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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Redco Healthy Living Company Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Redco Healthy Living Company Limited **力高健康生活有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2370)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES; RE-ELECTION OF RETIRING DIRECTORS; RE-APPOINTMENT OF AUDITOR; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Redco Healthy Living Company Limited to be held at 9/F, The Center, 99 Queen's Road, Central, Hong Kong on Monday, June 27, 2022 at 4:00 p.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.redcohealthy.com).

Shareholders who intend to appoint proxy(ies) to attend the annual general meeting shall complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. not later than 4:00 p.m. on June 25, 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting (or any adjournment thereof) if they so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING ("AGM")

In light of the continuing risks posed by novel coronavirus ("COVID-19"), for the safety of Shareholders, staff and stakeholders, the Company encourages Shareholders, instead of attending the AGM in person, to appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM, by completing and returning the form of proxy in accordance with the instructions printed thereon. Shareholders and other persons attending the AGM should note that the Company will implement precautionary measures to reduce the risk of contacting and spreading of COVID-19 at the AGM, including: (a) mandatory body temperature screening; (b) mandatory health declaration; (c) mandatory wearing of surgical face masks; and (d) no refreshments, no food and beverage service, no handing out of corporate gifts or gift coupons, and no eating or drinking is allowed in the AGM venue. For the safety of the attendees at the AGM, the Company reserves the right to deny entry into or require any person to leave the AGM venue if such person: (i) refuses to comply with any of the above precautionary measures; (ii) is having a body temperature of over 37.4 degree Celsius; (iii) is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine; or (iv) has any flu-like symptoms. The Company seeks the understanding and cooperation of all Shareholders to minimize the risk of spreading COVID-19.

April 29, 2022

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	4
General Mandate to Issue Shares	4
Buyback Mandate to Buy Back Shares	4
Re-election of Retiring Directors	4
Re-appointment of the Auditor	5
Notice of Annual General Meeting	6
Form of Proxy	6
Voting by Poll	6
Recommendation	7
APPENDIX I — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	8
APPENDIX II — EXPLANATORY STATEMENT	18
NOTICE OF ANNUAL GENERAL MEETING	21

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 9/F, The Center, 99 Queen’s Road, Central, Hong Kong on Monday, June 27, 2022 at 4:00 p.m., or any adjournment thereof and notice of which is set out on pages 21 to 25 of this circular
“Articles of Association”	the amended and restated articles of association of the Company adopted on March 14, 2022 with effect from the Listing Date, as amended from time to time
“Board”	the board of Directors
“Buyback Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy back Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant resolution granting the Buyback Mandate
“China” or the “PRC”	the People’s Republic of China
“Company”	Redco Healthy Living Company Limited (力高健康生活有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on February 10, 2021
“Cayman Companies Act”	the Companies Act Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended or supplemented from time to time
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 25, 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Date”	March 31, 2022, being the date on which the Shares are listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Company
“SFO”	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) in the capital of the Company with nominal value of HK\$0.1 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD

Redco Healthy Living Company Limited
力高健康生活有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2370)

Non-executive Director:

Mr. Huang Ruoqing (*Chairman*)

Executive Directors:

Mr. Tang Chengyong (*President*)

Ms. Wong Yin Man

Ms. Huang Yanqi

Independent Non-executive Directors:

Mr. Chow Ming Sang

Mr. Sze Irons *BBS, JP*

Mr. Lau Yu Leung

Registered Office in the Cayman Islands:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Headquarters and Principal Place of Business
in the PRC:*

2nd Floor, Redco Building

Tower 5, Qiaochengfang, Phase I

No. 4080 Qiaoxiang Road

Nanshan District

Shenzhen

PRC

Principal Place of Business in Hong Kong:

Room 2001-2

Enterprise Square 3

39 Wang Chiu Road

Kowloon Bay

Kowloon

Hong Kong

April 29, 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND BUYBACK SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the General Mandate to issue Shares and the Buyback Mandate to buy back Shares; (b) the re-election of the retiring Directors; and (c) the re-appointment of the auditor of the Company.

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 200,000,000 Shares have been fully paid. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 40,000,000 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 4(A) provided that such additional amount shall represent up to 10% of the number of issued Shares as at the date of passing the resolutions in relation to the General Mandate and Buyback Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

BUYBACK MANDATE TO BUY BACK SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buyback Mandate to the Directors to exercise the powers of the Company to buy back Shares representing up to 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Buyback Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buyback Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 83(3) of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board will hold office until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

LETTER FROM THE BOARD

In accordance with article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Any Director appointed by the Board pursuant to article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation in accordance with article 84(2) of the Articles of Association.

Accordingly, all the existing Directors (namely Mr. Tang Chengyong, Ms. Wong Yin Man, Ms. Huang Yanqi, Mr. Huang Ruoqing, Mr. Lau Yu Leung, Mr. Sze Irons *BBS, JP*, and Mr. Chow Ming Sang) will retire and, being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, and the skills, experience, professional knowledge, time commitments and contribution of the Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director's nomination policy, as well as the Company's corporate strategies.

Mr. Lau Yu Leung, Mr. Sze Irons *BBS, JP*, and Mr. Chow Ming Sang, being the independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. Mr. Lau Yu Leung, Mr. Sze Irons *BBS, JP*, and Mr. Chow Ming Sang have demonstrated the ability to provide an independent, balanced and objective view to the Company's matters. The Nomination Committee and the Board thus considered that they are independent in accordance with the independence guidelines set out in the Listing Rules.

In light of the background and work experience of the re-electing Directors, the Nomination Committee and the Board believed that they will continue to bring valuable experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. In particular, the nomination of Mr. Lau Yu Leung, Mr. Sze Irons *BBS, JP*, and Mr. Chow Ming Sang was made in accordance with the nomination policy of the Company and the diversity aspects (including but not limited to professional experience, skills, knowledge, education background, gender, age and ethnicity) as set out in the board diversity policy of the Company. The Nomination Committee and the Board had also taken into account their contributions to the Board, including their experience in corporate governance, business operation and accounting, and their commitment to their roles. The Nomination Committee and the Board therefore recommended the re-election of all the re-electing Directors, including the independent non-executive Directors, who are due to retire at the Annual General meeting.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

RE-APPOINTMENT OF THE AUDITOR

PricewaterhouseCoopers will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

LETTER FROM THE BOARD

The Board proposed to re-appoint PricewaterhouseCoopers as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 21 to 25 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Buyback Mandate to buy back Shares, the re-election of the retiring Directors, and the re-appointment of the auditor of the Company.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.redcohealthy.com). Shareholders who intend to appoint proxy(ies) to attend the Annual General Meeting shall complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. not later than 4:00 p.m. on June 25, 2022) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions regarding the General Mandate and Buyback Mandate, therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and article 66(1) of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares, the Buyback Mandate to buy back Shares, the re-election of the retiring Directors, and the re-appointment of the auditor of the Company are in the best interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

Redco Healthy Living Company Limited

力高健康生活有限公司

Huang Ruoqing

Chairman and Non-Executive Director

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Non-Executive Director

Mr. Huang Ruoqing (黃若青) (“**Mr. Huang**”), aged 53, was appointed as a Director on February 10, 2021 and was re-designated as a non-executive Director and appointed as the chairman of the Board on June 1, 2021, where he is primarily responsible for providing guidance and formulation of strategies for the overall development of the Group. Mr. Huang is also one of the controlling shareholders of the Company. Mr. Huang is the father of Ms. Huang Yanqi, an executive Director. He is also the uncle of Ms. Wong Yin Man, an executive Director.

Mr. Huang has over 30 years of experience in the real estate industry in the PRC. Prior to joining the Group, from August 1990 to May 1994, Mr. Huang worked as an architecture designer, assistant architect and project manager successively in Quanzhou Construction Design Institute (泉州市建築設計院), an institution primarily engaged in building design, where he was primarily responsible for building design, geological survey and prospecting. Mr. Huang joined Redco Group in May 1994 and has been an executive director and president of Redco Properties Group Limited (“**Redco Properties**”) since January 2014. Mr. Huang is also currently a director of certain subsidiaries of Redco Properties.

Mr. Huang was appointed as a visiting professor at Jiangxi University of Finance and Economics (江西財經大學) from November 2015 to November 2018 and a visiting professor at School of Architecture & Urban Planning, Shenzhen University (深圳大學建築與城市規劃學院) in the PRC in September 2020.

Mr. Huang has received multiple awards in recognition of his experience in the real estate industry. He was named as one of the “CIHAF new leaders of the China’s real estate industry” (CIHAF 中國房地產新領軍人物) by China International Real Estate & Architectural Technology Fair (中國國際房地產與建築科技展覽會) in 2015, the “2015 Boao fashion icon of the China’s real estate industry” (博鰲2015 中國地產風尚人物) by Organizing Committee of 2015 Bo’ao Real. Estate Forum (博鰲房地產論壇組委會) in August 2015, the “2019 China Top 10 CEOs of the listed real estate companies” (2019 中國房地產上市公司十大金牌CEO) by China Index Academy (中國指數研究院) in May 2019 and the “2020 China Influential Figure in Real Estate Industry of the Year” (2020 中國年度影響力地產人物) by the Guandian Index Academy (觀點指數研究院) in August 2020.

Mr. Huang obtained a bachelor’s degree in architecture from Huaqiao University (華僑大學) in the PRC in July 1990.

Mr. Huang has entered into a letter of appointment with the Company for a term of three years and continue thereafter until terminated in accordance with the terms of the letter of appointment. He will not be paid any emoluments as a non-executive Director.

As at the Latest Practicable Date, Top Glory International Holdings Limited (“**TGI**”) owns 150,000,000 Shares. TGI is wholly-owned by Redco Properties Holdings Limited (“**Redco Holdings**”), which in turn is wholly-owned by Redco Properties. Redco Properties is owned as to approximately 3.16% by Times Properties Holdings Limited (“**Times Properties**”), which in turn are directly wholly-owned by Mr. Huang. Redco Properties is owned as to approximately 26.66% by the Times International Development Company Limited (“**Times International**”), which in turn is wholly-owned by Honour Family Holdings Limited (“**Honour Family**”). Honour Family is wholly-owned by UBS Trustees (B.V.I.) Limited (“**UBS Trustees**”) as trustee of the Honour Family Trust. Mr. Huang is the settlor of Honour Family Trust, which is a discretionary trust for the benefit of Mr. Huang and his family members. Mr. Wong Yeuk Hung (“**Mr. Wong**”) is the brother of Mr. Huang and both Mr. Wong and Mr. Huang have agreed to act in concert with each other. By virtue of the SFO, Mr. Huang is deemed to be interested in the Shares in which TGI is interested.

Executive Directors

Mr. Tang Chengyong (唐承勇) (“**Mr. Tang**”), aged 58, was appointed as a Director on February 10, 2021 and was re-designated as an executive Director on June 1, 2021. Mr. Tang joined the Group as the president of UG Property Management Co., Ltd (“**UG Management**”) in April 2008 and is primarily responsible for supervising the overall management and operations of the Group. He is also a director of various subsidiaries of the Group.

Mr. Tang has over 28 years of experience in the real estate industry in the PRC. From 1993 to 2001, Mr. Tang worked for Jiangsu Province Supply and Marketing Cooperative (Group) Company (江蘇省供銷社(集團)總公司), a company primarily engaged in property development, with his last position as the deputy general manager and the deputy head of the department of economic development, where he was primarily responsible for real estate projects. In August 2001 Mr. Tang joined the Redco Group as a general manager of Yantai Redco Development Co., Ltd. (煙台力高置業有限公司), a real estate development company indirectly owned by Redco Properties, where he was primarily responsible for the daily operations of the company. From May 2006 to February 2012, Mr. Tang was successively appointed as the general manager of Jiangxi Man Wo Property Development

Co., Ltd. (江西萬和房地產開發有限公司), Jiangxi Redco Property Development Co., Ltd. (江西力高房地產開發有限公司), Redco Development (Jiangxi) Co., Ltd. (力高置業(江西)有限公司), Shandong Redco Real Estate Development Co., Ltd. (山東力高房地產開發有限公司) and the vice president of Redco (China) Real Estate Co., Ltd. (力高(中國)地產有限公司), where he was primarily responsible for the daily operations of the companies and overseeing real estate projects. Since October 2013, Mr. Tang has been serving as a director of Redco Properties and was re-designated as an executive director in January 2014.

Mr. Tang obtained a bachelor's degree in engineering from Shenyang Institute of Architectural Engineering (瀋陽建築工程學院) in the PRC in July 1986.

Mr. Tang has entered into a service agreement with the Company for a term of three years and continue thereafter until terminated in accordance with the terms of the service agreement. He is entitled to receive emoluments of RMB1,200,000 per annum and a discretionary bonus as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, salaries paid by comparable companies and performance of the Group for his appointment as an executive Director.

As at the Latest Practicable Date, Mr. Tang did not have any other interests in the Shares and underlying shares of the Company .

Ms. Wong Yin Man (黃燕雯) (“Ms. Wong”), aged 30, was appointed as a Director on February 10, 2021 and was re-designated as an executive Director on June 1, 2021. She is primarily responsible for the operational management and development of the Group. Ms. Wong joined the Group as an assistant to the president of UG Management in September 2015. Ms. Wong is the niece of Mr. Huang, the controlling shareholder of the Company, a non-executive Director and the chairman of the Board.

Ms. Wong obtained a bachelor's degree in urban planning from Peking University (北京大學) in the PRC in July 2015.

Ms. Wong has entered into a service agreement with the Company for a term of three years and continue thereafter until terminated in accordance with the terms of the service agreement. She is entitled to receive emoluments of RMB880,000 per annum and a discretionary bonus as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, salaries paid by comparable companies and performance of the Group for her appointment as an executive Director.

As at the Latest Practicable Date, Ms. Wong did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. Huang Yanqi (黃燕琪) (“Ms. Huang”), aged 26, was appointed as a Director on February 10, 2021 and was re-designated as an executive Director on June 1, 2021. She is primarily responsible for the brand management and formulation and implementation of business strategies of the Group. Ms. Huang joined the Group as an assistant to the president of Shenzhen Redco Kang’an Health Management Co., Ltd. (深圳力高康安健康管理有限公司), a subsidiary of the Group engaged in the provision of healthcare services, in May 2018. Ms. Huang is the daughter of Mr. Huang, the controlling shareholder of the Company, a non-executive Director and the chairman of the Board.

Ms. Huang obtained a bachelor’s degree in environment and interior design from the Hong Kong Polytechnic University in Hong Kong in September 2018 and a master’s degree in food design and innovation from Scuola Politecnica di Design (米蘭工業設計學院) in Italy in December 2019.

Ms. Huang has entered into a service agreement with the Company for a term of three years and continue thereafter until terminated in accordance with the terms of the service agreement. She is entitled to receive emoluments of RMB504,000 per annum and a discretionary bonus as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, salaries paid by comparable companies and performance of the Group for her appointment as an executive Director.

As at the Latest Practicable Date, Ms. Huang did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Independent Non-Executive Directors

Mr. Lau Yu Leung (劉與量) (“Mr. Lau”), aged 69, was appointed as an independent non-executive Director on March 14, 2022 and he is responsible for providing independent advice on the operations and management of the Group.

Mr. Lau has over 25 years of experience in corporate governance. Mr. Lau found the Group of Ever Harvest Group Holdings Limited (永豐集團控股有限公司) in 1993, and since October 2015, Mr. Lau has been serving as an executive director and the chairman of the board of Ever Harvest Group Holdings Limited (永豐集團控股有限公司), a waterborne trade and freight service providers in the PRC whose shares are listed on the Main Board of the Stock Exchange (stock code: 1549), where he is primarily responsible for the overall strategic planning, development, decision making on important matters, important investment strategies and management of senior executives.

Mr. Lau also serves in a number of positions in various organizations and associations in Hong Kong and the PRC. Mr. Lau serves as a member of the 13th National Committee of the Chinese People’s Political Consultative Conference as well as the 9th, 10th and 11th Fujian Provincial Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議) (“**Fujian CPPCC**”), and a member of the Standing Committee of the 11th Fujian CPPCC. In April 2008, Mr. Lau was appointed as the permanent honorary president of The Fukienese Association Limited (香港福建同鄉會有限公司). In August 2009, Mr. Lau was appointed as the permanent honorary president of Hong Kong Quanzhou Clans United Association (香港泉州市同鄉總會). In March 2011, Mr. Lau was appointed as the permanent honorary president of Hong Kong Quanzhou Associations Limited (香港泉州同鄉會有限公司). In March 2013, Mr. Lau was appointed as the vice-president of Association of Hong Kong Quanzhou Charity Promotion Limited (香港泉州慈善促

進總會有限公司)。In November 2013, Mr. Lau was appointed as the vice-chairman of Hong Kong Federation of Fujian Associations Limited (香港福建社團聯會有限公司)。In April 2014, Mr. Lau was appointed as the president of Hong Kong CPPCC of Fujian Association Limited (福建省港區政協委員聯誼會有限公司)。

Mr. Lau was a director of (i) Haida Shipping Company Limited (開達船務有限公司), (ii) Star Ocean Logistics Limited (海星物流有限公司) and (iii) Best Base Logistics Limited (德基物流有限公司), each a private company incorporated in Hong Kong, prior to their respective dissolution by way of deregistration on August 22, 2003, August 25, 2017 and April 4, 2019 respectively. Each of the aforementioned companies was dissolved due to cessation of business. Mr. Lau confirmed that each of the aforementioned companies was solvent prior to their dissolutions, and there was no wrongful act on his part leading to the dissolution. Mr. Lau is also not aware of any actual or potential claim that has been or will be made against him as a result of such dissolution.

Mr. Lau received a medal of honour (榮譽勳章) from the Hong Kong Government in July 2011. In 2016, Mr. Lau was awarded the title of “Excellent builder of non-public economy of Fujian Province (福建省非公有制經濟優秀建設者)” from the People’s Government of Fujian Province.

Mr. Lau has entered into a letter of appointment with the Company for a term of three years which may be terminated in accordance with the terms of the letter of appointment. He is entitled to receive emoluments of HK\$250,000 per annum.

As at the Latest Practicable Date, Mr. Lau did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Sze Irons (施榮懷) (“Mr. Sze”), *B.B.S., J.P.*, aged 60, was appointed as an independent non-executive Director on March 14, 2022 and he is responsible for providing independent advice on the operations and management of the Group.

Since March 1984, Mr. Sze has been serving as a director of Hang Tung Resources Holding Limited, a private company in Hong Kong principally engaged in property investment, import and export trading, provision of management services and shares investment, where he has been primarily responsible for the day-to-day management of the business operations and the overall strategic planning of the company.

In addition, Mr. Sze currently holds directorships in the following listed companies:

Name of company	Principal business	Place of listing and stock code	Position	Period of service
Jianzhong Construction Development Limited (建中建設發展有限公司)	Construction firm	Main Board of the Stock Exchange (stock code: 0589)	Independent non-executive director	February 2020 to present
Best Mart 360 Holdings Limited (優品360控股有限公司)	Leisure food retailer	Main Board of the Stock Exchange (stock code: 2360)	Independent non-executive director	December 2018 to present

Name of company	Principal business	Place of listing and stock code	Position	Period of service
ST International Holdings Company Limited (智紡國際控股有限公司)	Functional knitted fabrics supplier	Growth Enterprise Market of the Stock Exchange (stock code: 8521)	Independent non-executive director	April 2018 to present
Chevalier International Holdings Limited (其士國際集團有限公司)	Property Developer in Hong Kong	Main Board of the Stock Exchange (stock code: 0025)	Independent non-executive director	November 2016 to present
Continental Holdings Limited (恒和珠寶集團有限公司)	Jewellery retailer	Main Board of the Stock Exchange (stock code: 0513)	Independent non-executive director	October 2008 to present

Mr. Sze was appointed as a non-executive director of two companies listed on the Stock Exchange, including, (i) China Weaving Materials Holdings Limited (stock code: 3778), a company principally engaged in the manufacturing of yarn products, from May 2011 to June 2019; and (ii) Bel Global Resources Holdings Limited (stock code: 761) since February 2017. The trading in the shares of Bel Global Resources Holdings Limited had been suspended since July 4, 2011 and the listing of the shares was cancelled by the Stock Exchange with effect from August 24, 2018.

Mr. Sze was a director of a number of private companies which were incorporated in Hong Kong and dissolved by way of (i) deregistration; (ii) striking off by the Registrar of Companies of Hong Kong pursuant to section 291 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) prior to its repeal and replacement on 3 March 2014 by the Companies (WUMP) Ordinance (the “**Predecessor Companies Ordinance**”); or (iii) creditors’ voluntary winding up pursuant to section 248 of the Predecessor Companies Ordinance. The details of the dissolution of such companies are particularized below:

	Company name	Principal business activity	Date of dissolution	Means of dissolution	Reasons for dissolution
1	Jack King Limited (崑崙有限公司)	No business operation	9 February 2001	Deregistration (Note 1)	Ceased to carry out business
2	Glory Hall Properties Limited (國鴻置業有限公司)	No business operation	21 September 2001	Striking off (Note 2)	Ceased to carry out business
3	Best Liaison International Limited (順騰國際有限公司)	No business operation	6 September 2002	Striking off (Note 2)	Ceased to carry out business
4	King Mate (H.K.) Limited (帝業(香港)有限公司)	No business operation	6 September 2002	Striking off (Note 2)	Ceased to carry out business
5	Realgood International Investment Limited (利好國際投資有限公司)	No business operation	6 September 2002	Striking off (Note 2)	Ceased to carry out business
6	Grandrays Precision Products Limited (輝旺工業有限公司)	No business operation	11 October 2002	Striking off (Note 2)	Ceased to carry out business
7	Sun Fortune Properties Limited (信祥置業有限公司)	No business operation	20 June 2003	Striking off (Note 2)	Ceased to carry out business

	Company name	Principal business activity	Date of dissolution	Means of dissolution	Reasons for dissolution
8	Yan Tung Investment Limited (燕通投資有限公司)	No business operation	20 June 2003	Striking off (Note 2)	Ceased to carry out business
9	Flamingo Property Agency Limited (紅旗地產代理有限公司)	No business operation	4 March 2005	Deregistration (Note 1)	Ceased to carry out business
10	Berco Group Company Limited (保高集團有限公司)	No business operation	13 April 2007	Deregistration (Note 1)	Ceased to carry out business
11	Treasure Properties Limited (達威置業有限公司)	Property development	3 August 2007	Creditors' voluntary winding up (Note 3)	Creditors' voluntary winding up
12	Capital Hall (Hong Kong) Limited (加豪(香港)有限公司)	No business operation	12 February 2010	Deregistration (Note 1)	Ceased to carry out business
13	CMA Marketing Solutions Limited (香港中華廠商聯合會市場策劃及推廣有限公司)	Marketing, public relations, event management and advertising services	15 July 2016	Deregistration (Note 4)	Ceased to carry out business
14	Supreme Bright Development Company Limited (浚盈發展有限公司)	No business operation	25 November 2016	Deregistration (Note 4)	Ceased to carry out business
15	Grandwin Century Investment Company Limited (領豐世紀投資有限公司)	No business operation	21 December 2018	Deregistration (Note 4)	Ceased to carry out business

Notes:

1. Deregistration in this context refers to deregistration under the Predecessor Companies Ordinance.
2. Under section 291 of the Predecessor Companies Ordinance, a company will be struck off if the Registrar of Companies in Hong Kong has reasonable cause to believe that a company is not carrying on business or in operation.
3. Pursuant to section 228A of the Predecessor Companies Ordinance, where the directors of a company resolved that the company cannot by reason of its liabilities continue its business, they may deliver to the Registrar of Companies in Hong Kong a winding-up statement, appoint a provisional liquidator and call of a creditor's meeting within 28 days from the delivery of the winding-up statement. A liquidator will be appointed at the creditor's meeting. Pursuant to section 248 of the Predecessor Companies Ordinance, after all the affairs of the company have been fully wound up and the liquidator has filled the final accounts and final return to the Registrar of Companies in Hong Kong, the company will be dissolved on the expiration of three months from the registration of such final accounts and final return by the Registrar of Companies in Hong Kong.

Mr. Sze was a director of Treasure Properties Limited, a company incorporated in Hong Kong with limited liability on 7 April 1994. He was one of its director and shareholder since its incorporation. On 11 May 2004, the directors of Treasure Properties Limited filed a statement with the Companies Registry pursuant to section 228A(1) of the Predecessor Companies Ordinance to commence a voluntary winding up of Treasure Properties Limited. Treasure Properties Limited was subsequently dissolved on 3 August 2007.

4. Deregistration in this context refers to deregistration under the Companies (WUMP) Ordinance.

Mr. Sze confirmed that save and except for Treasure Properties Limited, all of the aforementioned companies were solvent at the time of the dissolution. Mr. Sze also confirmed that there was no wrongful act on his part leading to the dissolution, nor is he aware of any actual or potential claim that has been or will be made against him as a result of such dissolution. Regarding Treasure Properties Limited, Mr. Sze confirmed that all liquidation documents had already been filed, and the liquidation process of Treasure Properties Limited has been completed and that there was no outstanding unresolved issue relating thereto, and no action had been brought by the creditors or court against him in his capacity as a director of Treasure Properties Limited.

Mr. Sze was a director or legal representative or chairman of the following companies prior to their respective dissolution:

	<u>Company name</u>	<u>Place and date of incorporation</u>	<u>Principal business activity</u>	<u>Date of dissolution</u>	<u>Means of dissolution</u>	<u>Reasons for dissolution</u>
1	Hunan Gangxiang Apartment Management Co., Ltd. (湖南港湘公寓管理有限公司)	PRC, Hunan August 29, 2018	Property management	December 10, 2020	Deregistration	Ceased to carry out business
2	Hunan Zhenghuai Real Estate Co., Ltd. (湖南正懷置業有限責任公司)	PRC, Hunan August 29, 2018	Property development	December 10, 2020	Deregistration	Ceased to carry out business
3	Hunan Yishan Construction Property Management Co., Ltd. (湖南一山建物業管理有限責任公司)	PRC, Hunan August 29, 2018	Property management	December 10, 2020	Deregistration	Ceased to carry out business
4	Hunan Rongtong Chemical Fiber Company Limited (湖南榮通化纖有限公司)	PRC, Hunan March 24, 2000	Fiber Products manufacturer	June 20, 2006	Deregistration	Ceased to carry out business
5	Hunan Zhiyue Media Co., Ltd. (湖南芝越傳媒有限公司)	PRC, Hunan October 10, 2018	Event planning services	April 30, 2019	Deregistration	Ceased to carry out business
6	Hengtong (Xinyang) Energy Saving Materials Company Limited (恒通(信陽)節能環保材料有限公司)	PRC, Henan December 20, 2011	Manufacturing environmental friendly materials	July 5, 2018	Deregistration	Ceased to carry out business
7	Hunan Gangxiang Commercial Trading Co., Ltd. (湖南港湘商貿有限公司)	PRC, Hunan August 29, 2018	Wholesale trade	May 23, 2019	Deregistration	Ceased to carry out business
8	Wuxi Hengtong Chemical Fiber Co., Ltd. (無錫恒通化纖有限公司)	PRC, Jiangsu October 8, 1993	manufacturing and sales of nylon yarn products	January 26, 2005	Revocation of business licence	No business activities and did not attend to annual inspection

Mr. Sze confirmed that each of the aforementioned companies was solvent with no outstanding liabilities arising from any material non-compliance incidents, claims, litigations or proceedings arising from their operations immediately prior to their dissolutions and there was no wrongful act on his part leading to the dissolution. Mr. Sze is also not aware of any actual or potential claim that has been or will be made against him as a result of such dissolution.

Mr. Sze obtained his bachelor's degree in science from the University of Wisconsin-La Crosse in the United States in May 1985. He was the deputy director of the Population, Resources and Environment Committee of the National Committee (全國政協委員—人口資源環境委員會副主任), a member of the Beijing Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議北京市委員會常務委員) and a member of the HKSAR Labour Advisory Board during the period from 2021 to 2022. He is currently the permanent honorary president of the Chinese Manufacturers' Association of Hong Kong and has been a member of the HKSAR Election Committee since 2006. Mr. Sze was appointed as the Justices of the Peace and awarded the Bronze Bauhinia Star (銅紫荊星章) by the Government of the HKSAR in 2011 and 2015, respectively.

Mr. Sze has entered into a letter of appointment with the Company for a term of three years which may be terminated in accordance with the terms of the letter of appointment. He is entitled to receive emoluments of HK\$250,000 per annum.

As at the Latest Practicable Date, Mr. Sze did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Chow Ming Sang (周明笙) (“**Mr. Chow**”), aged 49, was appointed as an independent non-executive Director on March 14, 2022 and he is responsible for providing independent advice on the operations and management of the Group.

Mr. Chow has over 27 years of experience in accounting, corporate financial management and corporate governance. From January 2007 to September 2018, he served as an advisory partner of Ernst & Young (China) Advisory Limited (安永(中國)企業諮詢有限公司), where he was primarily responsible for managing the risk advisory sub-service line's strategic growth and development in various regions of the PRC. From September 2018 to June 2019, he served as the general manager of risk & control department of Tahoe Group (泰禾集團股份有限公司), a property developer in the PRC, whose shares are listed on the Shenzhen Stock Exchange (stock code: 000732), where he was primarily responsible for risk management of the company. Since July 2019, Mr. Chow has been serving as a director and the general manager of Beijing Xinshi Anye Management Consulting Co., Ltd. (北京信實安業管理諮詢有限公司), where he has been primarily responsible for strategic planning and the overall management consulting of the company.

In addition, Mr. Chow currently holds the following directorships in the following listed companies:

Name of company	Principal business	Place of listing and stock code	Position	Period of service
Teamway International Group Holdings Limited	Investment holding company	Main Board of the Stock Exchange (stock code: 1239)	Independent non-executive director	June 2019 to present
China Rundong Auto Group Limited (中國潤東汽車集團有限公司)	Automobiles dealer	Main Board of the Stock Exchange (stock code: 1365)	Independent non-executive director	December 2020 to present
China Modern Dairy Holdings Ltd. (中國現代牧業控股有限公司)	Production and sale of raw milk	Main Board of the Stock Exchange (stock code: 1117)	Independent non-executive director	July 2021 to present

From 2014 to 2016, Mr. Chow was the Committee Member of The Internal Controls General Standards Committee of The Ministry of Finance (PRC) (中國財政部內部控制標準委員會委員). He is currently serving as a supervisor of Shenzhen Youth Development Foundation (深圳市青少年發展基金).

Mr. Chow obtained his bachelor's degree in accounting from the Hong Kong University of Science and Technology (香港科技大學) in Hong Kong in November 1995. He has been a Certified Internal Auditor (註冊內部審計師) since November 2003 and received the Certification of Fund Practice Qualification (基金從業資格證書) from the Asset Management Association of China (中國證券投資基金業協會) in April 2019. He is currently a fellow member of the Hong Kong Institute of Certified Public Accountants (香港會計師公會) and the Association of Chartered Certified Accountants (特許公認會計師公會).

Mr. Chow has entered into a letter of appointment with the Company for a term of three years which may be terminated in accordance with the terms of the letter of appointment. He is entitled to receive emoluments of HK\$250,000 per annum.

As at the Latest Practicable Date, Mr. Chow did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buyback Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 200,000,000 Shares of nominal value of HK\$0.1 each which have been fully paid. Subject to the passing of the resolution granting the Buyback Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, the Company will be allowed to buy back a maximum of 20,000,000 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF BUYBACKS

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to buy back its Shares in the market. Such buybacks may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such buybacks will benefit the Company and the Shareholders as a whole.

Buyback of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not buy back the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make buybacks with profits or out of the proceeds of a new issue of shares made for the purpose of the buybacks or from sums standing to the credit of the share premium account of the Company and, in the case of any premium payable on buyback, out of profits or from sums standing to the credit of the share premium account of the Company. Subject to the statutory solvency test prescribed by the Cayman Companies Act being satisfied, a buyback may also be made out of capital.

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors believe that if the Buyback Mandate is exercised in full, it may have a material adverse impact on the working capital position but not on the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Buyback Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buyback Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buyback Mandate is approved by the Shareholders.

TAKEOVERS CODE

If, as a result of a buyback of Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buyback of Shares pursuant to the Buyback Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, TGI was interested in 150,000,000 Shares, representing approximately 75% in aggregate number of issued Shares. In the event that the Directors should exercise in full the Buyback Mandate, the shareholding of TGI in the Company will be increased to approximately 83.3% of the issued Shares.

To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for TGI to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any buyback by the Company of its Shares.

The Listing Rules prohibit a company from making buyback on the Stock Exchange if the result of the buyback would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE BUYBACK MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the period from the Listing Date up to the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange from the Listing Date up to the Latest Practicable Date were as follows:

Month	Highest Prices HK\$	Lowest Prices HK\$
2022		
March (since March 31, 2022*)	6.55	4.51
April (up to the Latest Practicable Date)	9.79	5.19

* The Company was listed on March 31, 2022

NOTICE OF ANNUAL GENERAL MEETING

Redco Healthy Living Company Limited 力高健康生活有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2370)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Redco Healthy Living Company Limited (the “**Company**”) will be held at 9/F, The Center, 99 Queen’s Road, Central, Hong Kong on Monday, June 27, 2022 at 4:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended December 31, 2021.
2.
 - (A) To elect Mr. Tang Chengyong as an executive Director.
 - (B) To elect Ms. Wong Yin Man as an executive Director.
 - (C) To elect Ms. Huang Yanqi as an executive Director.
 - (D) To elect Mr. Huang Ruoqin as a non-executive Director.
 - (E) To elect Mr. Lau Yu Leung as an independent non-executive Director.
 - (F) To elect Mr. Sze Irons *BBS, JP* as an independent non-executive Director.
 - (G) To elect Mr. Chow Ming Sang as an independent non-executive Director.
 - (H) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending December 31, 2022.
4. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares

NOTICE OF ANNUAL GENERAL MEETING

or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
 - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:
 - (a) 20% of the number of issued Shares as at the date of passing this resolution; and
 - (b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of Shares bought back by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued Shares as at the date of passing resolution numbered 4(B)),

and the approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (iv) for the purpose of this resolution:
- (a) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and
 - (b) **“Rights Issue”** means an offer of Shares or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”
- (B) **“That:**
- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) 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 may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
 - (ii) the aggregate number of the Shares to be bought back pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;
 - (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

(C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the issued Shares which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued Shares bought back by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued Shares as at the date of passing of the said resolutions.”

By order of the Board
Redco Healthy Living Company Limited
力高健康生活有限公司
Huang Ruoqing
Chairman and Non-Executive Director

Hong Kong, April 29, 2022

Registered office in the Cayman Islands:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

Room 2001-2
Enterprise Square 3
39 Wang Chiu Road
Kowloon Bay
Kowloon
Hong Kong

*Headquarters and Principal Place of Business
in the PRC:*

2nd Floor, Redco Building
Tower 5, Qiaochengfang, Phase I
No. 4080 Qiaoxiang Road
Nanshan District
Shenzhen
PRC

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Resolution numbered 4(C) will be proposed to the shareholders of the Company for approval provided that resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (iii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iv) In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. not later than 4:00 p.m. on June 25, 2022) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- (v) The register of members of the Company will be closed from June 22, 2022 to June 27, 2022, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on June 21, 2022.
- (vi) In respect of resolutions numbered 2(A) to (G) above, Mr. Tang Chengyong, Ms. Wong Yin Man and Ms. Huang Yanqi, Mr. Huang Ruoqing, Mr. Lau Yu Leung, Mr. Sze Irons *BBS, JP*, and Mr. Chow Ming Sang will retire, and being eligible to be re-elected. Details of the above retiring directors are set out in Appendix I to the circular dated April 29, 2022.
- (vii) In respect of the resolution numbered 4(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of resolution numbered 4(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to buy back shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the buyback by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated April 29, 2022.
- (ix) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.