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BetterLife Holding Limited
百得利控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6909)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of BetterLife Holding Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at No. 143 The 4th West Wing North Road, Haidian District, Beijing 100143, PRC on Thursday, 23 November 2023 at 10:00 a.m. to consider and if thought fit, transact the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) each of the property lease agreements dated 29 September 2023 entered into between the Group and each of Beijing Zhoushi Xingye Enterprise Management Co., Ltd.* (北京周氏興業企業管理有限公司), Chengdu Riyue Industry Development Co., Ltd.* (成都日月產業發展股份有限公司) and Oule (Hangzhou) Automobile Technology Co., Ltd.* (歐樂(杭州)汽車科技有限公司), respectively (a copy of each of which is produced to the EGM), the terms and conditions thereof, the connected transactions contemplated thereunder and the implementation thereof, be and are hereby approved, confirmed and ratified.”

2. “**THAT**

- (a) the framework sale and leaseback agreement (“**2024 Framework Sale and Leaseback Agreement**”) dated 29 September 2023 entered into between BetterLife International Motor Co., Limited (百得利國際汽車有限公司) (“**BetterLife International**”) (for itself and on behalf of its subsidiaries) and eCapital (China) Leasing Co., Ltd. (易匯資本(中國)融資租賃有限公司) (“**eCapital**”) (a copy of which is produced to the EGM), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof, be and are hereby approved, confirmed and ratified; and
- (b) the annual caps of for the years ending 31 December 2024, 2025 and 2026, respectively, for the transactions under the 2024 Framework Sale and Leaseback Agreement be and is hereby approved, confirmed and ratified.”

3. “**THAT**

- (a) the framework vehicle sale and purchase agreement (“**2024 Framework Vehicle Sale and Purchase Agreement**”) dated 29 September 2023 entered into between BetterLife International (for itself and on behalf of its subsidiaries) and eCapital (a copy of which is produced to the EGM), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof, be and are hereby approved, confirmed and ratified; and
- (b) the annual caps of for the years ending 31 December 2024, 2025 and 2026, respectively, for the transactions under the 2024 Framework Vehicle Sale and Purchase Agreement be and is hereby approved, confirmed and ratified.”

4. “**THAT**

- (a) the cooperation agreement (“**2024 Cooperation Agreement**”) dated 29 September 2023 entered into between BetterLife International (for itself and on behalf of its subsidiaries) and eCapital (a copy of which is produced to the EGM), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof, be and are hereby approved, confirmed and ratified; and
- (b) the annual caps of for the years ending 31 December 2024, 2025 and 2026, respectively, for the transactions under the 2024 Cooperation Agreement be and is hereby approved, confirmed and ratified.”

5. “**THAT**

- (a) the framework vehicle repair and maintenance agreement (“**2024 Framework Vehicle Repair and Maintenance Agreement**”) dated 29 September 2023 entered into between BetterLife International (for itself and on behalf of its subsidiaries) and eCapital (a copy of which is produced to the EGM), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof, be and are hereby approved, confirmed and ratified; and
- (b) the annual caps of for the years ending 31 December 2024, 2025 and 2026, respectively, for the transactions under the 2024 Framework Vehicle Repair and Maintenance Agreement be and is hereby approved, confirmed and ratified.”

6. “**THAT**

- (a) the framework second-hand vehicle sale and purchase agreement (“**Framework Second-hand Vehicle Sale and Purchase Agreement**”) dated 29 September 2023 entered into between BetterLife International (for itself and on behalf of its subsidiaries) and eCapital (for itself and on behalf of its subsidiaries) (a copy of which is produced to the EGM), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof, be and are hereby approved, confirmed and ratified; and
- (b) the annual caps of for the years ending 31 December 2024, 2025 and 2026, respectively, for the transactions under the Framework Second-hand Vehicle Sale and Purchase Agreement be and is hereby approved, confirmed and ratified.”

By Order of the Board
BetterLife Holding Limited
Chau Kwok Keung
Executive Director and Company Secretary

Hong Kong, 8 November 2023

Registered Office:

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

Headquarters:

No. 1,
Donghuan North Road
Beijing Economic and
Technological Development
Area Beijing, the PRC

*Principal Place of Business
in Hong Kong:*

40th Floor,
Dah Sing Financial Centre
No. 248 Queen’s Road East
Wanchai
Hong Kong

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.

If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.

3. In order to be valid, the form of proxy 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, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, 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 appointed for the holding of the extraordinary general meeting of the Company (i.e. no later than 10:00 a.m. on Tuesday, 21 November 2023 (Hong Kong time)) or any adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining the entitlement of shareholders to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 22 November 2023 to Thursday, 23 November 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all share transfer forms accompanied by the relevant share certificates must be lodged 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, for registration not later than 4:30 p.m. on Tuesday, 21 November 2023.

In the event that the Extraordinary General Meeting is adjourned to a date later than Thursday, 23 November 2023 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the above meeting will remain the same as stated above.

5. Where there are joint holders of any shares carrying voting rights, any one of such joint holders may vote, 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 are present at any meeting the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names of the joint holders appear in the register of members of the Company in respect of the joint holding.

6. A circular containing resolutions nos. 1 to 6 set out in the above notice will be sent to all shareholders of the Company.
7. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

The English translation of company or entity names in Chinese or another language which are marked with "" is for identification purpose only.*

As at the date of this notice, the Board comprises Mr. Chou Patrick Hsiao-Po, Ms. Sun Jing, Mr. Xu Tao and Mr. Chau Kwok Keung as executive directors; and Mr. Liu Dengqing and Mr. Wong Ka Kit as independent non-executive directors.