

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) 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 at 11:00 a.m. on Monday, 21 September 2020 for the purpose of considering, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and the permission to deal in, the Consolidated Shares (as defined below):
 - (a) with effect from the second business day immediately following the date on which this resolution is passed, every five (5) issued and unissued existing ordinary shares of the Company of HK\$0.01 (the “**Existing Shares**”) each be consolidated into one (1) ordinary share of HK\$0.05 each (each a “**Consolidated Share**”), such Consolidated Shares shall rank *pari passu* in all respects with each other (the “**Share Consolidation**”) so that following the Share Consolidation the authorised share capital of the Company will be changed from HK\$500,000,000 divided into 50,000,000,000 Existing Shares of par value of HK\$0.01 each to HK\$500,000,000 divided into 10,000,000,000 Consolidated Shares of par value of HK\$0.05 each;
 - (b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company; and
 - (c) any one of the directors of the Company be and is hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Consolidation.”

2. “**THAT** Ms. Fu Xiaoji be and is hereby re-elected as a non-executive director of the Company and the board of directors of the Company be authorised to fix the remuneration of Ms. Fu Xiaoji.”
3. “**THAT** Ms. Zheng Xin be and is hereby re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix the remuneration of Ms. Zheng Xin.”

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

Hong Kong, 3 September 2020

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one proxy or, if he is a holder of more than one share, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is so appointed.
2. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding of the share.
3. For determining the entitlement of shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 15 September 2020 to Monday, 21 September 2020, both dates inclusive, during which period no transfer of Existing Shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of Existing Shares shall ensure that all transfer documents 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 for registration no later than 4:30 p.m. on Monday, 14 September 2020.
4. A proxy form for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.

6. In order to be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at 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 less than 48 hours before the time appointed for holding the EGM (i.e. no later than at 11:00 a.m. Saturday, 19 September 2020) or any adjournment thereof (as the case may be).
7. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the EGM or any adjournment thereof (as the case may be) and, in such event, the proxy form appointing a proxy shall be deemed to be revoked.

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. Cheng Chun Man

Ms. Zheng Xin

Non-executive Director:

Ms. Shan Hua

Ms. Fu Xiaoji