
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 King International Investment 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.

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Should there be any discrepancy between English and Chinese versions, the English version shall prevail.



King International Investment Limited

帝王國際投資有限公司

(formerly known as 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) PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of King International Investment Limited to be held at Suite 2001, 20/F, Two Chinachem Exchange Square, No. 338 King's Road, North Point, Hong Kong on Friday, 13 September 2024 at 2:30 p.m. is set out on pages 20 to 24 of this circular.

Whether or not you are able to attend and vote at 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof in person if you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

23 August 2024

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DEFINITIONS

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 Suite 2001, 20/F, Two Chinachem Exchange Square, No. 338 King’s Road, North Point, Hong Kong on Friday, 13 September 2024 at 2:30 p.m. or any adjournment thereof, the notice of which is set out on pages 20 to 24 of this circular
“Articles of Association”	the existing articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“close associate”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Chapter 22 of the Cayman Islands
“Company”	King International Investment 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
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with (including any sale or transfer of treasury Shares listed on the Stock Exchange, if any) under the Issue Mandate
“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

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury Shares listed on the Stock Exchange, if any) not exceeding 20% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	20 August 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region 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 (excluding treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM
“Rule Amendments”	the amendments to the Listing Rules pursuant to the “Consultation Conclusions on Proposed Amendments to Listing Rules Relating to Treasury Shares” published by the Stock Exchange on 12 April 2024, which became effective on 11 June 2024
“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\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning as defined in the Listing Rules

DEFINITIONS

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which became effective on 11 June 2024 and as amended and supplemented from time to time
“%” or “per cent.”	percentage or per centum

LETTER FROM THE BOARD



King International Investment Limited

帝王國際投資有限公司

(formerly known as 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. Wang Mengyao (*Chairman*)
Mr. Liu Mingqing (*Co-Chairman and
Chief Executive Officer*)
Mr. Lu Xingwu
Mr. Gu Jianguo
Mr. Man Wai Lun
Mr. Pang Zhen
Ms. Yan Ming

Registered office:

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

Independent non-executive Directors:

Ms. Yang Xilin
Mr. Lou Tao
Mr. Zheng Yu
Mr. Wang Zhenyu

Principal place of business in Hong Kong:
Suite 2001, 20/F,
Two Chinachem Exchange Square,
No. 338 King's Road,
North Point,
Hong Kong

23 August 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) 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 allot, issue and deal with Shares up to a maximum of 20% of the total number of

LETTER FROM THE BOARD

issued Shares (excluding treasury Shares, if any) 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 total number of issued Shares (excluding treasury Shares, if any) as at the date of passing the resolution at the AGM; (iii) the extension of the Issue Mandate by adding thereto the number of 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 Directors at the annual general meeting of the Company held on 29 September 2023, will expire at the AGM. Ordinary resolutions will therefore be proposed at the AGM:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of passing the resolution. Based on the 1,850,425,060 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 grant the Issue Mandate at the AGM, the Directors will be authorised to allot, issue and deal with up to 370,085,012 Shares (including any sale or transfer of treasury Shares listed on the Stock Exchange, if any) 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 (excluding treasury Shares, if any) as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue was 1,850,425,060 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 185,042,506 Shares, being 10% of the total number of issued Shares 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

LETTER FROM THE BOARD

- (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 adding thereto the number of Shares repurchased under the Repurchase Mandate.

On 12 April 2024, the Stock Exchange published conclusions to its consultation paper on “Proposed Amendments to Listing Rules Relating to Treasury Shares”. The Rule Amendments became effective on 11 June 2024 which have the effect of, among others, removing the requirements to cancel repurchased shares such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents and adopting a framework in the Listing Rules to govern the resale of treasury shares (“**New Treasury Share Regime**”). The Directors consider that the New Treasury Share Regime provides greater flexibility to the Company in repurchasing and reselling Shares thereby allowing the Company an additional channel to manage its capital structure.

The Issue Mandate (including the Extension Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the Extension Mandate) and the Repurchase Mandate respectively up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Issue Mandate (including the Extension Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

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 eleven Directors, namely, Mr. Wang Mengyao, Mr. Liu Mingqing, Mr. Lu Xingwu, Mr. Gu Jianguo, Mr. Man Wai Lun, Mr. Pang Zhen, Ms. Yan Ming, Ms. Yang Xilin, Mr. Lou Tao, Mr. Zheng Yu and Mr. Wang Zhenyu.

In accordance with Articles 83(3) and 84(1) of the Articles of Association, Mr. Liu Mingqing, Mr. Lu Xingwu, Mr. Gu Jianguo, Mr. Man Wai Lun, Mr. Pang Zhen, Ms. Yan Ming, Mr. Lou Tao, Mr. Zheng Yu and Mr. Wang Zhenyu 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.

LETTER FROM THE BOARD

NOTICE OF AGM

Notice of the AGM is set out on pages 20 to 24 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend and vote at the AGM in person, you should 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less 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 should you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

No Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

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.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 10 September 2024 to Friday, 13 September 2024, 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 Monday, 9 September 2024.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the proposals for (i) the grant of the Issue Mandate (including the Extension Mandate), (ii) the grant of the Repurchase Mandate and (iii) the re-election of the Directors are in the best interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favour of each 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
King International Investment Limited
Wang Mengyao
Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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 1,850,425,060 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 185,042,506 Shares, being 10% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of the passing of the relevant resolution at the AGM.

After the Rule Amendments became effective, the Company may cancel Shares repurchased or hold Shares repurchased as treasury Shares, subject to market conditions and the capital management needs of the Group at the relevant time of the repurchase(s).

For the treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall:

- (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS;
- (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and
- (iii) take any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

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. As compared with the financial position of the Company as at 31 March 2024 (as disclosed in its latest audited financial statements for the year ended 31 March 2024), 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 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, as a result of the Company exercising its powers to repurchase securities 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 the Takeovers Code. As a result, a Shareholder, or a 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 or 32 of the Takeovers Code.

To the best of the Directors' knowledge and belief having made all reasonable enquiries, they are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate. However, the Company undertakes not to repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

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.

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:

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
August	0.128	0.041
September	0.096	0.059
October	0.083	0.063
November	0.120	0.061
December	0.083	0.060
2024		
January	0.120	0.070
February	0.103	0.074
March	0.089	0.071
April	0.083	0.070
May	0.080	0.071
June	0.079	0.053
July	0.079	0.051
August (up to the Latest Practicable Date)	0.060	0.046

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

Mr. Liu Mingqing (“Mr. Liu”), aged 46, was appointed as the chief executive officer of the Company on 9 August 2023, and an executive Director of the Company on 22 August 2023. Mr. Liu obtained a Master degree in Economics from Tongji University in the People’s Republic of China in 2005. Mr. Liu has been serving as an executive director of Kiu Hung International Holdings Limited, a company listed on the Stock Exchange (Stock Code: 00381) since 27 March 2020. Mr. Liu has over 15 years of experience in financial and investment related business and considerable experience in securities and futures, corporate finance, derivative products and other various financial services.

Save as disclosed above, Mr. Liu has not held (i) any other position in 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. Liu 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 interests in the securities of the Company within the meaning of Part XV of the SFO.

Under the letter of appointment entered into between Mr. Liu and the Company, Mr. Liu’s term of service is three years and subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The remuneration of Mr. Liu is HK\$700,000 per annum which is determined by the Board and the remuneration committee of the Company with reference to his experience, duties and responsibilities within the Company.

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

Mr. Lu Xing Wu (“Mr. Lu”), aged 63, obtained a bachelor degree in Chinese from Yangzhou University in the PRC. Mr. Lu currently is the president of Hainan Xingyun Zhiguang Food Technology Limited (海南幸運之光食品科技有限公司), a wholly-owned subsidiary of the Company, and is responsible for the marketing of the brand of “Diwangchi”(帝王池) liquor. He currently is the Chairman of Lu Xingwu Liquor Hall Brand Management Co., Ltd. (陸興武酒道館品牌管理有限公司), dean of Lu Xingwu Practitioner Business School (陸興武實戰者商學院), executive vice president and secretary-general of the Liquor Committee of the Chinese Poetry and Liquor Culture Association (中國詩酒文化協會酒類專委會), and senior researcher of Yunjiu China Liquor Brand Research Institute (雲酒中國酒業品牌研究院). Mr. Lu is a legendary wine merchant in the Chinese wine industry and a master of practical marketing of Chinese liquor. He has devoted himself to the practice and research of liquor marketing for more than 20 years and completed the creation and application of the theories of “360° Liquor Marketing” and “Dealer Profit Model Innovation”. A large number of channel practical cases have been summarized. These distinctive, practical and replicable cases are very popular among the majority of wine dealers.

Mr. Lu is a distinguished professor at several universities and wine companies, one of the first batch of Sichuan Wine Think Tank experts specially hired by the Sichuan Provincial Government, and the marketing consultant of several provincial wine associations.

Mr. Lu has served several well-known wine companies and wine merchants. He summarized and compiled his more than 20 years of practical market experience and published the first practical guide for Chinese alcohol dealers – “Wine is Sold Like This!” 《酒，竟然是這樣賣的！》 received unanimous praise from the wine industry and created the myth of wine marketing book sales. His philosophy of selling wine everywhere influenced the entire wine industry. Mr. Lu has won “Outstanding Contribution Award for Chinese Wine Merchants 中國酒商傑出貢獻獎” issued by the China Wine Industry Association (中國酒業協會), “Outstanding Businessman in the Pengbai Ten Years Wine Industry 澎拜十年酒業傑出商業家”, “Top Ten Operators of Chinese Festive Products 中國喜慶產品十大運營商”, “China’s Thousand Businessmen Empowering Business Leaders 中國千商賦能商業領袖” and other titles.

Save as disclosed above, Mr. Lu has not held (i) any other position in 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. Lu 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 interests in the securities of the Company within the meaning of Part XV of the SFO.

Under the letter of appointment entered into between Mr. Lu and the Company, Mr. Lu's term of service is three years and subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The remuneration of Mr. Lu is HK\$10,000 per month which is determined by the Board and the remuneration committee of the Company with reference to his experience, duties and responsibilities within the Company.

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

Mr. Gu Jianguo (“**Mr. Gu**”), aged 43, was appointed as an independent non-executive Director of the Company on 22 August 2023. He has over 20 years of experience in project and administrative management and has extensive expertise in operation and production of glass and materials related products. Mr. Gu was the executive Director of Sunlight Technology Holdings Limited, a company listed on the Stock Exchange (Stock Code: 1950) from 10 December 2021 to 3 March 2023. From 2003 to 2012, Mr. Gu was an executive deputy general manager of Nanjing Yaopi Network Technology Co., Limited*** (formerly known as Nanjing Yaopi Glass Co., Limited***). Since 2014, Mr. Gu has worked as a general manager at Hongze Hetai Investment Co., Limited***. Mr. Gu completed a senior management program from the Business School of Nanjing Normal University.

Save as disclosed above, Mr. Gu has not held (i) any other position in 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. Gu 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 interests in the securities of the Company within the meaning of Part XV of the SFO.

Under the letter of appointment entered into between Mr. Gu and the Company, Mr. Gu's term of service is three years. His directorship in the Company is subject to rotation and reelection at annual general meetings of the Company in accordance with the articles of association of the Company. The remuneration of Mr. Gu is HK\$20,000 per month which is determined by the Board and the Remuneration Committee with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Gu 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) to (v) of the Listing Rules.

*** For identification purpose only. If there is any inconsistency between the Chinese names of the entities and their English translations, the Chinese version shall prevail.

Mr. Man Wai Lun (“Mr. Man”), aged 51, was appointed as an executive Director on 8 January 2019. He obtained his diploma in Business Management from the School of Continuing Education, Hong Kong Baptist University in April 2003 and obtained a bachelor degree of accountancy from the University of South Australia in March 2007. Mr. Man was appointed as an executive Director and a member of the Nomination Committee in January 2019. Mr. Man has over 16 years of experience in accounting.

Currently, Mr. Man is an executive director of Century Group International Holdings Limited (Stock code: 2113). He was previously an independent non-executive director of Elegance Optical International Holdings Limited (stock code: 907) until 9 February 2024, an independent non-executive director of Millennium Pacific Group Holdings Limited (Stock code: 8147) until 29 May 2024 and an independent non-executive director of Momentum Financial Holdings Limited (Stock code: 1152) until 30 April 2024. He was an executive director of China Clean Energy Technology Group Limited (Stock Code: 2379) until 3 October 2022, an independent non-executive director of China Trustful Group Limited (Stock code: 8265, delisted on 12 November 2021) until 9 November 2020 and an executive director of CT Environmental Group Limited (Stock code: 1363, delisted on 10 September 2021) until 19 April 2021.

Save as disclosed above, Mr. Man has not held (i) any other position in 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. Man 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 interests in the securities of the Company within the meaning of Part XV of the SFO.

Under the letter of appointment entered into between Mr. Man 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 of the Company. The remuneration of Mr. Man is HK\$10,000 per month which is determined by the Board and the Remuneration Committee with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Man 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) to (v) of the Listing Rules.

Mr. Pang Zhen (“Mr. Pang”), aged 48, joined the Company in 6 December 2021 and is an executive director of the Company. He graduated from the real estate operation and management major of the Department of Civil Engineering of Anshan Iron and Steel College in July 1998. Mr. Pang has over 20 years work experience in the real estate industry in PRC, mainly engaged in the development, sales and leasing activities of proper ties in PRC since graduation from college in 1998.

Mr. Pang has not held (i) any other position in 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. Pang 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 interests in the securities of the Company within the meaning of Part XV of the SFO.

Under the letter of appointment entered into between Mr. Pang and the Company, Mr. Pang’s term of service is 2 years and automatically renewed for another 2 years upon expiry date unless terminate by either party with prior notice and subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The remuneration of Mr. Pang is HK\$10,000 per month which is determined by the Board and the remuneration committee of the Company with reference to his experience, duties and responsibilities within the Company.

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

Ms. Yan Ming (“Ms. Yan”), aged 43, was appointed as an independent non-executive director of the Company on 23 August 2023 and was re-designated as the executive director of the Company on 19 March 2024. She has over 21 years in general management. Ms. Yan has worked as the general manager of Mianyang Heli Medical Health Management Co. Limited* since November 2005. Ms. Yan obtained a bachelors’ degree in civil engineering from the Southwest University of Science and Technology.

Save as disclosed above, Ms. Yan has not held (i) any other position in 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.

* For identification purpose only

Ms. Yan 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 interests in the securities of the Company within the meaning of Part XV of the SFO.

Under the letter of appointment entered into between Ms. Yan and the Company, Ms. Yan's term of service is three years. Her 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 of the Company. The remuneration of Ms. Yan is HK\$20,000 per month which is determined by the Board and the Remuneration Committee with reference to her experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Yan 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) to (v) of the Listing Rules.

Mr. Lou Tao (“Mr. Lou”), aged 57, obtained a Bachelor's Degree in international finance from Capital University of Economics and Business in 1991. He worked at China Ocean Shipping Company as a financial officer from 1991 to 2000. Mr. Lou has been the General manager of the Electronics Division of Tibet Huajun Advertisement Co., Ltd.* (西藏華君廣告有限公司) since 2001.

Mr. Lou has not held (i) any other position in 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. Lou 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 interests in the securities of the Company within the meaning of Part XV of the SFO.

Under the letter of appointment entered into between Mr. Lou and the Company, Mr. Lou's term of service is three years. 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 of the Company. The remuneration of Mr. Lou is HK\$10,000 per month which is determined by the Board and the Remuneration Committee with reference to his experience, duties and responsibilities within the Company.

Mr. Lou has confirmed that he has met the independence criteria set out in Rule 3.13 of the Listing Rules.

* For identification purpose only

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

Mr. Zheng Yu (“Mr. Zheng”), aged 45, obtained a bachelor’s degree in law from Nanjing University in June 2004 and has over 20 years of experience in the legal profession. Mr. Zheng was an independent non-executive Director of Diwang Industrial Holdings Limited, a company listed on the Stock Exchange (Stock Code: 1950) from 25 January 2022 to 24 January 2024. He obtained the PRC Legal Professional Qualification Certificate in September 2002 and has been a practising lawyer since 2003, currently holding the position of senior partner at Jiangsu Phaedo Law Firm. Mr. Zheng is also an arbitrator on the panel of the Nanjing Arbitration Commission of the JiangSu (NanJing) International Arbitration Centre, an arbitrator on the panel of Taizhou Arbitration Commission and an arbitrator on the panel of Suining Arbitration Commission.

Mr. Zheng has not held (i) any other position in 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. Zheng 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 interests in the securities of the Company within the meaning of Part XV of the SFO.

Under the letter of appointment entered into between Mr. Zheng and the Company, Mr. Zheng’s term of service is three years. 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 of the Company. The remuneration of Mr. Zheng is HK\$10,000 per month which is determined by the Board and the Remuneration Committee with reference to his experience, duties and responsibilities within the Company.

Mr. Zheng has confirmed that he has met the independence criteria set out in Rule 3.13 of the Listing Rules.

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

Mr. Wang Zhenyu (“Mr. Wang”) aged 24, is currently pursuing a master’s degree in finance at Queensland University of Technology and obtained a bachelor’s degree in accounting from Queensland University of Technology in 2021.

Mr. Wang has not held (i) any other position in 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. Wang 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 interests in the securities of the Company within the meaning of Part XV of the SFO.

Under the letter of appointment entered into between Mr. Wang and the Company, Mr. Wang's term of service is three years. 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 of the Company. The remuneration of Mr. Wang is HK\$10,000 per month which is determined by the Board and the Remuneration Committee with reference to his experience, duties and responsibilities within the Company.

Mr. Wang has confirmed that he has met the independence criteria set out in Rule 3.13 of the Listing Rules.

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

NOTICE OF ANNUAL GENERAL MEETING



King International Investment Limited

帝王國際投資有限公司

(formerly known as 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 King International Investment Limited (the “**Company**”) will be held at Suite 2001, 20/F, Two Chinachem Exchange Square, No. 338 King’s Road, North Point, Hong Kong on Friday, 13 September 2024 at 2:30 p.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 2024.
2. To re-elect Mr. Liu Mingqing as an executive Director.
3. To re-elect Mr. Lu Xingwu as an executive Director.
4. To re-elect Mr. Gu Jianguo as an executive Director.
5. To re-elect Mr. Man Wai Lun as an executive Director.
6. To re-elect Mr. Pang Zhen as an executive Director.
7. To re-elect Ms. Yan Ming as an executive Director.
8. To re-elect Mr. Lou Tao as an independent non-executive Director.
9. To re-elect Mr. Zheng Yu as an independent non-executive Director.
10. To re-elect Mr. Wang Zhenyu as an independent non-executive Director.
11. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.

NOTICE OF ANNUAL GENERAL MEETING

12. 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:

13. **“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 (including any sale or transfer of treasury Shares listed on the Stock Exchange, if any) 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 (excluding treasury Shares, if any) 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

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

14. “**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 (excluding treasury Shares, if any) 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”
15. “**THAT** conditional on the passing of the resolutions numbered 13 and 14 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 13 set out in this notice (including any sale or transfer of treasury Shares listed on the Stock Exchange, if any) 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 14 set out in this notice.”

By order of the Board
King International Investment Limited
Wang Mengyao
Chairman and Executive Director

Hong Kong, 23 August 2024

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.

NOTICE OF ANNUAL GENERAL MEETING

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 Tuesday, 10 September 2024 to Friday, 13 September 2024, 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 Monday, 9 September 2024.
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 (*Chairman*)
Mr. Liu Mingqing (*Co-Chairman and
Chief Executive Officer*)
Mr. Lu Xingwu
Mr. Gu Jianguo
Mr. Man Wai Lun
Mr. Pang Zhen
Ms. Yan Ming

Independent non-executive Directors:

Ms. Yang Xilin
Mr. Lou Tao
Mr. Zheng Yu
Mr. Wang Zhenyu