

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



**SINO-LIFE GROUP LIMITED**

**中國生命集團有限公司**

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

**(Stock Code: 8296)**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND  
CHANGE OF COMPOSITION OF BOARD COMMITTEES  
AND  
NON-COMPLIANCE WITH RULES 5.05(1) AND 5.28 OF  
THE GEM LISTING RULES**

The Board announces that, with effect from 3 April 2023:

1. Mr. SUN Fei resigned as an independent non-executive Director, the chairman and member of Audit Committee and member of each of Nomination Committee and Remuneration Committee; and
2. Mr. CHAI Chung Wai appointed as the chairman of the Audit Committee.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND POSITIONS  
OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of Sino-Life Group Limited (the “**Company**”) announces that due to other business commitments, Mr. SUN Fei (“**Mr. Sun**”) has tendered his resignation as an independent non-executive Director (the “**Independent non-executive Director**”), the chairman and member of audit committee of the Company (the “**Audit Committee**”) and member of each of nomination committee of the Company (the “**Nomination Committee**”) and remuneration committee of the Company (the “**Remuneration Committee**”) with effect from 3 April 2023.

Mr. Sun has confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation as the Independent non-executive Director which needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Mr. Sun for his contributions to the Company during his tenure of service.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Following the resignation of Mr. Sun, he ceased to be the chairman of Audit Committee, a member of each of the Nomination Committee and the Remuneration Committee.

The Board is pleased to announce that Mr. CHAI Chung Wai, the Independent non-executive Director, has been appointed as the chairman of the Audit Committee with effect from 3 April 2023.

## **NON-COMPLIANCE WITH THE GEM LISTING RULES**

The Board further announces that following the resignation of Mr. Sun, the Company will only have two Independent non-executive Directors. The number and composition of Independent non-executive Directors fail to meet the requirements under (i) Rule 5.05(1) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”) which requires the board of directors must include at least 3 independent non-executive directors; and (ii) Rule 5.28 of the GEM Listing Rules which requires the audit committee to comprise a minimum of three members.

The Company is endeavoring to identify suitable candidate to fill the vacancies with the expectation within 3 months from the effective date of the resignation of Mr. Sun.

The Company will make further announcement(s) as and when appropriate.

By Order of the Board  
**Sino-Life Group Limited**  
**XU Jianchun**  
*Chairman and Executive Director*

Hong Kong, 3 April 2023

*As at the date hereof, the Board comprises Mr. XU Jianchun, Mr. LIU Tien-Tsai and Dr. XU Qiang being executive Directors; and Mr. CHAI Chung Wai and Dr. YANG Jingjing being independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Informations” page of the Stock Exchange’s website at <http://www.hkexnews.hk> for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at <http://www.sinolifegroup.com>.*