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LifeTech Scientific Corporation

先健科技公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1302)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

GRANT OF SHARE OPTIONS

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of LifeTech Scientific Corporation (the “**Company**”) hereby announces that on 5 May 2015, 160,000,000 share options (the “**Share Options**” and each a “**Share Option**”) to subscribe for a total of 160,000,000 ordinary shares with nominal value of HK\$0.00000125 each (“**Shares**” and each a “**Share**”) in the share capital of the Company were granted to certain eligible participants (the “**Grantees**”), subject to acceptances of the Grantees, under the Company’s existing share option scheme (the “**Scheme**”). Such Shares represent approximately 4.00% of the issued share capital of the Company as at the date of this announcement and approximately 3.85% of the issued share capital on a fully diluted basis.

Details of the Share Options are set out as follows:

- | | | |
|---|---|---|
| Date of grant | : | 5 May 2015 (the “ Grant Date ”) |
| Exercise price of the Share Options granted | : | HK\$1.46 per Share, which represents the highest of:- |
| | | (i) the closing price of HK\$1.41 per Share on the Grant Date, i.e. 5 May 2015; |

(ii) the average closing price of HK\$1.46 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five (5) business days immediately preceding the date of grant;

(iii) the nominal value of a Share.

Number of Share Options granted : 160,000,000 (each Share Option shall entitle the holder thereof to subscribe for one Share)

Validity period of the Share Options : 10 years from the Grant Date

(i) First tranche (20% of the Share Options) is exercisable from 5 May 2016 to 4 May 2025;

(ii) Second tranche (20% of the Share Options) is exercisable from 5 May 2017 to 4 May 2025;

(iii) Third tranche (20% of the Share Options) is exercisable from 5 May 2018 to 4 May 2025;

(iv) Fourth tranche (20% of the Share Options) is exercisable from 5 May 2019 to 4 May 2025;

(v) Fifth tranche (20% of the Share Options) is exercisable on 5 May 2020 to 4 May 2025.

Among the Share Options granted above, 36,400,000 Share Options were granted to the Directors, chief executives and substantial shareholder of the Company, details of which are as follows:

Name	Position(s) held with the Company	Number of Share Options Granted
XIE Yuehui	Chairman, Chief Executive Officer, Executive Director, substantial shareholder	19,600,000
LIU Jianxiong	Chief Financial Officer, Company Secretary, Executive Director	16,800,000

Save as disclosed above, none of the Grantees or their respective associates (as defined in the Listing Rules) is a Director, chief executive or substantial shareholder of the Company.

LISTING RULES IMPLICATIONS

Pursuant to Rule 17.04(1) of the Listing Rules and the Scheme, the grant of Share Options by the Company to any Director, chief executive, or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding independent non-executive Director who is the grantee of the Share Options concerned). The grant of Share Options to each of the above Directors, chief executives and substantial shareholder of the Company has been reviewed and approved by the independent non-executive Directors.

Further, pursuant to Rule 17.04(1) of the Listing Rules and the Scheme, any grant of Share Options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, which would result in the Shares issued and to be issued upon exercise of all Share Options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, such further grant of options must be separately approved by shareholders in general meeting. In addition, pursuant to Rule 17.03(4), any further grant of Share Options to the grantees would result in the Shares issued and to be issued upon exercise of all Share Options granted and to be granted to such person (including exercised, cancelled and outstanding) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of Shares in issue, such further grant must be separately approved by shareholders in general meeting.

Grant of the Share Options to Mr. XIE Yuehui is subject to the approval of independent shareholders of the Company pursuant to the Listing Rules. Mr. XIE Yuehui, his associates and all core connected persons of the Company must abstain from voting in favour at the extraordinary general meeting (“EGM”) to be convened by the Company.

A circular containing, amongst other things, further information in relation to the grant of Share Options to Mr. XIE Yuehui as required under the Listing Rules, together with the notice of the EGM, will be despatched to the shareholders of the Company in due course.

By order of the Board
LifeTech Scientific Corporation
XIE Yuehui
*Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 5 May 2015

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