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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)**

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

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Sino-Life Group Limited (the “**Company**”) will be held at 3:00 p.m. on 12 July 2023 at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong for considering and if thought fit, to approve the following resolutions, with or without amendments, as ordinary resolutions of the Company. Capitalised terms used herein without definition have the same meanings as in the circular issued by the Company on 23 June 2023 (the “**Circular**”), unless the context otherwise requires:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- a. subject to the fulfillment of the terms and conditions set out in the SPA I, a copy of which has been produced to the EGM and initialled by the chairman of the Meeting (the “**Chairman**”) for identification purpose) entered into between the Company, Zhongke Xunda and Nanyue CB in relation to the acquisition of the paid-up capital of Zhongke Zhenhui, which is equivalent to approximately 20.25% of the equity interest in Zhongke Zhenhui at a consideration of RMB15,930,000 (equivalent to HK\$18,160,000), which shall be satisfied by way of issue of the Convertible Bonds to Nanyue CB, is hereby approved;
- b. the issue of the Convertible Bonds by the Company to Nanyue CB to settle the consideration payable by the Company under the SPA I in accordance with the terms and conditions of the SPA I and all transactions contemplated be and is hereby approved;
- c. the allotment and issue of a number of 144,126,984 Shares (the “**Conversion Share(s)**”) in the share capital of the Company at the initial conversion price of HK\$0.126 per Conversion Share which may fall to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds to the relevant holder(s) of the Convertible Bonds be and are hereby approved;

- d. subject to The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares to be allotted and issued, the Directors be and are hereby granted a specific mandate (the “**Specific Mandate I**”) to allot and issue a maximum number of Conversion Shares to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds pursuant to the SPA I (i.e. 144,126,984 Shares). The Specific Mandate I is in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to passing of this resolution; and
- e. any of the Director be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the SPA I and the transactions contemplated thereunder as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the SPA I and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

2. “**THAT:**

- a. subject to the fulfillment of the terms and conditions set out in the SPA II, a copy of which has been produced to the EGM and initialled by the Chairman for identification purpose) entered into between the Company, Zhongke Xunda and Shenzhen Huaxin in relation to the acquisition of the paid-up capital of Guangdong Zhenyuan, which is equivalent to approximately 21.43% of the equity interest in Guangdong Zhenyuan at a consideration of RMB15,000,000 (equivalent to HK\$17,100,000), which shall be satisfied by way of issue of the Consideration Shares to Shenzhen Huaxin, is hereby approved;
- b. the allotment and issue of the Consideration Shares at the issue price of approximately HK\$0.12 per Consideration Share by the Company to Shenzhen Huaxin to settle the consideration payable by the Company under the SPA II in accordance with the terms and conditions of the SPA II and all transactions contemplated be and is hereby approved;

- c. subject to The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares to be allotted and issued, the Directors be and are hereby granted a specific mandate (“**Specific Mandate II**”) to allot and issue the Consideration Shares to be allotted and issued pursuant to the SPA II. The Specific Mandate II is in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to passing of this resolution; and
- d. any of the Director be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the SPA II and the transactions contemplated thereunder as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the SPA II and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 23 June 2023

*Registered office:*

The Grand Pavilion Commercial Centre  
Oleander Way 802 West Bay Road  
P.O. Box 32052  
Grand Cayman KY1-1208  
Cayman Islands

*Registered office in Hong Kong:*

18/F, Ovest  
77 Wing Lok Street  
Sheung Wan, Hong Kong

*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, Mr. SUN Fei, and Dr. YANG Jingjing being independent non-executive Directors.*

*This notice, 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 notice 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 notice misleading.*

*This notice 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 notice will also be posted on the Company’s website at <http://www.sinolifegroup.com>.*