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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

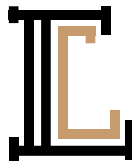
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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Life Concepts Holdings Limited (the “Company”), you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

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# LIFE CONCEPTS

## Life Concepts Holdings Limited

## 生活概念控股有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8056)**

### **(I) PROPOSED SHARE CONSOLIDATION; (II) PROPOSED CHANGE IN BOARD LOT SIZE; AND (III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A notice convening the extraordinary general meeting (“EGM”) of the Company to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 30 August 2024 at 3:00 p.m. (or immediately after the annual general meeting (“AGM”), whichever is later) is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed in this circular.

Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed revoked.

15 August 2024

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## **CHARACTERISTICS OF GEM**

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### **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:*

“AGM”	the annual general meeting of the Company to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 30 August 2024 at 2:30 p.m.
“Announcement”	the announcement of the Company dated 23 July 2024 in relation to the Share Consolidation and the Change in Board Lot Size
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted, “extreme condition” caused by super typhoons or on which a “black” rainstorm warning is issued 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
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 5,000 Existing Shares to 10,000 Consolidated Shares
“Company”	Life Concepts Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the Shares of which are listed on GEM (stock code: 8056)
“Consolidated Share(s)”	ordinary share(s) of par value of US\$0.02 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company

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## DEFINITIONS

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“EGM”	the extraordinary general meeting of the Company convened to be held for the purpose of considering and, if thought fit, approving the Share Consolidation
“Existing Share(s)”	ordinary share(s) of par value of US\$0.001 each in the existing share capital of the Company before the Share Consolidation becoming effective
“GEM”	the GEM of the Stock Exchange
“GEM Listing Committee”	the GEM listing sub-committee of the board of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	9 August 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every twenty (20) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 14 July 2016
“Shareholder(s)”	the holder(s) of the Share(s)

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States

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## EXPECTED TIMETABLE

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*The expected timetable for the Share Consolidation and Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.*

Events	Time and Date
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Despatch date of circular with notice of the EGM . . . . .	Thursday, 15 August 2024
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Latest date and time for lodging transfer documents in order to qualify for attendance and voting at the EGM . . . . .	4:30 p.m. on Friday, 23 August 2024
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Closure of register of members for determining the entitlement to attend and vote at the EGM (both days inclusive) . . . . .	Monday, 26 August 2024 to Friday, 30 August 2024
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Latest date and time for lodging forms of proxy for the EGM . . . . .	3:00 p.m. on Wednesday, 28 August 2024
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Record date for attendance and voting at the EGM . . . . .	Friday, 30 August 2024
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Date and time of the EGM . . . . .	3:00 p.m. on Friday, 30 August 2024
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Publication of the announcement of voting results of the EGM . . . . .	Friday, 30 August 2024
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**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation:**

Effective date of the Share Consolidation . . . . .	Tuesday, 3 September 2024
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First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares commences . . . . .	Tuesday, 3 September 2024
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Dealings in Consolidated Shares commence . . . . .	9:00 a.m. on Tuesday, 3 September 2024
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## EXPECTED TIMETABLE

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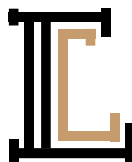
Original counter for trading in the Existing Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Tuesday, 3 September 2024
Temporary counter for trading in the Consolidated Shares in board lots of 250 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Tuesday, 3 September 2024
Effective date of the new board lot size . . . . .	Tuesday, 17 September 2024
Original counter for trading in the Consolidated Shares in new board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens . . . . .	9:00 a.m. on Tuesday, 17 September 2024
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences . . . . .	9:00 a.m. on Tuesday, 17 September 2024
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	9:00 a.m. on Tuesday, 17 September 2024
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	4:00 p.m. on Wednesday, 9 October 2024
Temporary counter for trading in the Consolidated Shares in board lots of 250 Consolidated Shares (in the form of existing share certificates) closes . . . . .	4:10 p.m. on Wednesday, 9 October 2024
Parallel trading in the Consolidated Shares (in form of new share certificates and existing share certificates) ends . . . . .	4:10 p.m. on Wednesday, 9 October 2024
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	Monday, 14 October 2024



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## LETTER FROM THE BOARD

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# LIFE CONCEPTS

## Life Concepts Holdings Limited

## 生活概念控股有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8056)**

*Executive Directors:*

Mr. XU Qiang (*Chairman and Chief Executive Officer*)

Mr. LIU Guowei

Mr. YU Quansheng

Ms. WU Liyu

*Registered Office:*

Canon's Court

22 Victoria Street

Hamilton, HM 12

Bermuda

*Independent Non-executive Directors:*

Mr. HUI Hung Kwan

Mr. BIAN Hongjiang

Mr. CHEN Wenrui

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

Room 806, 8/F

Stelux House

698 Prince Edward Esat,

San Po Kong, Kowloon, Hong Kong

15 August 2024

*To the Shareholders*

Dear Sir/Madam,

**(I) PROPOSED SHARE CONSOLIDATION;  
(II) PROPOSED CHANGE IN BOARD LOT SIZE;  
AND  
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

### INTRODUCTION

References are made to the Announcement in relation to the Share Consolidation and the Change in Board Lot Size.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information relating to (i) the proposed Share Consolidation; (ii) the proposed Change in Board Lot Size; and (iii) notice convening the EGM.

### **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) Existing Shares of par value of US\$0.001 each in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share of par value of US\$0.02 each.

### **Conditions of the Share Consolidation**

The implementation of the Share Consolidation is conditional upon the following conditions being fulfilled:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Bermuda and the GEM Listing Rules to effect the Share Consolidation.

The Share Consolidation is expected to become effective on Tuesday, 3 September 2024 subject to the fulfilment of the above conditions.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

### **Effects of the Share Consolidation**

As at the Latest Practicable Date, the authorised share capital of the Company is US\$100,000,000 divided into 100,000,000,000 Existing Shares of par value of US\$0.001 each, and there are 2,268,290,908 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further 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 113,414,545 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at US\$100,000,000 but will be divided into 5,000,000,000 Consolidated Shares of par value of US\$0.02 each.

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

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## LETTER FROM THE BOARD

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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. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

### **Listing application**

An application will be made by the Company to the GEM Listing Committee of 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 the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, 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 equity or debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes 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 no 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.

As at the Latest Practicable Date, the total number of Shares available for further grant under the Share Option Scheme of the Company is 80,000,000 Existing Shares. Immediately upon the Share Consolidation becoming effective, the total number of Shares available for further grant under the Share Option Scheme of the Company is 4,000,000 Consolidated Shares.

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## LETTER FROM THE BOARD

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### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 5,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 5,000 Existing Shares to 10,000 Consolidated Shares.

Based on the closing price of HK\$0.011 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the estimated market value of each board lot of 5,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$1,100; and (ii) the estimated market value of each board lot of 10,000 Consolidated Shares, assuming the Change of Board Lot had also been effective, would be HK\$2,200.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

### **OTHER ARRANGEMENTS**

#### **Fractional entitlement to Consolidated Shares**

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.

#### **Matching services for odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Innovax Securities Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 a.m. on Tuesday, 17 September 2024 to 4:00 p.m. on Wednesday, 9 October 2024 (both days inclusive). Any Shareholder who wishes to use this matching service should contact Mr. Wen (Settlement Department) at (852) 2311 0287, Unit A-C, 20/F, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong during office hours of such period.

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.

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## LETTER FROM THE BOARD

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### **Exchange of certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be Tuesday, 3 September 2024, Shareholders may on or after Tuesday, 3 September 2024 and until Monday, 14 October 2024 (both days inclusive), submit their existing share certificates for the Existing Shares in orange colour to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for exchange for new share certificates for the Consolidated Shares in pink colour at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the share registrar for exchange of new share certificates.

After 4:10 p.m. on Wednesday, 9 October 2024, trading will only be in Consolidated Shares. 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.

### **REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE**

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required 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 1 October 2020 has further stated that (i) market price of the securities at a level less than HK\$0.1 will be considered as approaching the extremities of HK\$0.01 as referred to Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

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## LETTER FROM THE BOARD

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The highest and lowest prices at which the Existing Shares have been traded on the Stock Exchange during each of the previous six months up to and including the Latest Practicable Date were as follows:

	<b>Highest trading prices HK\$</b>	<b>Lowest trading prices HK\$</b>
<b>2024</b>		
February	0.030	0.015
March	0.029	0.015
April	0.030	0.016
May	0.022	0.016
June	0.020	0.015
July	0.021	0.013
August (up to and including the Latest Practicable Date)	0.013	0.010

Based on the highest and lowest prices at which the Existing Shares have been traded as disclosed above, for the past six months up to and including the Latest Practicable Date, the Existing Shares have been traded at a price below HK\$0.10 and the value of the board lot ranged from HK\$50 to HK\$150, which was less than HK\$2,000.

The Board considers that after the Share Consolidation and the Change in Board Lot Size became effective, the estimated board lot size value will be HK\$2,200 (based on the closing price of HK\$0.011 per Existing Share as at the Latest Practicable Date). This will enable the Company to comply with the trading requirements under the GEM Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction cost for each securities trade. With a corresponding upward adjustment in the trading amount for each board lot, the Board believes that the Share Consolidation and the Change in Board Lot Size will make investing in the Shares more attractive to a broader range of investors, and therefore further broaden the shareholder base of the Company.

In addition, in determining the proposed consolidation ratio under the Share Consolidation, the Board has taken into account (i) the proposed new board lot size together with the proposed consolidation ratio represents an integral multiple of the existing board lot size, which will cause minimum impact on the creation of odd lots; (ii) the share price per Consolidated Share will increase, with a buffer for any future price fluctuations, for the purpose of fulfilling the trading requirements under the GEM Listing Rules; and (iii) higher share consolidation ratio may result in greater impact on trading liquidity which in turn may not be beneficial to the Shareholders and investors.

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## LETTER FROM THE BOARD

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In view of the above, the Company considers the proposed consolidation ratio, the Share Consolidation and the Change in Board Lot Size are justifiable notwithstanding the potential costs and impact arising from the creation of odd lots to Shareholders. Accordingly, the Board is of the view that the proposed consolidation ratio, the Share Consolidation and the Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no current plans for, or intention to conduct, any other corporate actions (such as share consolidation, sub-division or change in board lot size) in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation in the next 12 months 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 GEM Listing Rules as and when appropriate.

### EGM

The EGM will be held at Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 30 August 2024 at 3:00 p.m. (or immediately after the AGM, whichever is later) to consider and, if thought fit, pass the resolution to approve the Share Consolidation. A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for the EGM is enclosed with this circular.

Whether or not you intend to be present at the EGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time scheduled for the EGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the meeting in person or any adjourned meeting should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders have any material interest in the Share Consolidation, and accordingly, none of the Shareholders will be required to abstain from voting on the ordinary resolution in relation to the Share Consolidation at the EGM.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM (or any adjournment thereof), the register of members of the Company will be closed from Monday, 26 August 2024 to Friday, 30 August 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Friday, 23 August 2024.

### 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.

### COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, the controlling shareholders of the Company or any of their respective close associates (as defined under the GEM Listing Rules) has any interest in a business which competes or may compete with the business of the Group nor does any of them has or may have any other conflicts of interests with the Group.

### RECOMMENDATION

The Board considers that the Share Consolidation is in the interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,  
For and on behalf of the Board  
**Life Concepts Holdings Limited**  
**Xu Qiang**  
*Chairman, Executive Director and  
Chief Executive Officer*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### LIFE CONCEPTS

#### Life Concepts Holdings Limited

#### 生活概念控股有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8056)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS THEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Life Concepts Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 30 August 2024 at 3:00 p.m. (or immediately after the annual general meeting of the Company to be held at 2:30 p.m. on the same day and at the same venue, whichever is later) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as an ordinary resolution:

### ORDINARY RESOLUTION

1. **“THAT** subject to and conditional upon, among other things, the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:
  - (i) every twenty (20) issued and unissued ordinary shares of US\$0.001 each in the share capital of the Company be consolidated into one (1) ordinary share of US\$0.02 each (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company (the “**Share Consolidation**”);
  - (ii) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (each a “**Director**”) of the Company may think fit; and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (iii) any one of the Directors be and is hereby authorised to approve, sign and execute such documents and do and/or procure to be done any and all acts, deeds and things which in his/her opinion may be necessary, desirable or expedient to effect and implement the Share Consolidation.”

By order of the Board  
**Life Concepts Holdings Limited**  
**Xu Qiang**  
*Chairman, Executive Director and  
Chief Executive Officer*

Hong Kong, 15 August 2024

*Notes:*

- (1) Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the EGM or its adjournment (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provision of the Bye-laws of the Company. A proxy need not be a Member 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 in respect of which such proxy is so appointed.
- (2) In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the EGM or its adjournment (as the case may be). Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the EGM or its adjournment should he/she so wish. In such event, the form of proxy shall be deemed to be revoked.
- (3) Where there are joint registered holders of any Share, any one of such joint holders may vote at the EGM, 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 is present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- (4) For determining the entitlement to attend and vote at the EGM, the register of Members will be closed from Monday, 26 August 2024 to Friday, 30 August 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order for a Shareholder to be eligible to attend and vote at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Friday, 23 August 2024.