hong Kong should note that:

- (a) if no Form of Proxy is lodged with the Company's branch share registrar in Hong Kong, the First Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. To the extent no direction has been given as to how vote(s) should be cast, the proxy(ies) so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution(s) properly put to the Adjourned EGM;
- (b) if the Form of Proxy is lodged with the Company's branch share registrar in Hong Kong before the Closing Time, the Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder and will revoke and supersede the First Form of Proxy previously lodged by the Shareholder; and
- (c) if the Form of Proxy is lodged with the Company's branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Form of Proxy will be treated as invalid. However, the First Form of Proxy previously lodged by the Shareholder will be revoked, and the proxy holder (whether appointed under the First Form of Proxy or the Form of Proxy) will not be counted in the quorum and any vote that may be cast by such holder (whether appointed under the First Form of Proxy or the Form of Proxy) will not be counted in any poll which will be taken at the Adjourned EGM.

LETTER FROM THE BOARD

Shareholders are reminded that completion and return of the First Form of Proxy and/or the Form of Proxy will not preclude Shareholders from attending or voting in person at the Adjourned EGM, or any adjournment thereof (as the case may be), should they so wish.

RESPONSIBILITY STATEMENT

This Supplementary 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 the information contained in this Supplementary 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 Supplementary Circular misleading.

Yours faithfully,
For and on behalf of the Board
LifeTech Scientific Corporation
XIE Yuehui
*Chairman, Chief Executive Officer
and Executive Director*

NOTICE OF ADJOURNED EGM



LIFETECH SCIENTIFIC CORPORATION

先健科技公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1302)

NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the adjourned extraordinary general meeting (the “**Adjourned EGM**”) 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 Friday, 3 July 2015 at 10:00 a.m. or any adjournment thereof for the purpose of considering and if thought fit, passing the following resolution, with or without modification, as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the grant of share options (the “**Share Options**”) to Mr. XIE Yuehui (“**Mr. XIE**”), the Chairman, Chief Executive Officer, executive director and substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company, to subscribe for 19,600,000 ordinary shares of US\$0.00000125 each in the share capital of the Company (the “**Shares**”) at an exercise price of HK\$1.464 per Share under the share option scheme adopted by the Company on 22 October 2011 (as amended by the unanimous written resolutions of the Board on 5 May 2015) (the “**Share Option Scheme**”) and on such terms as stipulated in the offer letter to Mr. XIE issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the directors of the Company be and are hereby authorised to do all such acts and execute all such documents as may be necessary, desirable or expedient to give full effect to the grant of the Share Options to Mr. XIE and the issue of Shares upon the exercise of the Share Options by Mr. XIE.”

By Order of the Board

LifeTech Scientific Corporation
XIE Yuehui

*Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 17 June 2015

NOTICE OF ADJOURNED EGM

Notes:

1. A form of proxy (the “**Form of Proxy**”) for use at the Adjourned EGM is enclosed.
2. Any member of the Company (the “**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.
3. 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).
4. The Register of Members of the Company will be closed from Thursday, 2 July 2015 to Friday, 3 July 2015 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify to attend the meeting, all share transfer accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:00 p.m. on Tuesday, 30 June 2015.
5. A Shareholder who has not yet lodged the form of proxy enclosed in the circular of the Company dated 12 May 2015 (the “**First Form of Proxy**”) with the Company’s branch share registrar in Hong Kong in accordance with the instructions printed thereon is requested to lodge the Form of Proxy if he or she wishes to appoint proxy(ies) to attend the Adjourned EGM on his or her behalf. In this case, the First Form of Proxy should not be lodged with the Company’s branch share registrar in Hong Kong.
6. A Shareholder who has already lodged the First Form of Proxy with the Company’s branch share registrar in Hong Kong should note that:
 - (a) if no Form of Proxy is lodged with the Company’s branch share registrar in Hong Kong, the First Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. To the extent no direction has been given as to how vote(s) should be cast, the proxy(ies) so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution(s) properly put to the Adjourned EGM;
 - (b) if the Form of Proxy is lodged with the Company’s branch share registrar in Hong Kong before the Closing Time, the Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder and will revoke and supersede the First Form of Proxy previously lodged by the Shareholder; and
 - (c) if the Form of Proxy is lodged with the Company’s branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Form of Proxy will be treated as invalid. However, the First Form of Proxy previously lodged by the Shareholder will be revoked, and the proxy holder (whether appointed under the First Form of Proxy or the Form of Proxy) will not be counted in the quorum and any vote that may be cast by such holder (whether appointed under the First Form of Proxy or the Form of Proxy) will not be counted in any poll which will be taken at the Adjourned EGM.
7. Shareholders are reminded that completion and return of the First Form of Proxy and/or the Form of Proxy will not preclude Shareholders from attending or voting in person at the Adjourned EGM, or any adjournment thereof (as the case may be), should they so wish.

As at the date of this notice, the board of directors of the Company 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; and Mr. LIANG Hsien Tse Joseph, Mr. ZHOU Luming and Mr. ZHOU Gengshen being independent non-executive directors.