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**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)**

## **PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made by Sino-Life Group Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on the GEM operated by The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to the proposed adoption of the new memorandum and articles of association of Company (the “**M&A**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the M&A by adopting the new M&A, with the proposed amendments incorporated therein, in substitution for, and to the exclusion of, the M&A for the purposes of, among others, (i) bringing the M&A in line with the amendments made to Appendix 3 to the GEM Listing Rules which became effective on 1 January 2022 and the applicable laws of the Cayman Islands; (ii) providing flexibility to the Company in relation to the conduct of general meetings, and (iii) incorporating certain housekeeping amendments (collectively, the “**Proposed Amendments**”). Details of the Proposed Amendments will be set out in the circular to be despatched to the shareholders of the Company (the “**Shareholders**”).

The proposed adoption of the new M&A shall be subject to the passing of a special resolution by the Shareholders at the forthcoming annual general meeting of the Company (the “**AGM**”). A circular containing, among others, details of the proposed amendments to the M&A and a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

By order of the Board  
**Sino-life Group Limited**  
**XU Jianchun**  
*Chairman and Executive Director*

Hong Kong, 13 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 Information” 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>.*