

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



LIFE CONCEPTS

Life Concepts Holdings Limited

生活概念控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8056)

- (I) POSTPONEMENT OF EXTRAORDINARY GENERAL MEETING;**
- (II) EXTENSION OF CLOSURE OF REGISTER OF MEMBERS;**
- (III) REVISED TIMETABLE IN RELATION TO**
 - (1) PROPOSED CHANGE OF DOMICILE;**
- (2) PROPOSED ADOPTION OF MEMORANDUM OF CONTINUANCE AND NEW BYE-LAWS;**
- (3) PROPOSED REDUCTION OF SHARE PREMIUM ACCOUNT;**
- (4) PROPOSED CAPITAL REORGANISATION; AND**
- (5) PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TWO (2) ADJUSTED SHARES HELD ON RECORD DATE; AND**
- (IV) CONTINUED SUSPENSION OF TRADING**

References are made to the circular (the “**Circular**”), the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) and the accompany form of proxy of Life Concepts Holdings Limited (the “**Company**”) dated 28 June 2022 in respect of, among other things, (i) proposed Change of Domicile; (ii) proposed Adoption of Memorandum of Continuance and New Bye-laws; (iii) proposed Reduction of Share Premium Account; (iv) proposed Capital Reorganisation; and (v) proposed Rights Issue on the basis of three (3) Rights Shares for every two (2) Adjusted Shares held on record date . Unless otherwise stated, capitalised terms used herein shall have the same meaning as those defined in the Circular.

POSTPONEMENT OF EGM

With reference to the announcement of the Company dated 19 July 2022 in relation to the further delay in publication of the annual results of the Group for the year ended 31 March 2022 (the “**Annual Results**”), the Annual Results is expected to be published on or before 12 August 2022.

In light of the further delay in the publication of the Annual Results and to allow the Shareholders to assess the latest financial position of the Company prior to voting on the EGM, the Company hereby postpones the EGM originally scheduled to be held at 10:00 a.m. on Monday, 1 August 2022 to 10:00 a.m. on Monday, 15 August 2022.

EXTENSION OF CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of Shareholders entitled to attend the EGM, the register of members of the Company was originally scheduled to be closed from Wednesday, 27 July 2022 to Monday, 1 August 2022 (both days inclusive), during which no transfer of Shares was registered. Due to the postponement of the EGM, the book closure period of the register of members of the Company will be changed into from Wednesday, 27 July 2022 to Monday, 15 August 2022 (both days inclusive) accordingly. Shareholders whose names appear on the list of Shareholders on Wednesday, 27 July 2022 are entitled to attend and vote at the EGM. For Shareholders who intend to attend and vote at the EGM, all share transfer documents should have been delivered to the Registrar of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, no later than 4:30 p.m. on Tuesday, 26 July 2022.

Save for the above-mentioned changes, all other information set out in the Notice and the Circular shall remain unchanged.

THE PROXY FORM

The form of proxy for use at the EGM has been enclosed with the Notice and the Circular. Shareholders who wish to change their votes or have not yet returned the proxy forms are advised to complete and deposit the proxy forms in accordance with the instructions printed thereon, to the Company’s Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the EGM postponed to be held on Monday, 15 August 2022.

For the avoidance of doubt, any forms of proxy duly completed and returned in accordance with the instructions printed thereon by the shareholders remains valid for the EGM postponed to be held on Monday, 15 August 2022 and the shareholders are not required to submit again. If any Shareholder chooses to redeposit a form of proxy, the last form of proxy received will revoke and supersede any form(s) of proxy previously deposited by such Shareholder.

REVISED EXPECTED TIMETABLE

In view of the postponement of the EGM, the expected timetable for the implementation of the Change of Domicile, the Adoption of Memorandum of Continuance and New Bye-laws, the Reduction of Share Premium Account, the Capital Reorganisation and the Rights Issue is expected to be revised.

Set out below is the expected timetable for the implementation of the Change of Domicile, the Adoption of Memorandum of Continuance and New Bye-laws, the Reduction of Share Premium Account and the Capital Reorganisation:

Event	2022
Latest time for lodging transfers of shares to qualify for attendance and voting at the EGM	4:30 p.m. on Tuesday, 26 July
Closure of register of members of the Company for attending and voting at the EGM (both days inclusive)	Wednesday, 27 July to Monday, 15 August
Latest time for lodging forms of proxy for the purpose of the EGM	10:00 a.m. on Saturday, 13 August
Record date for determining attendance and voting at the EGM	Monday, 15 August
Expected date and time of the EGM	10:00 a.m. on Monday, 15 August
Announcement of poll results of the EGM	Monday, 15 August

The following events are conditional on the fulfilment of the conditions for the implementation of the Change of Domicile, the Adoption of Memorandum of Continuance and New Bye-laws, the Reduction of Share Premium Account and the Capital Reorganisation:

Expected effective date of the Change of Domicile and the Adoption of Memorandum of Continuance and New Bye-laws on or after Tuesday, 6 September (Bermuda time)/ on or after Wednesday, 7 September

Expected effective date of the Reduction of Share Premium Account on or after Tuesday, 6 September (Bermuda time)/ on or after Wednesday, 7 September

Expected effective date and time of the Capital Reorganisation 9:00 a.m. on Tuesday, 27 September

First day of free exchange of share certificates of Shares into new share certificates for Adjusted Shares Tuesday, 27 September

Commencement of dealings in Adjusted Shares 9:00 a.m. on Tuesday, 27 September

Last day and time for free exchange of existing share certificates for new share certificates of Adjusted Shares 4:00 p.m., on Tuesday, 1 November

Set out below is the expected timetable for the Rights Issue:

Event	Year 2022
Latest time for lodging transfers of shares to qualify for attendance and voting at the EGM	4:30 p.m. on Tuesday, 26 July
Closure of register of members of the Company for attending and voting at the EGM (both days inclusive)	Wednesday, 27 July to Monday, 15 August
Latest time for lodging forms of proxy for the purpose of the EGM	10:00 a.m. on Saturday, 13 August
Record date for determining attendance and voting at the EGM	Monday, 15 August
Expected date and time of the EGM	10:00 a.m. on Monday, 15 August
Announcement of poll results of the EGM	Monday, 15 August
Last day of dealings in Adjusted Shares on a cum-rights basis	Tuesday, 27 September
First day of dealings in the Adjusted Shares on an ex-rights basis	Wednesday, 28 September
Latest time for lodging transfer of Adjusted Shares in order to qualify for the Rights Issue	4:30 p.m. on Thursday, 29 September
Register of members of the Company closes (both days inclusive)	Friday, 30 September to Friday, 7 October
Record Date for determining entitlements to the Rights Issue	Friday, 7 October
Register of members of the Company re-opens	Monday, 10 October

Despatch of Prospectus Documents (in the case of Excluded Shareholders, the Prospectus only) Monday, 10 October

First day of dealing in nil-paid Rights Shares 9:00 a.m. on Wednesday, 12 October

Latest time for splitting of the PAL 4:30 p.m. on Friday, 14 October

Last day of dealing in nil-paid Rights Shares Wednesday, 19 October

Latest Time for Acceptance of and payment for the Rights Shares and application and payment for excess Rights Shares 4:00 p.m. on Monday, 24 October

Latest Time for Termination of the Underwriting Agreement and for the Rights Issue to become unconditional 4:00 p.m. on Tuesday, 25 October

Announcement of allotment results Monday, 31 October

Despatch of certificates for fully-paid Rights Shares and refund cheques, if any (if the Rights Issue is terminated and in respect of unsuccessful or partially successful application for excess Rights Shares) Tuesday, 1 November

Expected first day of dealings in fully-paid Rights Shares 9:00 a.m. on Wednesday, 2 November

Designated broker starts to stand in the market to provide matching services for odd lots of Shares 9:00 a.m. on Wednesday, 2 November

Designated broker ceases to stand in the market to provide matching services for odd lots of Shares 4:00 p.m. on Wednesday, 23 November

All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above or in other parts of this announcement are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 4 July 2022 and will remain suspended pending publication of the Annual Results.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Life Concepts Holdings Limited
James Fu Bin Lu
*Chairman, Executive Director and
Chief Executive Officer*

Hong Kong, 27 July 2022

As at the date of this announcement, the Board comprises Mr. James Fu Bin Lu (Chairman and Chief Executive Officer), Mr. Long Hai and Ms. Li Qing Ni as executive Directors; and Mr. Lu Cheng, Mr. Shi Kangping and Mr. Kim Jin Tae as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at www.lifeconcepts.com.