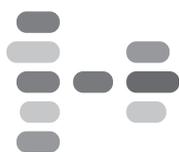


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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,
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 31 October 2019 at 10:00 a.m. is set out on pages 13 to 16 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 54, 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.

30 September 2019

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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 31 October 2019 at 10:00 a.m., the notice of which is set out on pages 13 to 16 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”	25 September 2019, 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

“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
“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong 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*)

Mr. Man Wai Lun

Non-executive Director:

Dr. Feng Xiaogang

Independent non-executive Directors:

Mr. Liu Xinghua

Mr. Zheng Chunlei

Mr. Cheng Chun Man

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

30 September 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO REPURCHASE SHARES,
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 a maximum of 10% of the issued share capital of the Company as at the date of passing the

LETTER FROM THE BOARD

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; 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 then Directors at the annual general meeting of the Company held on 7 September 2018, will lapse at the conclusion of the AGM. Ordinary resolutions will therefore be proposed at the AGM to renew the general mandates so as:

- (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 5,354,285,300 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 approve the Issue Mandate at the AGM, the Directors will be authorised to allot and issue up to 1,070,857,060 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 was 5,354,285,300 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate and assuming no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 535,428,530 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.

RE-ELECTION OF DIRECTORS

The Board currently comprises seven Directors, namely, Mr. Hua Yunbo, Ms. Shan Hua, Mr. Man Wai Lun, Dr. Feng Xiaogang, Mr. Liu Xinghua, Mr. Zheng Chunlei and Mr. Cheng Chun Man.

In accordance with Articles 83(3) and 84(1) of the Articles of Association, Mr. Man Wai Lun, Mr. Cheng Chun Man, Dr. Feng Xiaogang and Mr. Zheng Chunlei 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.

NOTICE OF AGM

Notice of the AGM is set out on pages 13 to 16 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 54, 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; and (iv) 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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 28 October 2019 to 31 October 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 25 October 2019.

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.

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 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
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 5,354,285,300 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued 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 535,428,530 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 2019 (as disclosed in its latest audited financial statements for the year ended 31 March 2019), 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 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 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 28.78% 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 31.98%. The Directors are aware of the possibility of a mandatory general offer by Powerful Software Limited under Rule 26 of the Takeovers Code as a result of repurchase made under the Repurchase Mandate. The Directors have no present intention to exercise the Repurchase Mandate to such an extent to trigger the mandatory general offer by Powerful Software Limited. 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>
2018		
September	0.330	0.180
October	0.228	0.156
November	0.174	0.125
December	0.155	0.107
2019		
January	0.127	0.040
February	0.058	0.047
March	0.077	0.051
April	0.062	0.038
May	0.044	0.030
June	0.037	0.024
July	Note	Note
August	Note	Note
September (up to the Latest Practicable Date)	Note	Note

Note: Trading in the Shares on the Stock Exchange has been suspended since 2 July 2019.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Mr. Man Wai Lun (“**Mr. Man**”), aged 46, was appointed as an executive director of the Company and a member of the nomination committee of the Company in 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 has over 16 years of experience in accounting. He was an executive director and compliance officer of Glory Flame Holdings Ltd. (stock code: 8059) for the period from 26 October 2016 to 19 September 2018. He worked as the chief accountant in Inno-Tech Holdings Limited (stock code: 8202) from May 2006 to January 2011 and was responsible for accounting, management reporting, budgeting and group consolidated.

Currently, Mr. Man is an independent non-executive director of Elegance Optical International Holdings Limited (stock code: 907) and Roma Group Limited (stock code: 8072) and the accountant of Glory Flame Holdings Ltd. (stock code: 8059). He is one of the directors of HF Financial Holdings (H.K.) Limited which was founded by him.

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

Mr. Man has not entered into any service contract with the Company. 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 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) and (v) of the Listing Rules.

Mr. Cheng Chun Man (“Mr. Cheng”), aged 57, is a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheng was appointed as an independent non-executive director of the Company, chairman of each of the audit committee and the nomination committee of the Company, and a member of the remuneration committee of the Company in June 2019. Mr. Cheng has over 30 years’ experience in auditing, consulting and management. He last worked for New World Development (China) Limited/New World China Land Limited in the position of Senior Manager — Project Administration from June 1995 until February 2019. Mr. Cheng is currently the independent non-executive director of Elegance Optical International Holdings Limited (stock code: 907).

Save as disclosed herein, Mr. Cheng has not held (i) any other position of 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. Cheng has no relationships with any Directors, senior management, substantial or controlling shareholders of the Company and does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Cheng has not entered into any service contract with the Company. Under the letter of appointment entered into between Mr. Cheng and the Company, there was no fixed term of service. His directorship in the Company is subject to rotation and re-election pursuant to the Articles of Association. The remuneration of Mr. Cheng is HK\$10,000 per month which is determined with reference to his experience, duties and responsibilities within the Company.

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

Dr. Feng Xiaogang (“Dr. Feng”), aged 53, 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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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.

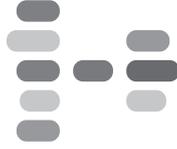
Mr. Zheng Chunlei (“**Mr. Zheng**”), aged 43, holds a Master degree in computer science and technology from Peking University. Mr. Zheng was appointed as an independent non-executive Director in December 2014 and is a member of each of the audit committee and the nomination committee of the Company. 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 31 October 2019 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt 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 2019.
2. To re-elect Mr. Man Wai Lun as an executive Director.
3. To re-elect Mr. Cheng Chun Man as an independent non-executive Director.
4. To re-elect Dr. Feng Xiaogang as a non-executive Director.
5. To re-elect Mr. Zheng Chunlei as an independent non-executive Director.
6. To authorise the board of the Directors (the “**Board**”) to fix the remuneration of the Directors.
7. To re-appoint ZHONGHUI ANDA 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:

8. “**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 be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

9. “**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

NOTICE OF ANNUAL GENERAL MEETING

for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the total number of shares of the Company which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law or the Articles of Association of the Company to be held; 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.”

10. “**THAT** conditional on the passing of the resolutions numbered 8 and 9 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 8 set out in this notice be and is hereby extended by the addition to the total number of shares of the Company, which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 9 set out in this notice.”

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

Hong Kong, 30 September 2019

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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 54, 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.
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*)
Mr. Man Wai Lun

Independent non-executive Directors:

Mr. Liu Xinghua
Mr. Zheng Chunlei
Mr. Cheng Chun Man

Non-executive Director:

Dr. Feng Xiaogang