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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or 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**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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) PROPOSALS FOR RE-ELECTION OF DIRECTORS**  
**(II) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES**  
**(III) PROPOSED CHANGE OF COMPANY NAME**  
**AND**  
**(IV) NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in the lower portion of this cover page and the first page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the 2023 AGM to be held at Portion 2, 12/F, The Centre, 99 Queen’s Road, Central, Hong Kong on Thursday, 28 September 2023 at 2:30 p.m. is set out on pages 17 to 22 of this circular. A form of proxy for use in connection with the 2023 AGM is enclosed with this circular.

If you are not able to attend the 2023 AGM in person but wish to exercise your right as a Shareholder, you are requested to 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 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 2023 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or its adjournment should you so wish. If you attend and vote in person at the 2023 AGM, the authority of your proxy will be revoked.

*This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from its date of publication and on the Company’s website at [www.lifeconcepts.com](http://www.lifeconcepts.com).*

6 September 2023

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-size 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 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 following respective meanings:*

“2023 AGM”	the annual general meeting of the Company to be held at Portion 2, 12/F, The Centre, 99 Queen’s Road, Central, Hong Kong on Thursday, 28 September 2023 at 2:30 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the 2023 AGM Notice
“2023 AGM Notice”	the notice dated 6 September 2023 for convening the 2023 AGM set out on pages 17 to 22 of this circular
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended, supplemented or otherwise modified from time to time
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	Life Concepts Holdings Limited 生活概念控股有限公司, 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)
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“ED(s)”	executive Director(s)
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“INED(s)”	independent non-executive Director(s)
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot and issue Shares with an aggregate number not exceeding 20% of the number of Shares in issue as at the date of passing of the proposed ordinary resolution no. 5(A) of the 2023 AGM Notice
“Latest Practicable Date”	4 September 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Life Concepts Holdings Limited” to “Jinyu Mantang Holdings Limited” and the secondary name in Chinese of the Company from “生活概念控股有限公司” to “金玉滿堂控股集團有限公司”
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par value US\$0.001 each in the capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to buy back Shares with an aggregate number not exceeding 10% of the number of Shares in issue as at the date of passing of the proposed ordinary resolution no. 5(B) of the 2023 AGM Notice
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules

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## DEFINITIONS

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“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time and administrated by the Securities and Futures Commission of Hong Kong
“%”	per cent.

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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)**

*EDs:*

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

Mr. YU Qinglong

Mr. LIU Guowei

Ms. LI Junping

*Registered Office:*

Canon's Court

22 Victoria Street

Hamilton, HM 12

Bermuda

*INEDs:*

Mr. HUI Hung Kwan

Mr. BIAN Hongjiang

Mr. CHEN Wenrui

*Head Office and Principal Place of*

*Business in Hong Kong:*

Room 1701-3, 1704, 17/F.

Chinachem Hollywood Centre

1-13 Hollywood Road

Central, Hong Kong

6 September 2023

*To the Shareholders,*

Dear Sir or Madam,

**(I) PROPOSALS FOR RE-ELECTION OF DIRECTORS**  
**(II) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES**  
**(III) PROPOSED CHANGE OF COMPANY NAME**  
**AND**  
**(IV) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the 2023 AGM. These include ordinary resolutions relating to, among other matters, (i) the re-election of the Directors; (ii) the granting to the Directors of the Share Buy-back Mandate and the Issue Mandate; (iii) the extension of the Issue Mandate to include Shares repurchased under the Share Buy-back Mandate; and (iv) special resolution relating to the Proposed Change of Company Name.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of seven (7) Directors, namely Mr. XU Qiang, Mr. YU Qinglong, Mr. LIU Guowei and Ms. LI Junping as EDs; and Mr. HUI Hung Kwan, Mr. BIAN Hongjiang and Mr. CHEN Wenrui as INEDs.

In accordance with Bye-law 102(B) of Bye-laws, any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. As such, Mr. XU Qiang, Mr. YU Qinglong, Mr. LIU Guowei, Ms. LI Junping, Mr. HUI Hung Kwan, Mr. BIAN Hongjiang and Mr. CHEN Wenrui (collectively, the “**Retiring Directors**”) will offer themselves for re-election at the 2023 AGM.

The Nomination Committee had evaluated the performance of the Retiring Directors and found their performance satisfactory. The Nomination Committee also considered that the Retiring Directors’ experience, skills and other perspectives as set out in Appendix I to this circular can bring further contributions to the Board and its diversity. Therefore, upon the nomination of the Nomination Committee, the Board has recommended that both the Retiring Directors stand for re-election as Directors at the 2023 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board Meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2023 AGM. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board.

Details of the Retiring Directors to be re-elected are set out in Appendix I to this circular in accordance with the relevant requirements of the GEM Listing Rules.

### GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

On 23 September 2022, ordinary resolutions were passed for the granting of general mandates to the Directors (i) to allot, issue or otherwise deal with additional Shares up to 20% of the total number of Shares in issue as at that date (the “**Existing Issue Mandate**”), being 162,050,000 Shares; and (ii) to buy back Shares up to 10% of the total number of Shares in issue as at that date (the “**Existing Buy-back Mandate**”), being 81,025,000 Shares.

The Existing Issue Mandate and the Existing Buy-back Mandate will expire upon the conclusion of the 2023 AGM. The Directors consider that the Existing Issue Mandate and the Existing Buy-back Mandate are in the interests of both the Company and the Shareholders as a whole.



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## LETTER FROM THE BOARD

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An exercise of the Existing Issue Mandate enables the Company to raise additional capital of the Company from time to time. An exercise of the Existing Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share. Consequently, the Board recommends that these mandates be renewed by the Company at the 2023 AGM.

An ordinary resolution will be proposed at the 2023 AGM to approve the granting of the Issue Mandate to Directors to allot, issue or otherwise deal with additional Shares up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution. Subject to the passing of the relevant resolution and assuming that no further Shares are issued or bought back by the Company after the Latest Practicable Date and before the 2023 AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 379,658,181 Shares, representing 20% of the total number of Shares in issue of the Company.

In addition, an ordinary resolution will be proposed at the 2023 AGM to approve the granting of the Share Buy-back Mandate to Directors to buy back Shares up to 10% of the total number of Shares in issue as at the date of passing the relevant resolution.

An explanatory statement containing the particulars required by the GEM Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against Resolution No. 5(B) to be proposed at the 2023 AGM in relation to the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

The Directors, as at the date hereof, wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

### **EXTENSION OF GENERAL MANDATES TO ISSUE SHARES**

Subject to the passing of the respective ordinary resolutions to grant the Issue Mandate and Share Buy-back Mandate, an ordinary resolution authorising the extension of the Issue Mandate to include the number of Shares bought back (if any) under the Share Buy-back Mandate will also be proposed at the 2023 AGM.

### **PROPOSED CHANGE OF COMPANY NAME**

Reference is made to the announcement of the Company dated 27 March 2023 in relation to the Proposed Change of Company Name (the “**Announcement**”).

As stated in the Announcement, the Board proposes to change the English name of the Company from “Life Concepts Holdings Limited” to “Jinyu Mantang Holdings Limited” and the secondary name in Chinese of the Company from “生活概念控股有限公司” to “金玉滿堂控股集團有限公司”.

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## LETTER FROM THE BOARD

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### **Conditions of the Proposed Change of Company Name**

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the 2023 AGM approving the Proposed Change of Company Name; and
- (ii) the approval of the Registrar of Companies in Bermuda having been obtained for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date the Registrar of Companies in Bermuda registers the new English name in place of the existing English name of the Company, and registers the new secondary name of the Company in place of the existing secondary name of the Company as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda respectively. Thereafter, the Company will carry out the necessary filing or registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

### **Reasons for the Proposed Change of Company Name**

The Board considers that the Proposed Change of Company Name will provide a better corporate identity and image of the Company to the market and the general public which can be beneficial to the Company's future business development.

The Board is therefore of the view that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### **Effects of the proposed Change of Company Name**

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the current name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery for the same number of shares in the new name of the Company. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new share certificates will be issued in the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the stock short names of the Company for trading in the securities on the Stock Exchange and the logo of the Company will also be changed after the Proposed Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Company Name and details of the change of the stock short names, logo and website of the Company. The stock code of the Company will remain as "8056".

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## LETTER FROM THE BOARD

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### 2023 AGM AND PROXY ARRANGEMENT

The notice of 2023 AGM is set out on pages 17 to 22 of this circular. At the 2023 AGM, resolutions will be proposed to approve, among others, the re-election of Directors, the granting of the Issue Mandate and Share Buy-back Mandate, the extension of Issue Mandate by the additional thereto of the number of Shares bought back pursuant to the Share Buy-back Mandate and the Proposed Change of Company Name.

A form of proxy for use in connection with the 2023 AGM is enclosed with this circular and such form of proxy is also published on the respective websites of the Stock Exchange and the Company. If you are not able to attend the 2023 AGM in person but wish to exercise your right as a Shareholder, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited located at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not later than 48 hours before the time appointed for holding the 2023 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from subsequently attending and voting in person at the 2023 AGM or its adjournment should he/she/it so wish. If the Shareholder attends and vote in person at the 2023 AGM, the form of proxy shall be deemed to be revoked.

### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The resolutions to be proposed at the 2023 AGM do not relate purely to a procedural or administrative matter. Accordingly, all resolutions set out in the 2023 AGM Notice will be put to vote by way of poll at the 2023 AGM. An announcement on the results of the vote by poll will be made by the Company after the 2023 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility for the contents of this circular, 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 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of the Directors, the grant of general mandates to issue and buy back Shares and to add the aggregate number of Shares that may be bought back to the aggregate number of the Shares that may be allotted pursuant to the Issue Mandate and the proposed special resolution for approval of the Proposed Change of Company Name are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions to be proposed at the 2023 AGM.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

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

*The biographical details of the Directors proposed to be re-elected at the 2023 AGM are set out as follows:*

Save as disclosed herein and as at the Latest Practicable Date, each of the following Retiring Directors proposed for re-election:

- (a) did not hold any other directorship in the listed public companies in the last three years;
- (b) does not have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO; and
- (c) does not hold any other positions with the Company or any of its subsidiaries nor does he have any other relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company.

In addition, there are no other matters that need to be brought to the attention of the Shareholders nor is there other information required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules in respect of each of the following Retiring Directors.

#### **EDs**

**Mr. Xu Qiang** (“**Mr. Xu**”), aged 39, graduated from Zhongnan University of Economics and Law (中南財經政法大學) in the PRC, studying International Economic Law. He is a Chartered Financial Practitioner of the Asia Pacific Financial Services Association (APFinSA). He was the investment director of asset management department in Jialian Rongfeng Investment Development Management Limited (嘉聯融豐投資發展管理有限公司) from 2009 to 2012 and involved in private equity, initial public offerings and mergers and acquisitions projects. From 2012 to 2015, Mr. Xu served as a fund manager in an offshore fund and was responsible for managing and hedging of international derivatives products. Mr. Xu is also familiar with asset management, risk management and business strategic planning. From February 2017 to December 2020, Mr. Xu served as an executive director of China Creative Global Holdings Limited (中創環球控股有限公司), a company delisted on the Stock Exchange (Stock Code:1678) in July 2022.

Mr. Xu has entered into a letter of appointment with the Company for a term of three years commencing from 3 July 2023 and subject to retirement by rotation and re-election pursuant to the Bye-laws and the GEM Listing Rules. As set out in the letter of appointment, the annual remuneration of Mr. Xu is HK\$360,000, which was determined by the Board on recommendation of the remuneration committee of the Company in accordance with his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions.

**Mr. Yu Qinglong (“Mr. Yu”)**, aged 42, has more than 15 years of management experiences. From 2005 to 2010, he was the deputy managing director of Shenzhen City Guruide Watch Co., Limited\* (深圳市古瑞德鐘錶有限公司). He is currently the deputy managing director of Shenzhen City Honggqihao Technology Co., Limited\* (深圳市鴻淇濠科技有限公司) and the deputy general manager of Shenzhen City Junyu Private Equity Management Co., Limited\* (深圳市峻域私募股權基金管理有限公司).

Mr. Yu has entered into a letter of appointment with the Company for a term of three years commencing from 9 June 2023. Mr. Yu is subject to retirement by rotation and re-election pursuant to the Bye-laws and the GEM Listing Rules. Under the said letter of appointment, Mr. Yu is entitled to a director’s fee of HK\$20,000 per month. The aforementioned director’s fee was determined by the Board with reference to Mr. Yu’s relevant experience and qualifications, his duties and responsibilities in the Company as well as the prevailing market condition.

**Mr. Liu Guowei (“Mr. Liu”)**, aged 43, has more than 10 years of extensive experience in logistics management and supply chain industry. Mr. Liu participated in the planning, establishment and daily management of several raw material supply companies in Mainland China. Mr. Liu has a unique understanding of market development and company operation management. From 2010 to 2017, he was a general manager of Shenzhen City Zhijun Xumu Technology Co., Limited\* (深圳市智君畜牧科技有限公司). From 2015 to 2020, he was a director of Shenzhen City Huayu Jin Technology Co., Limited\* (深圳市華羽錦科技有限公司). He is currently a director of Shenzhen City Gubang Electronics Co., Limited\* (深圳市谷邦電子有限公司), a vice president of Shenzhen City Mingjia Art and Culture Promotion Association\* (深圳市名家藝術文化促進會) and general manager of Shenzhen City Qianhai Guangsheng International Commodity Trading Center Co., Limited\* (深圳市前海廣晟國際商品交易中心有限公司).

Mr. Liu entered into a letter of appointment with the Company for a term of three years commencing from 4 August 2023. Mr. Liu is subject to retirement by rotation and re-election pursuant to the Bye-laws and the GEM Listing Rules. Under the said letter of appointment, Mr. Liu is entitled to a director’s fee of HKD20,000 per month. The aforementioned director’s fee was determined by the Board with reference to Mr. Liu’s relevant experience and qualifications, his duties and responsibilities in the Company as well as the prevailing market condition.

**Ms. Li Junping (“Ms. Li”)**, aged 44, graduated from Southwestern University of Finance and Economics, studying financial management. Ms. Li has more than 20 years of extensive experience in finance and taxation. She has been acted as senior management for several sizeable companies in the People’s Republic of China. From 2019 to 2022, she was a Greater Bay Area manager of Taikang Healthcare Investment Holdings Co., Ltd. (泰康健康產業投資控股有限公司). She is currently a finance supervisor of Shenzhen Jinyu Huicui Technology Co., Ltd.\* (深圳市金玉匯萃科技有限公司).

Ms. Li has entered into a letter of appointment with the Company for a term of three years commencing from 4 August 2023. Ms. Li is subject to retirement by rotation and re-election pursuant to the Bye-laws and the GEM Listing Rules. Under the said letter of appointment, Ms. Li is entitled to a director’s fee of HKD20,000 per month. The aforementioned director’s fee was determined by the Board with reference to Ms. Li’s relevant experience and qualifications, her duties and responsibilities in the Company as well as the prevailing market condition.

As at the Latest Practicable Date, Ms. Li is interested in 79,655,000 shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong), which represents 4.20% of the total shares of the Company in issue.

### INEDs

**Mr. Hui Hung Kwan (“Mr. Hui”)**, aged 51, is currently an independent non-executive Director of Shanghai Kindly Medical Instruments Co., Ltd (上海康德萊醫療器械股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1501) since December 2018, and the company secretary of Aurum Pacific (China) Group Limited (奧栢中國集團有限公司), a company listed on the GEM Board of the Stock Exchange (stock code: 8148) since May 2023.

After obtaining his bachelor’s degree in business administration from the Chinese University of Hong Kong in 1994, Mr. Hui has more than 27 years of experience in accounting, including serving as the chief financial officer of China Creative Global Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1678) from June 2013 to June 2020 and the independent non-executive director of Gansu Qingheyuan Halal Food Co., Ltd. (甘肅清河源清真食品股份有限公司) from September 2018 to June 2021.

Mr. Hui is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

**Mr. Bian Hongjiang (“Mr. Bian”)**, aged 48, graduated from the Northeast Agricultural University in July 2010 and majored in accounting. Mr. Bian was an executive director of Tree Holdings Limited (stock code:8395) from 21 October 2022 to 20 June 2023. Mr. Bian has over 21 years’ experience in financial management. He has been the executive director and legal representative of Beijing Huijing Yian Asset Management Co., Ltd.\* (北京匯金易安資產管理有限公司) since October 2019 and the financial officer of Shandong Yuanqi Wisdom Agriculture Development Co., Ltd.\* (山東源齊智慧農業發展有限公司) since May 2022.

**Mr. Chen Wenrui (“Mr. Chen”)**, aged 35, graduated from Xi’an International Studies University in 2011, studying in Russian. He is currently served as director of Investment Banking Department of Zhongtian Capital Holdings (Shenzhen) Limited\* (中天資本控股(深圳)有限公司).

Each of Mr. Hui, Mr. Bian and Mr. Chen has entered into a letter of appointment with the Company in respect of his appointment as the independent non-executive Director for a term of three years commencing from 4 August 2023. Each of Mr. Hui, Mr. Bian and Mr. Chen is subject to retirement by rotation and re-election pursuant to the Bye-laws and the GEM Listing Rules. Under the said letter of appointment, Mr. Hui, Mr. Bian and Mr. Chen is entitled to a director’s fee of HK\$10,000 per month. The aforementioned director’s fee was determined by the Board with reference to Mr. Hui, Mr. Bian and Mr. Chen’s relevant experience and qualifications, his duties and responsibilities in the Company as well as the prevailing market condition.

\* For identification purpose only

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2023 AGM in relation to the granting of the Share Buy-back Mandate.

#### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,898,290,908 Shares.

Subject to the passing of the ordinary resolution set out in item 5(B) of the 2023 AGM Notice in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged up to the date of the 2023 AGM, i.e. being 1,898,290,908 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 189,829,090 Shares, representing 10% of the total number of Shares in issue as at the date of the 2023 AGM.

#### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Share buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

#### **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for share buy-back in accordance with its bye-laws, the applicable laws of Bermuda and/or any other applicable laws, as the case may be.

#### **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2023) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.



**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on GEM in each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2022</b>		
September	0.064	0.042
October	0.065	0.030
November	0.085	0.050
December	0.095	0.056
<b>2023</b>		
January	0.075	0.052
February	0.068	0.042
March	0.465	0.049
April	0.425	0.200
May	0.345	0.213
June	0.445	0.255
July	0.390	0.135
August	0.245	0.126
September (up to the Latest Practicable Date)	0.152	0.127

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

**7. TAKEOVERS CODE**

Upon the exercise of the power to buy-back Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interests in the voting rights of the Company increases, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

<b>Name of Shareholders</b>	<b>Capacity/Nature of interests</b>	<b>No. of Shares held</b>	<b>Approximate % of shareholding</b>	<b>Approximate % of shareholding if the Share Buy-back Mandate is exercised in full</b>
Strong Day Holdings Limited	Beneficial owner/Personal interest	108,750,000	5.73%	6.37%
Excel Precise International Limited	Person having a security interest in shares/Others	113,400,000	5.97%	6.64%
Ms. Li Qing Ni	Interest in controlled corporation/Corporate interest	108,750,000	5.73%	6.37%
Mr. James Fu Bin Lu	Interest of spouse/Family interest	108,750,000	5.73%	6.37%
True Promise Investments Limited	Interest in controlled corporation/Corporate interest	113,400,000	5.97%	6.64%
Mr. Law Fei Shing	Interest in controlled corporations/Corporate interest	113,400,000	5.97%	6.64%

Based on such interests in the Shares and in the event that the Directors exercise in full the power to buy-back Shares under the Share Buy-back Mandate and assuming that no further Shares are issued or buy-back prior to the 2023 AGM, the interests of the above substantial shareholders will be increased to the respective approximate percentages shown in the last column of the table on page 15. Such increase will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code.

Assuming that there is no change in the issued Shares between the Latest Practicable Date and the date of buy-back, the exercise of the Share Buy-back Mandate whether in whole or in part will result in the aggregate amount of the issued share capital of the Company in the public hands falling below the prescribed minimum percentage of 25% as required by the GEM Listing Rules. The Directors confirm that the Share Buy-back Mandate will not be exercised to the extent as may result in a public shareholding falling below the prescribed minimum percentage.

**8.    SHARE BUY-BACK MADE BY THE COMPANY**

In the six months preceding the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL 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 IS HEREBY GIVEN** that the annual general meeting of Life Concepts Holdings Limited 生活概念控股有限公司 (the “**Company**” and the “**AGM**”, respectively) will be held at Portion 2, 12/F, The Centre, 99 Queen’s Road, Central, Hong Kong on Thursday, 28 September 2023 at 2:30 p.m., for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors (the “**Directors**”) and the independent auditor (the “**Independent Auditor**”) of the Company for the year ended 31 March 2023.
2.
  - (a) To re-elect Mr. Xu Qiang as an executive Director (the “**ED**”);
  - (b) To re-elect Mr. Yu Qinglong as an ED;
  - (c) To re-elect Mr. Liu Guowei as an ED;
  - (d) To re-elect Ms. Li Junping as an ED;
  - (e) To re-elect Mr. Hui Hung Kwan as an independent non-executive director (“**INED**”);
  - (f) To re-elect Mr. Bian Hongjiang as an INED;
  - (g) To re-elect Mr. Chen Wenrui as an INED.
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remunerations.
4. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the Independent Auditor and authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(A) **“THAT**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (**“Shares”**) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of the rights of subscription or conversion attaching to any securities which are convertible into Shares;
  - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company from time to time;shall not exceed 20% of the aggregate number of the Shares in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (e) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and “**Rights Issue**” means the allotment, issue or grant of Shares pursuant to 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 holdings of such Shares at that date (subject to such exclusion 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).”

**(B) “THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company (the “**Shares**”) may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate number of the Shares in issue at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the passing of Resolutions nos. 5(A) and 5(B) as set out in the notice convening the annual general meeting (the “**Notice**”), the general and unconditional mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (the “**Shares**”) pursuant to Resolution no. 5(A) as set out in the Notice be and is hereby extended by the addition thereto an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to Resolution no. 5(B) as set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue at the date of the passing of this Resolution.”

### SPECIAL RESOLUTION

To consider and, if thought fit, pass with or without amendments, the following resolution as special resolution:

6. “**THAT** subject to and conditional upon the entry of “Jinyu Mantang Holdings Limited” as the new English name and the entry of “金玉滿堂控股集團有限公司” as the new secondary name in Chinese of the Company in the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda, the English name of the Company be changed from “Life Concepts Holdings Limited” to “Jinyu Mantang Holdings Limited” and the secondary name in Chinese of the Company be changed from “生活概念控股有限公司” to “金玉滿堂控股集團有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda and that any one or more of the directors or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient

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## NOTICE OF ANNUAL GENERAL MEETING

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for the purpose of or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 6 September 2023

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton, HM 12  
Bermuda

*Head Office and Principal Place of Business in Hong Kong:*

Room 1701-3, 1704, 17/F.  
Chinachem Hollywood Centre  
1-13 Hollywood Road  
Central, Hong Kong

*Notes:*

1. All resolutions set out in this notice of the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**” and “**GEM Listing Rules**”, respectively) and the results of the poll will be published on the respective websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the AGM 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 AGM 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.
3. 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, 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 AGM 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 AGM or its adjournment should he/she so wish. In such event, the form of proxy shall be deemed to be revoked.



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## NOTICE OF ANNUAL GENERAL MEETING

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4. Where there are joint registered holders of any Share, any one of such joint holders may vote at the AGM, 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 AGM, 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.
  
5. For determining the entitlement to attend and vote at the AGM, the register of Members will be closed from Monday, 25 September 2023 to Thursday, 28 September 2023 (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 AGM, 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, 22 September 2023.
  
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.