
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 a licensed securities dealer, or registered institution in securities, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in Life Healthcare Group Limited, you should at once hand this Circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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LIFE HEALTHCARE GROUP LIMITED

蓮和醫療健康集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 928)

(1) PROPOSED SHARE CONSOLIDATION (2) RE-ELECTION OF DIRECTORS AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. on Monday, 21 September 2020 is set out on pages EGM-1 to EGM-3 of this Circular. A form of proxy for use at the EGM is enclosed with this Circular.

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office 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 less than 48 hours before the time appointed for holding the EGM (i.e. no later than 11:00 a.m. on Saturday, 19 September 2020) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE EGM

To safeguard the health and safety of Shareholders and to prevent the spreading of the novel coronavirus (COVID-19) pandemic, the following precautionary measures will be implemented at the EGM:

- (1) Compulsory body temperature screening/checks;
- (2) Compulsory wearing of surgical face mask;
- (3) No provision of food or beverages and no distribution of gifts;
- (4) Number of people in each room limited to four or any other number legitimately allowed.

For the health and safety of Shareholders, the Company would strongly encourage Shareholders to exercise their rights to vote at the EGM by appointing the Chairman of the EGM as their proxy and to return their forms of proxy by the time specified above, instead of attending the EGM in person.

3 September 2020

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PRECAUTIONARY MEASURES FOR THE EGM

In consideration of the control and prevent of spreading of novel coronavirus disease (“COVID-19”) pandemic, the following precautionary measures will be implemented at the EGM so as to safeguard the health and safety of the Shareholders who might be attending the EGM in person:

Voting by proxy at the EGM: The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 pandemic, the Company would strongly encourage Shareholders to exercise their rights to vote at the EGM by appointing the Chairman of the EGM as their proxy instead of attending the EGM in person. Physical attendance is not necessary for the purpose of exercising Shareholders’ rights. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they subsequently so wish.

Completed forms of proxy must be returned to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM and any adjourned meeting thereof.

Shareholders are strongly encouraged to cast their votes by submitting a form of proxy and appointing the Chairman of the EGM as their proxy.

Taking into account the guidelines mentioned in the “Joint Statement in relation to General Meetings in light of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation” published by the Securities and Futures Commission and the Stock Exchange on 1 April 2020, the Company will also implement the following additional precautionary measures at the EGM to ensure the health and safety of the attendees at the EGM:

- (1) Compulsory body temperature screening/checks will be carried out on every attendee before registration at the entrance of Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong. The Company reserves the right to deny entry of any person with a body temperature above the reference range quoted by the Department of Health of Hong Kong from time to time, or is exhibiting flu-like symptoms into the EGM venue or require such person to leave the EGM venue so as to ensure the health and safety of the attendees at the EGM;
- (2) Every attendee will be compulsorily required to wear a surgical face mask throughout the EGM and every attendee will be assigned a designated seat at the time of registration to ensure social distancing;
- (3) No food or beverages will be served and no gifts will be distributed to attendees at the EGM; and

PRECAUTIONARY MEASURES FOR THE EGM

- (4) multiple meeting rooms linked by telecommunication facilities and/or computer devices at the EGM venue will be arranged by the Company and Shareholders or their proxy will be directed to sit in certain meeting rooms to limit the number of people in each room to four or any other number allowed under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G, Laws of Hong Kong) at the date of holding the EGM and to ensure adequate physical distancing between attendees.

Attendees are requested to observe and practise good personal hygiene at all times at the EGM venue.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements with short notice. Shareholders should check the Company's website (<http://www.lifehealthcare.com>) for future announcements and updates on the EGM arrangements when necessary.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below. The expected timetable is for indicative purpose only and is subject to the Share Consolidation becoming unconditional, and may be extended or varied by the Company. Any change to the expected timetable will be announced in separate announcement(s) by the Company as and when appropriate. All times and dates in this Circular refer to Hong Kong local times and dates.

Event	Date
	2020
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM.	4:30 p.m. on Monday, 14 September
Closure of register of members of the Company for determining the entitlement of Shareholders to attend and vote at the EGM.	from Tuesday, 15 September to Monday, 21 September (both days inclusive)
Latest date and time for lodging forms of proxy for the EGM.	11:00 a.m. on Saturday, 19 September
Record date for attendance and voting at the EGM	Monday, 21 September
Expected date and time of the EGM to approve the Share Consolidation.	11:00 a.m. on Monday, 21 September
Announcement of poll results of the EGM	Monday, 21 September
Register of members of the Company re-opens	Tuesday, 22 September
<p><i>The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Consolidation as set out in the section headed "Conditions of the Share Consolidation" in the letter from the Board.</i></p>	
Effective date of the Share Consolidation	Wednesday, 23 September
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Wednesday, 23 September
Commencement of dealings in the Consolidated Shares.	9:00 a.m. on Wednesday, 23 September

EXPECTED TIMETABLE

Event	Date
	2020
Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 23 September
Temporary counter for trading in board lots of 4,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Wednesday, 23 September
Original counter for trading in the Consolidated Shares in new board lots of 20,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-open	9:00 a.m. on Friday, 9 October
Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share Certificates for the Consolidated Shares) commences.	9:00 a.m. on Friday, 9 October
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Friday, 9 October
Temporary counter for trading in Consolidated Shares in board lots of 4,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Friday, 30 October
Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates for Consolidated Shares) ends	4:10 p.m. on Friday, 30 October
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares	4:10 p.m. on Friday, 30 October
Last day for free exchange of existing share certificates into new share certificates for the Consolidated Shares	4:30 p.m. on Tuesday, 3 November

DEFINITIONS

In this Circular, the following terms and expressions have the following meanings unless the context requires otherwise:

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Circular”	this circular despatched to the Shareholders containing, among other things, details of the Share Consolidation, and the notice of the EGM
“Company”	Life Healthcare Group Limited (stock code: 928), a company incorporated in Cayman Islands with limited liability which Shares are listed on the main board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of par value HK\$0.05 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held on Monday, 21 September 2020 to consider and, if thought fit, approve the Share Consolidation
“Existing Share(s)”	ordinary share(s) of par value HK\$0.01 each in the existing share capital of the Company before the Share Consolidation becoming effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	1 September 2020, being the latest practicable date prior to the printing of this Circular for ascertaining certain information for inclusion in this Circular

DEFINITIONS

“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Re-election of Directors”	re-election of Ms. Fu Xiaoji as a non-executive Director and Ms. Zheng Xin as an independent non-executive Directors by the Shareholders at the EGM
“Share(s)”	Existing Share(s) and/or Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every five (5) issued and unissued Existing Shares into one (1) Consolidated Share
“Share Option”	share options to subscribe for new shares of the Company granted under the share option schemes of the Company adopted on 18 September 2012
“Shareholder(s)”	the holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.



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. Xu Xueping (*Chairman*)

Mr. Man Wai Lun

Mr. Yang Zhiying

Non-executive Director:

Ms. Shan Hua

Ms. Fu Xiaoji

Independent non-executive Directors:

Mr. Liu Xinghua

Mr. Cheng Chun Man

Ms. Zheng Xin

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Office A, 18/F,

Aubin House,

171-172 Gloucester Road

Wanchai

Hong Kong

3 September 2020

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 26 August 2020 in relation to, among other things, the Share Consolidation.

The purpose of this Circular is to provide you with further information on the Share Consolidation and to give you the notice of EGM at which a resolution will be proposed to consider and, if thought fit, approve (1) the Share Consolidation; and (2) the Re-election of Directors.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes that every five (5) issued and unissued Existing Shares in the share capital of the Company be consolidated into one (1) Consolidated Share. As at the Latest Practicable Date, there are 6,425,125,300 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Existing Shares will be issued or repurchased from the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 1,285,025,060 Consolidated Shares in issue which are fully paid or credited as fully paid.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$500,000,000 divided into 50,000,000,000 Existing Shares of par value of HK\$0.01 each, of which 6,425,125,300 Existing Shares have been allotted and issued as fully paid or credited as fully paid. Assuming no further Existing Shares will be issued or repurchased between the Latest Practicable Date and the date of the EGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$500,000,000 divided into 10,000,000,000 Consolidated Shares of HK\$0.05 each, of which 1,285,025,060 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

1. the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
2. the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
3. the compliance with the relevant procedures and requirements under the Listing Rules to effect the Share Consolidation.

LETTER FROM THE BOARD

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, the Company has outstanding Share Options entitling the holders thereof to subscribe for a total of 430,200,000 new Existing Shares. Under the relevant terms and conditions thereof, the Share Consolidation may lead to adjustments to the exercise price and the number of shares falling to be issued upon exercise of the Share Options pursuant to the terms thereof. The Company will make further announcement(s) on such adjustment(s) as and when appropriate.

Save as disclosed above, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

No change in board lot size

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 20,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 20,000 Consolidated Shares.

Based on the closing price of HK\$0.034 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the current value of each board lot was HK\$680 and the value of each board lot of 20,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$3,400.

LETTER FROM THE BOARD

Reasons for the Share Consolidation

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 30 August 2019 has further stated that (i) market price of the shares at a level less than HK\$0.1 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

For the last year, the closing price of the Company has been constantly below HK\$0.1 and the existing board lot value has been less than HK\$2,000. The Share Consolidation will increase the nominal value of the Existing Shares and would bring about a corresponding upward adjustment in the expected value per board lot. The Share Consolidation would enable the Company to comply with the trading requirements under the Listing Rules. Further, the Share Consolidation would reduce the overall transaction and handling costs of dealings in the shares of the Company as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade.

Thus, the Board considers that the Share Consolidation would maintain the trading amount for each board lot at a reasonable level in order to attract more investors and to broaden the shareholder base of the Company. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fundraising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

Fractional entitlement to Consolidated Share

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

LETTER FROM THE BOARD

Arrangement on odd lot trading

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Emperor Securities Limited as agent to provide matching service, on a best efforts basis, to those Shareholders who wish to top up or sell their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this facility should contact Mr. Leung Shiu Keung of Emperor Securities Limited at 23rd to 24th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong or at telephone number (852) 2919 2919 from 9:00 a.m. on Friday, 9 October 2020 to 4:10 p.m. on Friday, 30 October 2020.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Wednesday, 23 September 2020, being the second Business Day immediately after the date of the EGM, the Shareholders may during the period from Wednesday, 23 September 2020 to Tuesday, 3 November 2020 (both days inclusive) submit existing share certificates for the Existing Shares (in the colour of green) to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange for new share certificates for the Consolidated Shares (in the colour of purple) at the expense of the Company.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

After 4:10 p.m. on Friday, 30 October 2020, share certificates for the Existing Shares will remain effective as documents of title and may be exchanged for share certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

RE-ELECTION OF DIRECTORS

Ms. Fu Xiaoji was appointed as the non-executive Director and Ms. Zheng Xin was appointed as an independent non-executive Director of the Company on 31 August 2020. Pursuant to Article 83(3) of the Articles of Association of the Company, any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Accordingly, Ms. Fu Xiaoji and Ms. Zheng Xin who were appointed as the non-executive Director and independent

LETTER FROM THE BOARD

non-executive Director on 31 August 2020, respectively will retire at the EGM pursuant to Article 83(3) of the Articles of Association of the Company and, being eligible, offer themselves for re-election at the EGM.

EGM AND PROXY ARRANGEMENT

A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this Circular. At the EGM, a resolution will be proposed to approve the Share Consolidation. The EGM will be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. on Monday, 21 September 2020.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the EGM. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the EGM.

A form of proxy for use at the EGM is enclosed with this Circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.lifehealthcare.com). Whether or not you are able to attend the EGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and deliver it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company's branch share registrar and transfer office, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM (i.e. no later than 11:00 a.m. on Saturday, 19 September 2020) or any adjournment thereof at which the person named in the form of proxy proposes to vote and in default the form of proxy will not be treated as valid. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM and in such event, the form of proxy shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 15 September 2020 to Monday, 21 September 2020, both dates inclusive, during which period no transfer of Existing Shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of Existing Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 14 September 2020.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Share Consolidation and the Re-election of Directors are in the interest of the Company and the Shareholders as a whole and so recommend all Shareholders to vote in favour of the resolution approving the Share Consolidation and the Re-election of Directors at the EGM.

RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes 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 not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this Circular misleading.

Yours faithfully,
By Order of the Board
Life Healthcare Group Limited
Xu Xueping
Executive Director

The following are the details of the Directors due to retire and proposed to be re-elected at the EGM:

AS NON-EXECUTIVE DIRECTORS:

Ms. Fu Xiaoji (“Ms. Fu”)

Ms. Fu, aged 38, with a bachelor’s degree, is currently in charge of operations of Shenzhen BlueZone Technologies Co., Ltd.* (深圳藍色海潮科技有限公司) Ms. Fu has more than 10 years of experience in the Internet and mobile Internet industry, and has worked in Alibaba Group, WOOMI of South Korea and other well-known companies, with rich experience in Internet advertising and Internet medical industry.

Ms. Fu 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.

As the Latest Practicable Date, Ms. Fu 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 Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”).

Under the letter of appointment entered into between Ms. Fu and the Company, Ms. Fu’s term of service is 2 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. Fu is HK\$20,000 per month which is determined by the Board and the remuneration committee of the Company with reference to her experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the appointment of Ms. Fu 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.

* *For identification purpose only*

AS INDEPENDENT NON-EXECUTIVE DIRECTORS:**Ms. Zheng Xin (“Ms. Zheng”)**

Ms. Zheng, aged 37, obtained her Juris Doctor degree and Juris Master degree from City University of Hong Kong in July 2019 and August 2016, respectively. Since 2014, Ms. Zheng has worked in Shanghai Allbright Law Offices (Shenzhen)* (上海市錦天城(深圳)律師事務所) and is responsible for the interface with clients in Hong Kong, Australia and the United States, participating in domestic and foreign capital market projects, including initial public offerings, mergers and acquisitions and restructuring. Ms. Zheng is well-versed in the laws of the healthcare industry and the rules of operation of the Hong Kong securities market and is an accredited mediator in Hong Kong and a Hong Kong arbitrator of CIarb (East Asia Branch). Prior to commencing her legal career, Ms. Cheng worked at Shenzhen Holy Medical Technology Development Co., Ltd.* (深圳市聖愛醫學科技發展有限公司) and has over 8 years of experience in the medical and technology industry.

Ms. 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. As the Latest Practicable Date, Ms. 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 Ms. Zheng and the Company, Ms. Zheng’s term of service is 2 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. Zheng 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 appointment of Ms. 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.

* For identification purpose only



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蓮和醫療健康集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 928)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Life Healthcare Group Limited (the “**Company**”) will be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. on Monday, 21 September 2020 for the purpose of considering, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and the permission to deal in, the Consolidated Shares (as defined below):
 - (a) with effect from the second business day immediately following the date on which this resolution is passed, every five (5) issued and unissued existing ordinary shares of the Company of HK\$0.01 (the “**Existing Shares**”) each be consolidated into one (1) ordinary share of HK\$0.05 each (each a “**Consolidated Share**”), such Consolidated Shares shall rank *pari passu* in all respects with each other (the “**Share Consolidation**”) so that following the Share Consolidation the authorised share capital of the Company will be changed from HK\$500,000,000 divided into 50,000,000,000 Existing Shares of par value of HK\$0.01 each to HK\$500,000,000 divided into 10,000,000,000 Consolidated Shares of par value of HK\$0.05 each;
 - (b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company; and
 - (c) any one of the directors of the Company be and is hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Consolidation.”

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2. “**THAT** Ms. Fu Xiaoji be and is hereby re-elected as a non-executive director of the Company and the board of directors of the Company be authorised to fix the remuneration of Ms. Fu Xiaoji.”
3. “**THAT** Ms. Zheng Xin be and is hereby re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix the remuneration of Ms. Zheng Xin.”

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

Hong Kong, 3 September 2020

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one proxy or, if he is a holder of more than one share, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is so appointed.
2. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding of the share.
3. For determining the entitlement of shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 15 September 2020 to Monday, 21 September 2020, both dates inclusive, during which period no transfer of Existing Shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of Existing Shares shall ensure that all transfer documents 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 for registration no later than 4:30 p.m. on Monday, 14 September 2020.
4. A proxy form for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.

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6. In order to be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at 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 less than 48 hours before the time appointed for holding the EGM (i.e. no later than at 11:00 a.m. Saturday, 19 September 2020) or any adjournment thereof (as the case may be).
7. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the EGM or any adjournment thereof (as the case may be) and, in such event, the proxy form appointing a proxy shall be deemed to be revoked.

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

Executive Directors:

Mr. Xu Xueping (*Chairman*)
Mr. Man Wai Lun
Mr. Yang Zhiying

Independent Non-executive Directors:

Mr. Liu Xinghua
Mr. Cheng Chun Man
Ms. Zheng Xin

Non-executive Director:

Ms. Shan Hua
Ms. Fu Xiaoji