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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Life Healthcare Group Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**LIFE HEALTHCARE GROUP LIMITED****蓮和醫療健康集團有限公司***(incorporated in the Cayman Islands with limited liability)***(Stock Code: 928)****PROPOSALS FOR  
GENERAL MANDATE TO ISSUE SHARES,  
GENERAL MANDATE TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Life Healthcare Group Limited to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on 21 August 2020 at 10 a.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the annual general meeting. Completion and return of a form of proxy will not preclude you from attending and voting at the annual general meeting or any adjourned meetings in person if you so wish.

**PRECAUTIONARY MEASURES FOR ANNUAL GENERAL MEETING**

Due to the constantly evolving COVID-19 pandemic situation, the Company may need to take certain precautionary measures at the venue of the annual general meeting to ensure the safety of attendees, including (but not limited to) requiring all attendees to have body temperature check and wear face masks. In addition, no refreshments will be served and no corporate gift will be distributed at the annual general meeting. The Company reserves the right to deny admission to the annual general meeting venue if any person does not comply with the precautionary measures to be taken at the annual general meeting or such person is subject to any HKSAR Government prescribed quarantine.

17 July 2020

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**CONTENTS**

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|  | <i>Page</i> |
|--|-------------|
| <b>DEFINITIONS .....</b>   | <b>1</b>    |
| <b>LETTER FROM THE BOARD .....</b>   | <b>3</b>    |
| <b>APPENDIX I — EXPLANATORY STATEMENT FOR<br/>THE REPURCHASE MANDATE .....</b> | <b>7</b>    |
| <b>APPENDIX II — DETAILS OF DIRECTORS PROPOSED<br/>FOR RE-ELECTION .....</b>   | <b>10</b>   |
| <b>NOTICE OF ANNUAL GENERAL MEETING .....</b>                                  | <b>13</b>   |

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## DEFINITIONS

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

|                            |  |
|----------------------------|--|
| “AGM”                      | the annual general meeting of the Company to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on 21 August 2020 at 10 a.m., the notice of which is set out on pages 13 to 16 of this circular                            |
| “Articles of Association”  | the Articles of Association of the Company as amended from time to time  |
| “Board”                    | the board of Directors of the Company  |
| “close associate”          | has the meaning ascribed to it under the Listing Rules   |
| “Companies Law”            | the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands   |
| “Company”                  | Life Healthcare Group Limited (Stock Code: 928), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange   |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules   |
| “Director(s)”              | the director(s) of the Company   |
| “Group”                    | the Company and its subsidiaries   |
| “HK\$”                     | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Hong Kong”                | Hong Kong Special Administrative Region of the PRC   |
| “Issue Mandate”            | a general and unconditional mandate to be granted to the Directors to allot, issue and otherwise deal with new Shares and other securities not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolutions at the AGM |
| “Latest Practicable Date”  | 10 July 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein   |
| “Listing Rules”            | the Rules Governing the Listing of Securities on the Stock Exchange  |

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## DEFINITIONS

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| “PRC”                | the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, Macau and Taiwan, unless otherwise specified   |
| “Repurchase Mandate” | a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolutions at the AGM |
| “SFO”                | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)   |
| “Share(s)”           | ordinary share(s) of a par value of HK\$0.01 each in the share capital of the Company   |
| “Shareholder(s)”     | holder(s) of the Shares   |
| “Stock Exchange”     | The Stock Exchange of Hong Kong Limited   |
| “Takeovers Code”     | the Hong Kong Code on Takeovers and Mergers   |
| “%” or “per cent.”   | percentage or per centum  |

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LETTER FROM THE BOARD

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**LIFE HEALTHCARE GROUP LIMITED**

**蓮和醫療健康集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 928)**

*Executive Directors:*

Mr. Xu Xueping (*Chairman*)  
Mr. Man Wai Lun  
Mr. Yang Zhiying

*Non-executive Director:*

Ms. Shan Hua

*Independent non-executive Directors:*

Mr. Liu Xinghua  
Mr. Zheng Chunlei  
Mr. Cheng Chun Man

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

Office A, 18/F,  
Aubin House,  
171-172 Gloucester Road  
Wanchai  
Hong Kong

17 July 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATE TO ISSUE SHARES,  
GENERAL MANDATE TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to, *inter alia*, (i) the granting to the Directors of the Issue Mandate to issue Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing the resolution at the AGM; (ii) the granting to the Directors of the Repurchase Mandate to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as

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## LETTER FROM THE BOARD

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at the date of passing the resolution at the AGM; (iii) the extension of the Issue Mandate by those Shares repurchased by the Company pursuant to the Repurchase Mandate granted to the Directors; and (iv) the re-election of Directors.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The general mandates to issue and repurchase Shares, which were last granted by the Shareholders to the then Directors at the annual general meeting of the Company held on 31 October 2019, will lapse at the conclusion of the AGM. Ordinary resolutions will therefore be proposed at the AGM to renew the general mandates so as:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the total number of issued Shares as at the date of passing the resolution. Based on the 5,354,285,300 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued or repurchased prior to the AGM, subject to the passing of the relevant ordinary resolution to approve the Issue Mandate at the AGM, the Directors will be authorised to allot and issue up to 1,070,857,060 Shares under the Issue Mandate. The Issue Mandate will expire on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company;
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed 10% of the total number of issued Shares as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue was 5,354,285,300 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate and assuming no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 535,428,530 Shares, being 10% of the entire issued share capital of the Company as at the date of passing the resolution in relation thereof. The Repurchase Mandate will expire on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and
- (c) subject to the passing of the aforesaid ordinary resolutions of the Issue Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

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## LETTER FROM THE BOARD

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In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution in relation to the grant of the Repurchase Mandate at the AGM.

### RE-ELECTION OF DIRECTORS

The Board currently comprises seven Directors, namely, Mr. Xu Xueping, Mr. Man Wai Lun, Mr. Yang Zhiying, Ms. Shan Hua, Mr. Liu Xinghua, Mr. Zheng Chunlei and Mr. Cheng Chun Man.

In accordance with Articles 83(3) and 84(1) of the Articles of Association, Mr. Xu Xueping, Mr. Yang Zhiying, Ms. Shan Hua and Mr. Liu Xinghua will retire at the AGM, and being eligible, offer themselves for re-election at the AGM.

Details of the Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

### NOTICE OF AGM

Notice of the AGM is set out on pages 13 to 16 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM in person, you should complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish.

No Shareholder is required to abstain from voting on the resolutions regarding (i) the granting to the Directors of the Issue Mandate to issue Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing the resolution at the AGM; (ii) the granting to the Directors of the Repurchase Mandate to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the resolution at the AGM; (iii) the extension of the Issue Mandate by those Shares repurchased by the Company pursuant to the Repurchase Mandate granted to the Directors; and (iv) the re-election of Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner set out in Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 18 August 2020 to 21 August 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 17 August 2020.

### **RESPONSIBILITY OF THE DIRECTORS**

This circular, for which the Directors collectively and individually accept full responsibility, include 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 circular is accurate and complete in all material respects and are not misleading or deceptive. There are no other matters the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATION**

The Directors are of the opinion that the proposals for the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate and the re-election of the Directors are in the best interests of the Company and the Shareholders as a whole, and so recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Your attention is also drawn to the additional information set out in the appendices to this circular.

By Order of the Board  
**Life Healthcare Group Limited**  
**Xu Xueping**  
*Executive Director*



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## **APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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*This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 5,354,285,300 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 535,428,530 Shares, being 10% of the issued share capital of the Company as at the date of the passing of the relevant resolution at the AGM.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earning per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF REPURCHASE**

The Company is empowered by its memorandum and Articles of Association to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles of Association and laws of the Cayman Islands. The laws of the Cayman Islands and the Articles of Association provide that payment for a share repurchase may only be made out of profits or the proceeds of a new issue of shares made for such purpose, the Company's share premium account or subject to the Companies Law, out of capital of the Company. The amount of premium payable on repurchase of shares may only be paid out of either the profits or out of the share premium account of the Company or subject to the Companies Law, out of capital of the Company. In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so repurchased may be treated as cancelled or held as treasury shares but, if cancelled, the aggregate amount of authorised share capital will not be reduced. Under the Listing Rules, all repurchased shares are required to be cancelled. As compared with the financial position of the Company as at 31 March 2020 (as disclosed in its latest audited financial statements for the year ended 31 March 2020), the Directors consider that in the event that the proposed repurchase were to be carried out in full during the proposed repurchase period, there might not be material adverse impact on the working capital and on the gearing ratio of the Company. The

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## **APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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Directors have no present intention to exercise the Repurchase Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

### **4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders. No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

### **5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association and the laws of the Cayman Islands.

### **6. EFFECT OF TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. As at the Latest Practicable Date, Powerful Software Limited and its close associates were substantial shareholders (as defined under the Listing Rules) of the Company, which were interested in approximately 28.78% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the aggregate percentage shareholdings of Powerful Software Limited and its close associates would increase to approximately 31.98%. The Directors are aware of the possibility of a mandatory general offer by Powerful Software Limited under Rule 26 of the Takeovers Code as a result of repurchase made under the Repurchase Mandate. The Directors have no present intention to exercise the Repurchase Mandate to such an extent to trigger the mandatory general offer by Powerful Software Limited. The Directors will not exercise the Repurchase Mandate to such an extent that the number of Shares held by the public would fall below 25% of the total number of Shares in issue as a result of such repurchase.

### **7. SHARE REPURCHASES BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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**8. SHARE PRICE**

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months were as follows:

|  | <b>Per Share</b> |               |
|--|------------------|---------------|
|  | <b>Highest</b>   | <b>Lowest</b> |
|  | <i>HK\$</i>      | <i>HK\$</i>   |
| <b>2019</b>                              |                  |               |
| August ( <i>Note</i> )                   | N/A              | N/A           |
| September ( <i>Note</i> )                | 0.071            | 0.024         |
| October                                  | 0.065            | 0.035         |
| November                                 | 0.060            | 0.030         |
| December                                 | 0.053            | 0.026         |
| <b>2020</b>                              |                  |               |
| January                                  | 0.117            | 0.034         |
| February                                 | 0.093            | 0.037         |
| March                                    | 0.060            | 0.027         |
| April                                    | 0.044            | 0.028         |
| May                                      | 0.039            | 0.028         |
| June                                     | 0.043            | 0.027         |
| July (up to the Latest Practicable Date) | 0.036            | 0.030         |

*Note:* Trading in the Shares on the Stock Exchange was suspended from 2 July 2019 to 25 September 2019 (both dates inclusive).

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## APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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*The followings are the particulars of the Directors proposed for re-election at the AGM.*

**Mr. Xu Xueping (“Mr. Xu”)**, aged 56, has been appointed as the chairman of the Board, an executive Director, a member of the Remuneration Committee and an Authorised Representative with effect from 8 November 2019. He is also a director of certain subsidiaries of the Company. Mr. Xu has over 20 years of senior management experience engaging in real estate development and rental property management since 1993. Mr. Xu also focuses on investment in cultural tourism and education and has extensive experience in investment. Mr. Xu is the chairman and an authorised representative of 北京朝天輪旅遊觀光有限責任公司 from 8 April 2015 to 2 March 2020. Currently, Mr. Xu is one of the founding shareholders and a director of Great Beijing Wheel Company Limited.

Save as disclosed above, Mr. Xu has not held (i) any other position of the Company and other member of the Group; (ii) any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

Mr. Xu has no relationships with any Directors, senior management, substantial or controlling shareholders of the Company (having the meaning ascribed to it in the Listing Rules) and does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Xu has not entered into any service contract with the Company. Under the letter of appointment entered into between Mr. Xu and the Company, there was no fixed term of service. His directorship in the Company is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The remuneration of Mr. Xu is HK\$150,000 per month which is determined with reference to his experience, duties and responsibilities within the Company. Mr. Xu is entitled to a discretionary bonus to be determined with reference to the operational performance of the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Xu that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) and (v) of the Listing Rules.

**Mr. Yang Zhiying (“Mr. Yang”)**, aged 51, has been appointed as an executive Director with effect from 17 January 2020. Mr. Yang studied in the department of medical science at Chinese Medical University and department of surgery at Peking Union Medical College, and obtained his bachelor’s and master’s degree respectively, possessing professional knowledge relating to medical science. During the period between 1991 and 2011, Mr. Yang worked in general surgery in the department of surgery at Peking Union Medical College Hospital, serving as the chief physician, deputy chief physician etc. From 2011 till present, he worked in the department of general surgery and department of hepatobiliary surgery at China-Japan Friendship Hospital, serving as the chief physician, department head. Meanwhile, Mr. Yang is also a professor of Peking University Health Science Center and Capital Medical University, possessing approximately 30 years of experience in the medical industry.

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## APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Save as disclosed herein, Mr. Yang has not held (i) any other position of the Company and other members of the Group; (ii) any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

Mr. Yang has no relationships with any Directors, senior management, substantial or controlling shareholders of the Company and does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Yang has not entered into any service contract with the Company. Under the letter of appointment entered into between Mr. Yang and the Company, there was no fixed term of service. His directorship in the Company is subject to rotation and re-election pursuant to the Articles of Association. The remuneration of Mr. Yang is HK\$10,000 per month which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules relating to the re-election of Mr. Yang.

**Ms. Shan Hua (“Ms. Shan”)**, aged 42, holds a Bachelor of Law degree from the SouthWest Jiaotong University and a Master of Civil Procedure Law degree from the SouthWest University of Political Science of Law. Ms. Shan was appointed as an executive Director and chief executive officer of the Company in December 2015 and was re-designated to a non-executive Director in November 2019. Ms. Shan has over 12 years experience working as senior management at listed companies. She had worked as senior management in NQ Mobile Inc., a company whose shares are listed on New York Stock Exchange and AsiaInfo-Linkage Inc..

Save as disclosed herein, Ms. Shan has not held any position with the Company or any of its subsidiaries. Ms. Shan has not been a director in any other listed companies in the last three years. Ms. Shan is a substantial shareholder of the Company, by holding 28.78% of the issued share capital of the Company, through her controlled entity, Powerful Software Limited. Ms. Shan is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and does not have any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Shan has no fixed term of service with the Company and has not entered into a service contract with the Company. She is entitled to a remuneration of HK\$10,000 per month, which is determined by the Board with reference to her duties and level of responsibilities. The directorship of Ms. Shan with the Company will be subject to rotation requirements and re-election pursuant to the Articles of Association.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders relating to the re-election of Ms. Shan.

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## APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. Liu Xinghua (“Mr. Liu”)**, aged 63, holds a bachelor degree in Chinese language and literature from Beijing Normal University in the PRC, and was appointed as an independent non-executive Director with effect from 12 September 2016. Mr. Liu is also the chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Liu is currently a senior management of a fund company. Mr. Liu was with Industrial Bank Co., Ltd. since August 2001 to August 2016, where he held the position of president of Beijing Dongdan sub-branch, Shijingshan Science & Technology Park sub-branch and Fengtai sub-branch. Mr. Liu has approximately 32 years’ experience in the financial services industry.

Save as disclosed herein, Mr. Liu has not held any position with the Company or any of its subsidiaries. Mr. Liu has not been a director in any other listed companies in the last three years. Mr. Liu is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Liu has no fixed term of service with the Company and has not entered into a service contract with the Company. He is entitled to a remuneration of HK\$20,000 per month, which is determined by the Board with reference to his duties and level of responsibilities. The directorship of Mr. Liu with the Company will be subject to rotation requirements and re-election pursuant to the Articles of Association.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders relating to the re-election of Mr. Liu.

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## NOTICE OF ANNUAL GENERAL MEETING

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### LIFE HEALTHCARE GROUP LIMITED

蓮和醫療健康集團有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 928)**

NOTICE IS HEREBY GIVEN that the annual general meeting of Life Healthcare Group Limited (the “**Company**”) will be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on 21 August 2020 at 10 a.m. for the following purposes:

#### AS ORDINARY BUSINESS

1. To receive and adopt the audited financial statements of the Company together with reports of the directors (the “**Directors**”) of the Company and the auditors of the Company for the year ended 31 March 2020.
2. To re-elect Mr. Xu Xueping as an executive Director.
3. To re-elect Mr. Yang Zhiying as an executive Director.
4. To re-elect Ms. Shan Hua as a non-executive Director.
5. To re-elect Mr. Liu Xinghua as an independent non-executive Director.
6. To authorise the board of the Directors (the “**Board**”) to fix the remuneration of the Directors.
7. To re-appoint ZHONGHUI ANDA CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

#### AS SPECIAL BUSINESS

To consider and, if thought fit, passing the following resolutions as ordinary resolutions:

8. “**THAT:**
  - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with new shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (i) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or on the exercise of any options granted under the share option scheme of the Company or on the exercise of the conversion rights attaching to any convertible notes of the Company, shall not exceed 20 per cent. of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law or the Articles of Association of the Company to be held; or
- (c) the revocation or variation of the authority given under the resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

9. **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock



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## NOTICE OF ANNUAL GENERAL MEETING

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Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the total number of shares of the Company which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law or the Articles of Association of the Company to be held; or
- (c) the revocation or variation of the authority given under the resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

10. “**THAT** conditional on the passing of the resolutions numbered 8 and 9 set out in this notice of the annual general meeting at which this resolution is considered, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with new shares pursuant to the resolution numbered 8 set out in this notice be and is hereby extended by the addition to the total number of shares of the Company, which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 9 set out in this notice.”

By order of the Board  
**Life Healthcare Group Limited**  
**Xu Xueping**  
*Executive Director*

Hong Kong, 17 July 2020

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or the adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
5. A form of proxy for use at the annual general meeting is enclosed herewith.

As at the date of this notice, the Board comprises the following Directors:

*Executive Directors:*

Mr. Xu Xueping (*Chairman*)  
Mr. Man Wai Lun  
Mr. Yang Zhiying

*Independent non-executive Directors:*

Mr. Liu Xinghua  
Mr. Zheng Chunlei  
Mr. Cheng Chun Man

*Non-executive Director:*

Ms. Shan Hua