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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)**

### **(1) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING (2) SHARE CONSOLIDATION AND (3) ADJUSTMENT TO THE SHARE OPTIONS**

The Board is pleased to announce that all the resolutions, including the ordinary resolution approving the Share Consolidation, were duly passed by the Shareholders by way of poll at the EGM held on 21 September 2020.

All the conditions to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Wednesday, 23 September 2020.

As a result of the Share Consolidation, adjustment will be made to the exercise price of the outstanding Share Options granted under the Share Option Scheme. Such adjustment shall take effect immediately after the Share Consolidation becoming effective.

Reference is made to the circular of the Company dated 3 September 2020 (the “**Circular**”) and the announcement of the Company dated 26 August 2020 (the “**Announcement**”) regarding, among others, the Share Consolidation. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the Announcement unless otherwise specified herein.

#### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that all the resolutions, including the ordinary resolution approving the Share Consolidation, as set out in the notice of the EGM dated 3 September 2020 (the “**Resolution**”) were duly passed by the Shareholders by way of poll as ordinary resolutions at the EGM held on 21 September 2020.

The total number of issued shares of the Company entitling the holders to attend and vote at the EGM was 6,425,125,300 Shares, which was the total number of Shares entitling Shareholders to attend and vote for or against the proposed resolutions at the EGM. No Shareholder was required under the Listing Rules to abstain from voting and no Shareholder was entitled to attend and vote only against the resolutions at the EGM. None of the Shareholders was required to abstain from voting in favour of the resolutions at the EGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, acted as scrutineer for the poll at the EGM. The poll results in respect of all the resolutions at the EGM are as follows:

<b>Ordinary Resolutions (Note 1)</b>		<b>Number of Votes (%) (Note 2)</b>		
		<b>For</b>	<b>Against</b>	<b>Total</b>
1.	To approve the Share Consolidation	952,567,950 (100%)	0 (0%)	952,567,950 (100%)
2.	To re-elect Ms. Fu Xiaoji as a non-executive director of the Company and to authorise the board of directors of the Company to fix the remuneration of Ms. Fu Xiaoji	952,567,950 (100%)	0 (0%)	952,567,950 (100%)
3.	To re-elect Ms. Zheng Xin as an independent non-executive director of the Company and to authorize the board of directors of the Company to fix the remuneration of Ms. Zheng Xin	952,567,950 (100%)	0 (0%)	952,567,950 (100%)

*Notes:*

1. The full text of the resolutions is set out in the notice of the EGM dated 3 September 2020.
2. The number of votes and percentage are based on the total number of Shares held by the Shareholders who voted at the EGM in person or by proxy or corporate representative.

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

## **SHARE CONSOLIDATION**

The Board is also pleased to announce that the Share Consolidation will become effective on Wednesday, 23 September 2020. Please refer to the Circular and the Announcement for details, including the trading arrangement, matching services for odd lots in connection with the Share Consolidation and the exchange of share certificates in respect of the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, new share certificates of the Consolidated Shares in the color of purple will be issued to the Shareholders.

## ADJUSTMENT TO THE SHARE OPTIONS

As at the date of this announcement, the Company has outstanding share options (the “Share Options”) entitling the holders thereof to subscribe for a total of 430,200,000 Existing Shares under the Share Option Scheme. Immediately upon the Share Consolidation becoming effective on 23 September 2020, the following adjustment will be made to the exercise price of the Share Options and thus the number of Consolidated Shares to be issued upon the exercise of the outstanding Share Options in accordance with the terms and conditions of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Supplementary Guidance on Adjustments to the Exercise Price and Number of Share Options under the Listing Rule Requirements issued by the Stock Exchange on 5 September 2005 (the “Supplementary Guidance”):

<b>Date of grant</b>	<b>Immediately before the Share Consolidation becoming effective</b>		<b>Immediately after the Share Consolidation becoming effective</b>	
	<b>Number of Existing Shares to be issued upon full exercise of the outstanding Share Options</b>	<b>Exercise price per Existing Share</b>	<b>Number of Consolidated Shares to be issued upon full exercise of the outstanding Share Options</b>	<b>Exercise price per Consolidated Share</b>
25 October 2017	430,200,000	HK\$0.1804	86,040,000	HK\$0.902

The adjustment to the Share Options shall take effect immediately after the Share Consolidation becoming effective. Save for the above adjustment, all other terms and conditions of the outstanding Share Options remain unchanged.

ZHONGHUI ANDA CPA Limited, the auditor of the Company, has reviewed and certified in writing that the adjustment to the exercise price of the outstanding Share Options are in compliance with the requirements as set out in the Supplementary Guidance, the terms and conditions of the Share Option Scheme and the Listing Rules.

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

Hong Kong, 21 September 2020

*As at the date of this announcement, the Board comprises:*

*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 Directors:*

Ms. Shan Hua

Ms. Fu Xiaoji