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## **Wuxi Life International Holdings Group Limited**

**悟喜生活國際控股集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8148)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Wuxi Life International Holdings Group Limited (the “**Company**”) will be held Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 2 May 2024 at 11:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

#### **SPECIAL RESOLUTION**

1. “**THAT**, subject to and conditional upon (i) an order being made by the Grand Court of the Cayman Islands (“**Court**”) confirming the Capital Reduction (as defined below) (if applicable); (ii) compliance with any condition which the Court may impose in relation to the Capital Reduction (if applicable); (iii) registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Act, Cap. 22 (Law 3 of 1961), of the Cayman Islands in respect of the Capital Reduction (if applicable); and (iv) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Adjusted Shares (as defined below), with effect from the date on which these conditions are fulfilled (the “**Effective Date**”):
  - (a) every ten (10) issued and unissued shares of par value of HK\$0.04 each in the share capital of the Company be consolidated into one (1) share of par value of HK\$0.4 (each a “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”);

- (b) immediately following the Share Consolidation, (a) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation be cancelled, and (b) the par value of each issued Consolidated Share be reduced from HK\$0.4 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.39 on each issued Consolidated Share (the “**Capital Reduction**”);
- (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value of HK\$0.4 each be sub-divided into forty (40) shares of par value of HK\$0.01 each (the “**Adjusted Shares**”) in the share capital of the Company (the “**Share Subdivision**”, together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”);
- (d) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilised by the board (the “**Board**”) of directors (the “**Director(s)**”) in accordance with the memorandum and articles of association of the Company and all applicable laws, including, without limitation, eliminating or setting off any accumulated losses of the Company from time to time;
- (e) each of the Adjusted Shares arising from the Capital Reorganisation shall rank *pari passu in* all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company;
- (f) immediately following the Capital Reorganisation, the authorised share capital of the Company will be changed from HK\$120,000,000 divided into 3,000,000,000 shares of par value of HK\$0.04 each to HK\$120,000,000 divided into 12,000,000,000 shares of par value of HK\$0.01 each; and
- (g) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation, the Capital Reduction and the Share Subdivision, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Share Consolidation, the Capital Reduction and the Share Subdivision.”

## **ORDINARY RESOLUTION**

2. “**THAT** subject to the passing of special resolution number 1 above and the satisfaction of the conditions set out in the letter from Letter from the Board under the heading “Conditions of the Rights Issue” in the circular of the Company dated 15 March 2024 (the “**Circular**”) (including The Stock Exchange of Hong Kong Limited granting and not having revoked the listing of and permission to deal in the Rights Shares (as defined below)):

- (a) the issue by way of rights (the “**Rights Issue**”) of a maximum of 254,528,000 Adjusted shares (the “**Rights Shares**” and each a “**Rights Share**”) at a subscription price of HK\$0.12 per Rights Share to the qualifying shareholders of the Company (the “**Qualifying Shareholders**”) whose names appear on the register of members of the Company on 12 June 2024 or such other date as may be determined by the Company for the determination of the entitlements under the Rights Issue (the “**Record Date**”) (other than those shareholders (the “**Non-Qualifying Shareholders**”) with registered addresses outside Hong Kong whom the Board, after making reasonable enquiries, considers it necessary or expedient not to offer the Rights Shares to them on account either of legal restrictions or prohibitions under the laws of the relevant jurisdictions or the requirements of the relevant regulatory body or stock exchange in such jurisdictions) on the basis of two (2) Rights Shares for every one (1) Adjusted Share of the Company then held on the Record Date and pursuant to the terms and conditions as set out in the Circular (a copy of which marked “A” is produced to the Meeting and initialed by the chairman of the Meeting for the purpose of identification) of which this notice convening the Meeting forms part, be and is hereby approved;
- (b) any one of the Directors be and is hereby authorised to allot and issue the Rights Shares (in their nil-paid form and fully-paid form) pursuant to and in connection with the Rights Issue notwithstanding the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, any Director be and is hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or the Non-Qualifying Shareholders as he/she deems necessary, desirable or expedient having regard to any restrictions or obligations under the memorandum and articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and
- (c) any one of the Directors be and is hereby authorised to do all such acts and things, as he/she may in his/her discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Rights Issue and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the Rights Issue and the implementation of all transactions contemplated thereunder, including but not limited to the issue and allotment of Rights Shares and to agree with such variation, amendment or waiver as, in his opinion, appropriate and in the interests of the Company and its shareholders as a whole.”

By order of the Board  
**Wuxi Life International Holdings Group Limited**  
**Liu Guanzhou**  
*Chairman*

Hong Kong, 9 April 2024

*Notes:*

1. Any member entitled to attend, speak and vote at the Meeting will be entitled to appoint a proxy or, if such member is a holder of two or more shares, proxies to attend, speak and vote in such member's stead. A proxy need not be a member of the Company but must attend the Meeting in person to represent the appointing member.
2. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (i.e. by 11:00 a.m. on Tuesday, 30 April 2024 or any adjournment thereof).
3. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjournment thereof (as the case may be) and in such event the instrument appointing the proxy shall be deemed to be revoked.
4. Where there are joint holders of any share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, whether in person or by proxy, the one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. To ascertain shareholders' eligibility to attend, speak and vote at the Meeting, the register of members of the Company will be closed from Thursday, 25 April 2024 to Thursday, 2 May 2024, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify to attend, speak and vote at the Meeting, all transfers of share ownership, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 24 April 2024.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Directors of the Company are:

*Executive Directors:*

Mr. Liu Guanzhou (*Chairman*)

Ms. Liu Xingmei

Mr. Choi Pun Lap

*Non-executive Director:*

Ms. Li Hui Ling

*Independent non-executive Directors:*

Mr. Tai Chin Ho

Ms. Lam Yuen Man Maria

Mr. Fu Yan Ming