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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 12 JULY 2023

References are made to the circular (the “**Circular**”) of Sino-Life Group Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of the Company both dated 23 June 2023 in relation to the SPA I, the SPA II and the transactions contemplated thereunder. Capitalised terms used in this announcement shall bear the same meanings as those defined in the Circular and the Notice unless the context requires otherwise.

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on 12 July 2023, all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll.

As at the date of the EGM, the total number of issued Shares was 742,500,000 Shares. As disclosed in the Circular, Hong Kong Gaoqi Biological Technology Company Limited (being the substantial shareholder of the Company which is interested in an aggregate of 220,475,000 Shares, representing approximately 29.69% of the entire issued share capital of the Company, and is controlled as to over 30% by Mr. Xu Jianchun (“**Mr. Xu**”), therefore, an associate of Mr. Xu) was required to abstain from voting in favour on the proposed resolution number 1 to approve the SPA I and the transactions contemplated thereunder pursuant to Rule 17.47A of the GEM Listing Rule. Save for the aforesaid, there were no Shares entitling the Shareholders to attend and abstain from voting in favour pursuant to Rule 17.47A of the GEM Listing Rules. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolution number 1 at the EGM was 522,025,000 Shares, representing approximately 70.3% of the Shares in issue. The total number of Shares entitling the Shareholders to attend and vote for or against the resolution number 2 at the EGM was 742,500,000 Shares, representing the entire issue share capital of the Company. No Shareholder has stated his or her intention in the Circular to vote against the resolutions proposed at the EGM or to abstain from voting.

Crowe (HK) CPA Limited, Certified Public Accountants, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

The table below provides a summary of the proposed resolutions only. The full text of the proposed resolutions is set out in the Notice. Shareholders may also refer to the Circular for details of the proposed resolutions.

The poll results in respect of the proposed resolutions were as follows:

ORDINARY RESOLUTIONS		Number of votes cast (Approximate percentage of total number of vote cast)		Total number of votes cast
		FOR	AGAINST	
1.	To approve the SPA I and all transactions contemplated thereunder, including (i) the issue of the Convertible Bonds; and (ii) the grant of the Specific Mandate I to allot and issue the Conversion Shares.	89,066,200 (99.994%)	5,200 (0.006%)	89,071,400
2.	To approve the SPA II and all transactions contemplated thereunder, including (i) the allotment and issue of Consideration Shares; and (ii) the grant of the Specific Mandate II to allot and issue the Consideration Shares.	309,541,200 (99.998%)	5,200 (0.002%)	309,546,400

As more than 50% of the votes were cast in favour of each of the above resolutions, the proposed resolutions were duly passed as ordinary resolutions of the Company.

Except for Dr. Xu Qiang and Ms. Hu Zhaohui did not attend the EGM due to their other business engagements, all Directors attended the EGM either in person or by electronic means.

Scope of work of Crowe (HK) CPA Limited

The poll results were subject to scrutiny by Crowe (HK) CPA Limited, Certified Public Accountants, whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to Crowe (HK) CPA Limited. The work performed by Crowe (HK) CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

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

Hong Kong, 12 July 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, Dr. YANG Jingjing and Ms. HU Zhaohui 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 Company Announcements” page of the GEM website at <http://www.hkgem.com> for seven days from the date of its posting. This announcement will also be posted on the Company’s website at <http://www.sinolifegroup.com>.