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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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Life Healthcare Group Limited (the “**Company**”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 29 September 2023 at 10 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

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 2023.
2. To re-elect Mr. Wang Mengyao as an executive Director.
3. To re-elect Mr. Liu Mingqing as an executive Director.
4. To re-elect Mr. Man Wai Lun as an executive Director.
5. To re-elect Mr. Gu Jianguo as an independent non-executive Director.
6. To re-elect Ms. Yang Xilin as an independent non-executive Director.
7. To re-elect Ms. Yan Ming as an independent non-executive Director.
8. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
9. To re-appoint ZHONGHUI ANDA CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

Special business

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

10. **“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;
- (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; and
- (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).”

11. **“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 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; and
- (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.”

12. **“THAT** conditional on the passing of the resolutions numbered 10 and 11 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 10 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 11 set out in this notice.”

AS SPECIAL RESOLUTIONS

13. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT

Subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands (the “**Registrar**”), the English name of the Company be changed from “Life Healthcare Group Limited ” to “King International Investment Limited” and the dual foreign name in Chinese of the Company be changed from “**蓮和醫療健康集團有限公司**” to “**帝王國際投資有限公司**” (the “**Proposed Name Change**”) with effect from the date on which the Registrar enters the new English name and the new dual foreign name in Chinese on the register of companies maintained by the Registrar in the Cayman Islands in place of the current English name and the current dual foreign name in Chinese of the Company, and that anyone of the Directors, the secretary or the registered office provider of the Company be and is/are hereby authorized to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Proposed Name Change and to attend to any necessary registration and/or filings for and on behalf of the Company.”

14. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT:

- (a) the existing articles of association of the Company be amended in the manner as set out in “APPENDIX III – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION” to the circular of the Company dated 31 August 2023 (the “**Circular**”) and the amended and restated articles of association substantially in the form produced to the meeting and for the purpose of identification initialled by the chairman of the meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect (the “**Proposed Adoption**”); and
- (b) any one Director or officer of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to effect the Proposed Adoption and any of the foregoing.”

By order of the Board
Life Healthcare Group Limited
Wang Mengyao
Executive Director

Hong Kong, 31 August 2023

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 certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
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.
6. The register of members of the Company will be closed from Monday, 25 September 2023 to Friday, 29 September 2023, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 22 September 2023.
7. If tropical cyclone warning signal no.8 or above is hoisted or a black rainstorm warning signal is in force at any time after 8:00 a.m. on the day of the AGM, then the AGM will be adjourned according to the articles of association of the Company and further announcement for details of alternative meeting arrangements will be made. The AGM will be held as scheduled when a tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situations and, if they do so, they are advised to exercise care and caution.

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

Executive Directors:

Mr. Wang Mengyao
Mr. Liu Mingqing
Mr. Pang Zhen
Mr. Man Wai Lun

Independent non-executive Directors:

Mr. Gu Jianguo
Ms. Yang Xilin
Ms. Yan Ming