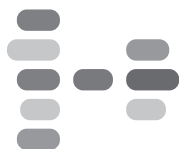


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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.

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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,
REFRESHMENT OF SCHEME MANDATE LIMIT
OF SHARE OPTION SCHEME,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Life Healthcare Group Limited to be held at Unit 3, 10/F, Bank of East Asia Harbour View Center, No. 56 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 September 2017 at 10 a.m. is set out on pages 15 to 19 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 22, 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.

18 August 2017

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DEFINITIONS

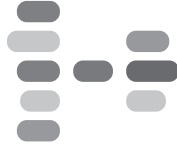
In this circular, the following expressions have the following meanings, unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at Unit 3, 10/F, Bank of East Asia Harbour View Center, No. 56 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 September 2017 at 10 a.m., the notice of which is set out on pages 15 to 19 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”	14 August 2017, 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

DEFINITIONS

“Option Shares”	the new Share(s) to be issued pursuant to the exercise of share options to be granted under the refreshed Scheme Mandate Limit
“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
“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all the options which may be granted under the Share Option Scheme
“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
“Share Option Scheme”	the share option scheme of the Company adopted on 18 September 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“%” or “per cent.”	percentage or per centum

LETTER FROM THE BOARD



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. Hua Yunbo (*Chairman and President*)

Ms. Shan Hua (*Chief Executive Officer*)

Non-executive Director:

Dr. Feng Xiaogang

Independent non-executive Directors:

Mr. Liu Xinghua

Mr. Zhou Jian

Mr. Zheng Chunlei

Ms. Zhang Xuyang

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business in Hong Kong:

Unit 3, 10th Floor

Bank of East Asia Harbour View Center

No. 56 Gloucester Road

Wanchai

Hong Kong

18 August 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT
OF SHARE OPTION SCHEME,
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

LETTER FROM THE BOARD

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; (iv) the refreshment of Scheme Mandate Limit of the Share Option Scheme; and (v) 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 12 August 2016, will lapse at the conclusion of the AGM. Ordinary resolutions will therefore be proposed at the AGM to renew the general mandates so as to give the Directors general authority:

- (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 4,780,625,300 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued 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 a limit of 956,125,060 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 is 4,780,625,300 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate and assuming no further Shares are issued prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 478,062,530 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.

LETTER FROM THE BOARD

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.

REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Share Option Scheme was adopted by the Company pursuant to a resolution of the Shareholders on 18 September 2012. The purpose of the Share Option Scheme is to provide eligible participants with the opportunity to acquire proprietary interests in the Company and to encourage eligible participants to work towards enhancing the value of the Company and the Shares for the benefit of the Company and the Shareholders as a whole.

The Board proposed to seek approval of the Shareholders to refresh the 10% Scheme Mandate Limit of the Share Option Scheme. Pursuant to Rule 17.03(3) of the Listing Rules, the Company may seek approval by its Shareholders in general meeting for “refreshing” the 10% limit under the Share Option Scheme. However, the total number of Shares which may be issued upon exercise of all options to be granted under all of the schemes of the Company (or its subsidiaries) under the limit as “refreshed” must not exceed 10% of the Shares in issue as at the date of approving refreshment of the limit. Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not exceed 30% of the shares of the Company (or its subsidiaries) in issue from time to time. No options may be granted under any schemes of the Company (or its subsidiaries) if this will result in the limit being exceeded.

The Scheme Mandate Limit was last granted at the annual general meeting of the Company held on 26 September 2014, pursuant to which the Directors were authorised to grant options carrying rights to subscribe for up to a maximum number of 214,442,176 Shares, which represented 10% of the total issued share capital of the Company as at the date of that meeting.

The issued share capital of the Company has subsequently increased from 2,144,421,760 to 4,780,625,300 Shares as at the Latest Practicable Date after (i) the allotment and issue of an aggregate of 245,890,890 consideration Shares on 8 August 2016 for acquisition of 30% equity interest in Guangzhou Manrui Biotech Company Limited by the Group; and (ii) allotment and issue of 2,390,312,650 rights Shares on 9 March 2017 pursuant to the rights issue by the Company.

No options was granted, exercised, lapsed or cancelled since the Scheme Mandate Limit was last granted at the annual general meeting of the Company held on 26 September 2014. As at Latest Practicable Date, there are no outstanding options under the Share Option Scheme.

LETTER FROM THE BOARD

In order to provide the Company with greater flexibility in granting share options to eligible persons (including employees and Directors) of the Company under the Share Option Scheme as incentives or rewards for their contribution to the Group, the Board decided to seek the approval from the Shareholders at the AGM to refresh the Scheme Mandate Limit. The Directors consider that refreshment of the Scheme Mandate Limit is in the interest of the Company and the Shareholders as a whole.

Based on 4,780,625,300 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are repurchased and issued and no share options are being granted prior to the AGM, upon the approval of the refreshment of the Scheme Mandate Limit, the Directors will be authorised to grant options entitling the holders of the options to subscribe for a total of 478,062,530 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date.

No outstanding share options of the Company will lapse as a result of the refreshment of the Scheme Mandate Limit. The aggregate number of Shares which may be issued upon the exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company has not exceeded 30% of the Shares in issue as at the Latest Practicable Date. Save for the Share Option Scheme, the Company had no other share option schemes as at the Latest Practicable Date.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution at the AGM to approve the refreshment of the Scheme Mandate Limit by the Shareholders; and
- (ii) the Listing Committee of the Stock Exchange granting an approval for the listing of, and permission to deal in, the Option Shares.

An application will be made to the Listing Committee of the Stock Exchange for the approval mentioned in paragraph (ii) above.

RE-ELECTION OF DIRECTORS

In accordance with Articles 83(3) and 84(1) of the Articles of Association, Mr. Liu Xinghua, Mr. Zhou Jian, Ms. Zhang Xuyang, Dr. Feng Xiaogang and Mr. Zheng Chunlei will retire at the AGM, and being eligible to offer themselves for re-election at the AGM.

The Board currently comprises seven Directors, namely, Mr. Hua Yunbo, Ms. Shan Hua, Dr. Feng Xiaogang, Mr. Liu Xinghua, Mr. Zhou Jian, Mr. Zheng Chunlei and Ms. Zhang Xuyang.

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 15 to 19 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 22, 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; (iv) the refreshment of Scheme Mandate Limit of the Share Option Scheme; and (v) 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.

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 the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate, the refreshment of Scheme Mandate Limit of the Share Option Scheme 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
Hua Yunbo
Chairman and Executive Director

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 4,780,625,300 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued 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 478,062,530 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 2017 (as disclosed in its latest audited financial statements for the year ended 31 March 2017), 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 be material adverse impact on the working capital and on the gearing position 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 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 19.02% 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 21.14%. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. 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.

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>
2016		
August	0.255	0.198
September	0.228	0.181
October	0.207	0.186
November	0.204	0.176
December	0.217	0.134
2017		
January	0.150	0.130
February	0.160	0.137
March	0.236	0.141
April	0.213	0.169
May	0.305	0.201
June	0.260	0.185
July	0.231	0.200
August (up to the Latest Practicable Date)	0.218	0.190

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

Mr. Liu Xinghua (“**Mr. Liu**”), aged 60, was appointed as an independent non-executive Director and the chairman of the nomination committee of the Company with effect from 12 September 2016. 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 30 years’ experience in the financial services industry. Mr. Liu holds a bachelor degree in Chinese language and literature from Beijing Normal University in the PRC.

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 (as defined under the Listing Rules) 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 the prevailing market conditions. 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.

Mr. Zhou Jian (“**Mr. Zhou**”), aged 44, was appointed as an independent non-executive Director, the chairman of the remuneration committee of the Company and a member of the audit committee of the Company with effect from 12 September 2016. Mr. Zhou is currently an executive director and the chief operating officer of Yuan Heng Gas Holdings Limited (Stock code: 332). Mr. Zhou was also a senior manager in the oil storage and distribution divisions of Titan Petrochemicals Group Limited (Stock code: 1192). Mr. Zhou has over 15 years of extensive working experience in the operation and management of companies, and many years working experience of senior management in Hong Kong listed companies, and is familiar with the operation, compliance and governance of Hong Kong listed companies. Mr. Zhou holds a Master’s degree in Economics from the Central University of Finance and Economics, the PRC.

Save as disclosed herein, Mr. Zhou has not held any position with the Company or any of its subsidiaries, and has not been a director in any other listed companies in the last three years. Mr. Zhou 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. Zhou 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 the prevailing market conditions. The directorship of Mr. Zhou 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. Zhou.

Ms. Zhang Xuyang (“Ms. Zhang”), aged 38, holds a Master degree of management and bachelor degree of economics from Tsinghua University. Ms. Zhang was appointed as an independent non-executive Director, the chairman of audit committee of the Company and a member of remuneration committee of the Company with effect from 22 August 2016. Ms. Zhang has over 14 years of working experience in auditing, accounting, corporate finance and financial management, in both private and listed companies and also international audit firm.

Save as disclosed herein, Ms. Zhang has not held any position with the Company or any of its subsidiaries. Ms. Zhang has not been a director in any other listed companies in the last three years. Ms. Zhang 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. Zhang 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\$20,000 per month, which is determined by the Board with reference to her duties and level of responsibilities. The directorship of Ms. Zhang 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. Zhang.

Dr. Feng Xiaogang (“Dr. Feng”), aged 51, holds a Bachelor degree in Law from the Tianjin Normal University, a Master degree in Business Administration from the University of Science and Technology Beijing and a Doctor of Philosophy degree in Management from Twintech International University College of Technology. Dr. Feng was appointed as an executive Director in December 2014 and was re-designated as a non-executive Director in February 2016. Dr. Feng has extensive experience in investment and management. Dr. Feng currently acts as an investment consultant for various companies in the PRC and overseas. During the period from 2001 to 2013, he was a senior management of Ambow Education Holding Ltd. (“**Ambow Education**”), a company which shares are listed on New York Stock Exchange. During the period at Ambow Education, Dr. Feng was involved in various fund raising projects, mergers and acquisitions involving educational institutions in PRC. Prior to joining Ambow Education, Dr. Feng also worked in a PRC government entity and various international companies mainly responsible for investment and business management.

Save as disclosed herein, Dr. Feng has not held any position with the Company or any of its subsidiaries. Dr. Feng has not been a director in any other listed companies in the last three years. Dr. Feng 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.

Dr. Feng 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 Dr. Feng 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 Dr. Feng.

Mr. Zheng Chunlei (“**Mr. Zheng**”), aged 41, holds a Master degree in computer science and technology from Peking University. Mr. Zheng was appointed as an independent non-executive Director in December 2014 and is a member of each of the audit committee and the nomination committee of the Company. Mr. Zheng has over 10 years experience in information technology industry and has extensive experience in management and product development in information technology and mobile game industry.

Save as disclosed herein, Mr. Zheng has not held any position with the Company or any of its subsidiaries. Mr. Zheng has not been a director in any other listed companies in the last three years. Mr. Zheng 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. Zheng 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. Zheng 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. Zheng.

NOTICE OF ANNUAL GENERAL MEETING



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 Unit 3, 10/F, Bank of East Asia Harbour View Center, No. 56 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 September 2017 at 10 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements of the Company together with report of the directors (the “**Directors**”) of the Company and the auditors of the Company for the year ended 31 March 2017.
2. To re-elect the following Directors:
 - (a) Mr. Liu Xinghua as an independent non-executive Director;
 - (b) Mr. Zhou Jian as an independent non-executive Director;
 - (c) Ms. Zhang Xuyang as an independent non-executive Director;
 - (d) Dr. Feng Xiaogang as a non-executive Director; and
 - (e) Mr. Zheng Chunlei as an independent non-executive Director.
3. To authorise the board of the Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint SHINEWING (HK) 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:

5. “**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

NOTICE OF ANNUAL GENERAL MEETING

or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers 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; 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).”

NOTICE OF ANNUAL GENERAL MEETING

6. **“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 any applicable law or the Articles of Association of the Company to be held; or
- (c) the revocation on variation of the authority given under the resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. **“THAT** conditional on the passing of the resolutions numbered 5 and 6 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 5 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

NOTICE OF ANNUAL GENERAL MEETING

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 6 set out in this notice.”

8. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of share options under the share option scheme adopted by the Company on 18 September 2012 (the “**Share Option Scheme**”), the existing scheme mandate limit in respect of the granting of options to subscribe for shares of the Company under the Share Option Scheme be refreshed and renewed provided that the total number of shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10 per cent. of the shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the Directors of the Company be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on the Stock Exchange, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

By order of the Board
Life Healthcare Group Limited
Hua Yunbo
Chairman and Executive Director

Hong Kong, 18 August 2017

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 22, 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.

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.

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

Executive Directors:

Mr. Hua Yunbo (*Chairman and President*)

Ms. Shan Hua (*Chief Executive Officer*)

Non-executive Director:

Dr. Feng Xiaogang

Independent non-executive Directors:

Mr. Liu Xinghua

Mr. Zhou Jian

Mr. Zheng Chunlei

Ms. Zhang Xuyang